

October 22, 2022

## **SOCIETIES ACT**

### **CONSTITUTION OF THE MAGIC LAKE PROPERTY OWNERS' SOCIETY**

#### **NAME AND PURPOSES OF THE SOCIETY**

##### **Name of Society**

1.1 The name of the society is “The Magic Lake Property Owners' Society”.

##### **Purposes of the Society**

1.2 The purposes of the society are:

1.2.1 To represent the members in matters affecting their property or their life style in Magic Lake Estates, Pender Island, British Columbia by performing research on such matters, submitting briefs to government, industry or any other party having an impact, whether favourable or unfavourable, on such property or life style;

1.2.2 To acquire, maintain and administer, or dispose thereof, property in Magic Lake Estates or the foreshore adjacent thereto for the recreational use of the members and the public at large.

## **SOCIETIES ACT**

### **BYLAWS OF THE MAGIC LAKE PROPERTY OWNERS' SOCIETY**

#### **PART 1 – DEFINITION AND INTERPRETATION**

1.1 In these bylaws, unless the context otherwise requires,

“Board” means the directors of The Magic Lake Property Owners’ Society;

“registered address” of a member means his address as recorded in the register of members;

“registered owner” includes a person holding an interest in land jointly with another, and a person having an interest under a registered agreement for sale;

“Act” means the Societies Act of the Province of British Columbia as amended from time to time;

1.2 The definitions in the Act and Regulations apply to these bylaws. If there is a conflict between the Act or Regulations under this Act, the Act and Regulations apply.

1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

#### **PART 2 – OPERATIONS OF SOCIETY**

2.1 The Magic Lake Property Owners’ Society is an ordinary society.

2.2 The operations of the society must be carried out on North Pender Island, British Columbia.

2.3 The objects of the society are to be carried on without purpose of gain for its members and any profits or other accretions to the society must be used for promoting its objects. In the event of winding up or dissolution of the society, funds and assets of the society remaining after the satisfaction of its debts and liabilities, must all be given to or distributed among such organizations concerned with promoting the same objects of the society as may be determined by the members of the society at the time of winding up or dissolution and if effect cannot be given to the aforesaid provision, then such funds must be given to or distributed to such other charitable organizations recognized by the Customs and Revenue Agency Canada as being qualified as such under the provisions of the Income Tax Act, Canada from time to time in effect, the objects of which organizations in the opinion of the directors most closely accord with those of the society. (This clause was previously unalterable.)

## **PART 3 – MEMBERSHIP**

3.1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

3.2.1 A person who is a registered owner of land in Magic Lake Estates, North Pender Island may apply to the directors for membership in the society and on acceptance by the directors must be a member.

3.2.2 Each parcel of land in Magic Lake Estates may have one membership in the society, regardless of the number of names on title of the parcel.

3.2.3 Only one membership may be held in Magic Lake Property Owners' Society regardless of the number of parcels of land in Magic Lake that the owner may hold.

3.2.4 A member is entitled to vote on any matter of the society.

3.2.5 A member has the right to hold office.

3.3 Every member must uphold the constitution and comply with these bylaws and policies of the society.

3.4 The annual membership dues of the society must be determined at the annual general meeting of the society.

3.5 A person must cease to be a member of the society:

3.5.1 by delivering his resignation in writing to the secretary of the society, by mailing, delivering it to the address of the society, or by email; or

3.5.2 on his death or in the case of a corporation on dissolution;

3.5.3 on having been a member not in good standing for one month;

3.5.4 upon cessation of owning property in Magic Lake Estates.

3.6.1 A member may be expelled by a resolution of the directors.

3.6.2 The notice of resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion;

3.6.3 The person who is the subject of the proposed resolution for expulsion must be given the opportunity to be heard at the meeting of the directors before the resolution is put to a vote.

3.7 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

3.8. The directors must establish and maintain a register of members in accordance with the Societies Act.

#### **PART 4 – PRIVILEGE OF MEMBERSHIP**

4.1 Members and their guests are entitled to use the facilities of the society on payment of fees and in compliance with rules and policies established and published by the directors.

4.2 Members may attend meetings of the directors or of the members and make representations as to the programs and affairs of the society. Non-members of the society may attend as guests of society members, but may not speak at any meeting unless authorized by the Chair.

#### **PART 5 – MEETINGS OF MEMBERSHIP**

5.1 General Meetings of the society must be held at such time and place, in accordance with the Societies Act.

5.2 Every general meeting, other than an annual meeting, is an extraordinary meeting.

5.3 The directors may, whenever they think fit, convene an extraordinary general meeting.

5.4.1 Notice of a general meeting must specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business.

5.4.2 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

5.5 The annual general meeting of the society must be held in the month of October.

#### **PART 6 – PROCEEDINGS AT GENERAL MEETINGS**

6.1 Special business is:

6.1.1 all business at an extraordinary general meeting except the adoption of rules of order, and;

6.1.2 all business that is transacted at an annual general meeting, except:

6.1.2.1 the adoption of rules of order;

6.1.2.1 the consideration of the financial statements;

6.1.2.2 the report of the directors;

6.1.2.3 the report of the auditor, if any;

6.1.2.4 the election of directors;

6.1.2.5 the appointment of the auditor, if required;

6.1.2.6 such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

6.2.1 No business, other than the election of a chairman and the adjournment or termination of the meeting, must be conducted at a general meeting at a time when a quorum is not present.

