

# Gabriola Transportation Association

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# PROVINCE OF BRITISH COLUMBIA

Certificate of Incorporation Number: S-53724

## SOCIETY ACT

### CONSTITUTION

1. The name of the society is “**GABRIOLA TRANSPORTATION ASSOCIATION.**”
2. The purposes of the society are:
  - (a) to co-ordinate local and inter-regional transportation by land, sea and air on behalf of the residents of Gabriola Island, British Columbia;
  - (b) to assist all Gabriola Island residents in dealing with governments and governmental agencies in respect of land, sea and air transportation issues, and related infrastructure including roads;
  - (c) to develop and promote transportation alternatives which reduce costs and environmental impacts
3. This is a non-profit, non-political and non-religious organization. The Society shall never in any way discriminate against any person or group of persons for their religious or political views. This provision is unalterable.
4. The operations of the Society are to be carried on in the Province of British Columbia, chiefly in and around Gabriola and any other island in the Gabriola Island Trust zone. This provision is unalterable.
5. In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a municipal corporation which includes Gabriola or, if such fails to exist at the time *of* winding up, a recognized charitable organization on Gabriola which has in its purposes the provision of a sports or recreational activity on Gabriola. This provision is unalterable.
6. Any income received by the Society will be applied in the furtherance of its objectives and for no other purpose, and specifically that such income or any surplus shall not be made available to members. This provision is unalterable.
7. No director of the Society shall be remunerated for being or acting as a director, but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision is unalterable.

## BYLAWS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

### PART 1 – *INTERPRETATION*

1. (i) In these bylaws, unless the context otherwise requires,
  - a. "*directors*" means the directors of the society for the time being;
  - b. "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - c. "*registered address*" of a member means his address as recorded in the register of members.
- (ii) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. 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 – *MEMBERSHIP*

3. The members of the society are the applicants for incorporation of the society, and:
  - i. Any person who is qualified to vote in Electoral District B;
  - ii. Any person being 14 years or older who would be qualified to vote in Electoral District B of the Nanaimo Regional District, if he or she were 19 years of age or over.
- 4.. Every member shall uphold the constitution and comply with these bylaws.
5.
  - i. A member may be expelled by a special resolution of the members passed at a general meeting.
  - ii. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - iii. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### PART 3 - *MEETINGS OF MEMBERS*

6. General meetings of the society shall be held at the time and place that the directors decide.
7. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
8. The directors may, when they think fit, convene an extraordinary general meeting.
9. Any three directors may, notwithstanding the decision of the majority of directors, require the convening of an extraordinary general meeting.
10. The following shall apply to all general meetings (including extraordinary general meetings) of the society:
  - i. Notice shall be given by mail or by electronic means in accordance with section 60 of the Society Act to all members.
  - ii. Additionally two weeks notice of general meetings shall be given by placing an advertisement, notice or news item in a Gabriola newspaper and by posting one notice in a public place on Gabriola.
  - iii. Notice of a meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
  - iv. 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.
11. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### PART 4 - *PROCEEDINGS AT GENERAL MEETINGS*

12. Special business is
  - i. All business at an extraordinary general meeting except the adopting of rules of order; and
  - ii. All business transacted at an annual general meeting, except,
    - a. the adoption of rules of order;
    - b. the consideration of the financial statements;

- c. the report of the directors;
  - d. the report of the auditor, if any;
  - e. the election of directors;
  - f. the appointment of the auditor, if required; and
  - g. the other business that, under these bylaws, ought to be transaction 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.
13. i. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- ii. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- iii. A quorum is 3 members present or a greater number that the members may determine at a general meeting.
14. 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, shall be terminated; but in any other case, it shall 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.
15. Subject to bylaw 16, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
16. If at a general meeting
- i. There is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
- ii. The president and all the other directors are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
17. i. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- ii. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- iii. 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.
- 18.
- i. A resolution proposed at a meeting must be seconded.
  - ii. The chairman of a meeting may move or propose a resolution.
  - iii. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 19.
- i. A member in good standing present at a meeting of members is entitled to one vote.
  - ii. Voting is by show of hands.
  - iii. Voting by proxy is not permitted.
20. 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 shall be reckoned as a member for all purposes with respect to a meeting of the society.

#### **PART 5 - *ELECTION OF DIRECTORS***

21. The number of directors shall be 5 or such greater number as is determined from time to time at a general meeting.
22. All directors other than the director appointed pursuant to paragraph 23 below shall be elected at a general meeting. At the first annual general meeting one of the directors or if there is an odd number of directors one half of the directors plus one shall be elected for a one-year term and the other directors shall be elected for a two year term. At subsequent annual meetings directors shall be elected for a two-year term unless the director is being elected to replace a director who has resigned before the completion of his term in which case the director shall be elected to complete the term of the resigning director.
23. The Regional Director for Electoral Area B of the Nanaimo Regional District has the right to appoint one director annually. The Regional Director may appoint himself or herself as that director.
- 24.
- i. If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
  - ii. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

25. A director shall cease to hold office if he or she fails to attend at three consecutive meetings without reasonable excuse.
26. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

#### **PART 6 - *DIRECTORS AND OFFICERS***

27. The directors may exercise all the powers and do all the 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
  - i. All laws affecting the society;
  - ii. These bylaws; and
  - iii. Rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
28. 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.
29.
  - i. At the first meeting of the directors after the Annual General Meeting the directors shall appoint such officers as they deem appropriate which officers may include a president, vice president, secretary and a treasurer.
  - ii. The president, vice president, secretary, treasurer and any other person appointed an officer shall be the directors of the society.
  - iii. Separate elections shall be held for each office to be filled.
  - iv. An election may be by acclamation; otherwise it shall be by ballot.
  - v. If no successor is elected the person previously elected or appointed continues to hold office.
30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

#### **PART 7 - *PROCEEDINGS OF DIRECTORS***

31.
  - i. The directors may meet together at the places and/or through electronic means as they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - ii. The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
  - iii. The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.

- iv. A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- 32.
- i. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
  - ii. A committee so formed in the exercise of the powers so delegated shall confirm to any rules imposed on it by the directors, and shall 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.
33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
34. The members of the committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the 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 constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, cable or electronic means, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn;
- i. No notice of meetings of directors shall be sent to that director; and
  - ii. Any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.
- 37.
- i. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
  - ii. In case of an equality of votes the chairman does not have a second or casting vote.
38. A resolution proposed at a meeting of directors or committee of directors must be seconded and the chairman of a meeting may move or second a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.



## PART 8 - *DUTIES OF OFFICERS*

40.
  - i. The president shall preside at all meetings of the society and of the directors.
  - ii. The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
41. The vice president shall carry out the duties of the president during his absence.
42. The secretary shall
  - i. Conduct the correspondence of the society;
  - ii. Issue notices of meetings of the society and directors;
  - iii. Keep minutes of all meetings of the society and directors;
  - iv. Have custody of all records and documents of the society except those required to be kept by the treasurer; and
  - v. Have custody of the common seal of the society (if any).
43. The treasurer shall
  - i. Keep the financial records, including books of account, necessary to comply with the *Society Act*, and
  - ii. Render financial statements to the directors, members and other when required.
44.
  - i. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
  - ii. When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 21.
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

## PART 9 – *SEAL*

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
47. The common seal shall be affixed only when authorized by a resolution of the persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

## PART 10 – ***BORROWING***

48. 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 the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
49. No debenture shall be issued without the sanction of a special resolution.
50. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## PART 11 – ***AUDITOR***

51. This Part applies only where the society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society shall either (a) appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting; or (b) waive appointment of an auditor.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be promptly informed in writing of appointment or removal.
56. No employee of the society shall be auditor.
57. The auditor may attend general meetings.

## PART 12 - ***NOTICES GENERALLY***

58. A notice may be given to a member, either personally, by regular mail or e-mail to him at a registered address.

## PART 13 – ***BYLAWS***

59. The CONSTITUTION and BYLAWS of the Society will be made available on the Society's web site.

Dated May 20, 2008