6.2.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

6.2.3 A quorum is 20 members present.

6.2.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated; but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

6.2.5 Subject to Section 6.2.1, the president of the society, the vice president, or in the absence of both, one of the other directors present must preside as chairperson of a general meeting.

6.2.6 If at a general meeting:

6.2.6.1 there is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting, or

6.2.6.2 the president and all the other directors present are unwilling to act as chairperson, the members present must choose one of their number to be chairperson.

6.2.7 A general meeting may be adjourned from time to time and from place to place, but no business must be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6.2.7.1 Where a meeting is adjourned for ten days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

6.2.7.2 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

6.2.8 The chairperson of a meeting may move or propose a resolution.

6.2.8.1 In case of an equality of votes the chairperson must not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution must not pass.

6.2.9 A member in good standing present at a meeting of members is entitled to one vote.

6.2.9.1 Voting is by show of hands or by secret ballot if requested at the meeting.

6.2.9.2 Voting by proxy is not permitted.

6.2.9.3 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be reckoned as a member for all purposes with respect to a meeting of the society.

## **PART 7 – DIRECTORS AND OFFICERS**

7.1 The president, vice president, secretary, treasurer, four marina directors (general manager, operations manager, projects manager, maintenance manager), recreation director - tennis and director-at-large are the directors of the society. The position of secretary and treasurer may be combined. An additional temporary special projects director position may be added from time to time as the Board of Directors determines. The term of the special projects director will be two years. The position will be filled, in the same manner as other director positions, at an Annual General Meeting.

7.1.1 The directors may exercise all the powers and do all acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to the provisions of:

7.1.1.1 all laws affecting the society;

7.1.1.2 these bylaws and rules not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

7.2 No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

7.3. The number of directors are not to be less than seven nor more than eleven as determined from time to time at a general meeting.

7.4.1 Each elected director must hold office for two years. If any Director is unable to fulfill their term, the Board of Directors may appoint a new Director to hold the vacated position, until the term of the position has ended at which time the position must be filled by election. At each annual general meeting there must be elected for a term of two years a sufficient number of directors to replace those directors whose term of office has expired.

7.4.2 A nominating committee of the Board of Directors may be constituted by the Past President and / or Board of Director member(s) to nominate candidates for each position on the Board of Directors to be elected at the annual general meeting. Nominations for candidates may also come from the floor of the annual general meeting.

7.4.3 Separate elections must be held for each office to be filled.

7.4.4 An election may be by acclamation, otherwise it must be by a show of hands or by secret ballot if requested at the meeting.

7.5 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

7.6.1 The members may by special resolution remove a director before the expiration of the director's term of office, and may by ordinary resolution elect a successor to complete the term of office.

7.6.2 The board may by a resolution supported by a vote of two thirds of the current directors remove a director before the expiration of the director's term of office, and appoint a successor to complete the term of office.

7.7.1 No director, other than the marina directors, must be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society. The marina directors are entitled to annual moorage for one boat without charge for the year(s) in which they serve in that office.

7.7.2 Upon recommendation of the Board of Directors, a member of the society may be offered free moorage for one vessel at the marina or membership at the tennis courts for a period of one year.

7.8 Subject to the Societies Act, every director must be deemed to have accepted office on the condition that the director, his heirs, executors and administrators must be indemnified and saved harmless out of funds of the society from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other director or directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof.

7.9 No two members of the same household are permitted to hold office on the Board of Directors of The Magic Lake Property Owners' Society at the same time.

## **PART 8 – PROCEEDINGS OF DIRECTORS**

8.1.1 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

8.1.2 A quorum of the meeting of the Board of Directors is a majority of the directors then in office.

8.1.3 The president is chairperson of all meetings of the directors; but if at any meeting the president is not present within thirty minutes after the time appointed for holding the meeting, the vice president must act as chairperson, but if neither is present the directors present may choose one of their number to be chairperson of that meeting.

8.1.4 A director may at any time, and the secretary, on the request of the director, convene a meeting of the directors.

8.1.5 For a first meeting of directors held immediately following appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present. Otherwise, at least two clear days notice must be given for any meeting of the directors.

8.2.1 Notice of meetings of directors must be sent via email or via mail if email is not available.

8.2.2 All meetings of the directors of the society, if a quorum is present, are valid and effective.

8.3 Questions arising at any meeting of the directors and committee of directors must be decided by a majority of votes.

8.4 The chairperson of a meeting may move or propose a resolution.

8.5 A resolution may be passed via emailing, if passed by a majority of directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors; such a resolution is to be included in the next meeting of the directors.

8.6 The directors may make policies not inconsistent with the constitution and bylaws of the society and applicable legislation.

8.7 The directors may hire staff and contractors to facilitate conduct of operations of the society.

8.8.1 The directors may delegate any, but not all, of their powers to committees consisting of directors or members at large as they think fit.

8.8.2 A committee so formed must conform to the rules that may from time to time be imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

8.8.3 A committee must elect a chairperson of its meetings; but if no chairperson is elected, or if at any meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the members present must choose one of their number to be chairperson of the meeting.

8.8.4 The members of a committee may meet and adjourn as they think proper.

## **PART 9 – IN CAMERA MEETINGS**

9.1 At an in camera meeting:

9.1.1 In addition to the directors, the chairperson may permit or request a person or persons necessary for conducting the in camera business to attend all or part of the meeting.

9.1.2 Other than the directors, the person or persons in attendance may be permitted to speak if so authorized by the chairperson, but such person or persons are not entitled to vote on the matter or matters under consideration.

9.1.3 If the matter under consideration is a matter related to one or more of the directors, the director or directors about whose matter is under consideration may attend and speak at the meeting, but is not entitled to vote on that or those matters.

## **PART 10 – DUTIES OF OFFICERS**

10.1.1 The president must preside at all meetings of the society and of the directors.

10.1.2 The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

10.1.3 The vice president must carry out the duties of the president during the absence of the president.

10.2. The secretary must:

10.2.1 conduct the correspondence of the society;

10.2.2 issue notices of meetings of the society and directors;

10.2.3 keep minutes of all meetings of the society and directors;

10.2.4 have custody of all records and documents of the society except those required to be kept by the treasurer;

10.2.5 have custody of the common seal of the society;

10.2.6 maintain the register of members.

10.3 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

10.4 The Treasurer must:

10.4.1 keep such financial records, including books of account, as are necessary to comply with the Societies Act; and

10.4.2 render financial statements to the directors, members and others when required and must lay before the members at the annual general meeting the financial statements for the year ended.

10.5 The marina directors:

10.5.1 must be responsible for the safe and efficient operation and maintenance of the marina in accordance with the marina management policy approved by the directors; and

10.5.2 may delegate duties to a marina committee which the marina directors may appoint.

10.6 The recreation director must:

10.6.1 be responsible for the care and maintenance of the tennis courts, appurtenant grounds and equipment;

10.6.2 establish and maintain a key control system; and

10.6.3 collect fees from casual players.

## **PART 11 – BORROWING**

11.1 Subject to sections 11.2 and 11.3, in order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in any manner they decide, and, in particular but without limiting the generality of the foregoing, by issue of debentures.

11.2 The directors must seek the approval of the members, by special resolution, of any borrowing in excess of \$10,000.

11.3 No debenture must be issued without the sanction of a special resolution which may restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

## **PART 12– FINANCIAL MANAGEMENT**

12.1 The directors must, not less than forty-five days before the commencement of the fiscal year, present to the members for approval by ordinary resolution, a budget for the operating year.

12.2 The directors must, not less than forty-five days before the intention to commence a project having an estimated value in excess of \$10,000, present a capital budget including cost estimates and sources of funds to finance the project for consideration of the members by special resolution.

12.3 The directors may amend a previously authorized budget within the total amount approved in order to meet unforeseen expenditures but cannot exceed the total amount approved without first seeking the approval of the members of a revised budget for the balance of the fiscal year.

12.4 The Board must prepare and present a financial statement for the members annually.

## **PART 13 – AUDITOR**

13.1 This part applies only where the society is required, or the members have resolved to have an auditor.

13.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

13.3 At each annual general meeting the society must appoint an auditor to hold office until he is re-elected, or his successor is elected at the next annual general meeting.

13.4 An auditor may be removed by ordinary resolution.

13.5 An auditor must be promptly informed in writing of appointment or removal.

13.6 No director and no employee of the society must be auditor.

13.7 The auditor may attend general meetings.

#### **PART 14 – NOTICES TO MEMBERSHIP**

14.1 A notice may be given to a member, either personally, by mail, to the member's address on file with the Magic Lake Property Owners' Society or by electronic means such as email.

14.2 A notice sent by the foregoing methods must be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle or sent by a reputable internet server.

14.3.1 Notice of general meeting must be given to every member shown on the register of members on the day the notice is given, and the auditor, if part 13 applies.

14.3.2 No other person is entitled to receive a notice of general meeting.

#### **PART 15 – BYLAWS**

15.1 On being admitted to membership, a member is entitled to and the society must provide, upon request and without charge, a copy of the constitution and bylaws of the society, in the form of a printed copy, by email, or by direction to the society's website.

15.2 These bylaws must not be altered or added to except by special resolution.