

BOWEN ISLAND GOLF ASSOCIATION

SPECIAL RESOLUTIONS OF THE MEMBERS

WHEREAS under the British Columbia *Societies Act* (the “**New Act**”), Bowen Island Golf Association (the “**Association**”) as a pre-existing society is required to transition to the New Act which requires the Association to file a transition application containing in electronic form its constitution and by-laws as specified in the New Act with the Registrar of Companies (the “**Registrar**”).

RESOLVED THAT:

1. The transition of the Association to the New Act is hereby approved.
2. In compliance with section 240(2)(b) of the New Act, the following provisions contained in the Constitution of the Association be removed from the Constitution and moved to Part 8 of the Bylaws of the Association (as adopted in paragraph 4 of these Resolutions):
 - “3. The operations of the Society shall be carried on without purpose of gain for its members and any profits or other accretions of the Society shall be used in promoting its purpose. On the winding up and dissolution of the Society any assets remaining, after all debts have been paid or provision for their payment has been made, shall be transferred and delivered to the directors who hold office immediately prior to the dissolution, in trust, to be used by them for such purposes they may select for the benefit of the people of Bowen Island. This clause is unalterable.”
3. The Constitution of the Association in the form attached as Schedule A, and the filing of an electronic form thereof with the Registrar, is hereby approved.
4. The existing Bylaws of the Association be altered by deleting and cancelling the existing Bylaws in their entirety and by creating and adopting the Bylaws set out in the form attached as Schedule B as the Bylaws of the Association, and the filing of an electronic form thereof with the Registrar, is hereby approved.
5. B. W. F. Fodchuk Law Corporation is authorized to file an application with the Registrar to effect the transition of the Association to the New Act.
6. Any one director or officer of the Association (the “**Authorized Signatory**”) be and is hereby authorized and directed to execute and deliver for and on behalf of the Association any and all documents and instruments, whether under the seal of the Association or otherwise, and to perform and do all such other acts and things as the Authorized Signatory may consider to be necessary, desirable or useful for the purpose of giving effect to these Resolutions and execution and delivery accordingly will be conclusive proof that they are the documents and instruments authorized by these Resolutions.

SCHEDULE A

CONSTITUTION

1. The name of the Society is BOWEN ISLAND GOLF ASSOCIATION.
2. The purpose of the Society is to foster and promote the game of golf on Bowen Island, Province of British Columbia, provided that the Society shall not own, operate or manage a social club.

SCHEDULE B
Bylaws of
BOWEN ISLAND GOLF ASSOCIATION

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

“**electronic means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio or web based technology or communication facility, that:

- a) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all are present in the same location, and
- b) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

“**Society**” means the Bowen Island Golf Association.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Membership

2.1 The members of the Society are those persons who become members in accordance with these Bylaws and have not ceased to be members.

Membership categories

2.2 In addition to the categories of membership that may otherwise be established by the Bylaws of the Society from time to time, the Society shall have the following categories of membership:

- a) Corporate member;
- b) Charter member;
- c) Sponsoring member;
- d) Regular member - Full play;
- e) Regular member – Limited play 60;
- f) Regular member – Limited play 20;
- g) Intermediate member – age 30-39;
- h) Intermediate member – age 19-29;
- i) Junior member – age 12-18;
- j) Junior member – age 7-11;
- k) Special member;
- l) Social member; and
- m) Honorary Life member.

Voting and other membership privileges

2.3 Voting and other membership privileges are:

- a) except for a Junior member, Social member and Honorary Life member, a member in good standing shall be entitled to one (1) vote.
- b) the privileges of membership that accompany each membership category shall be set by the Board.

Application for membership

2.4 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

2.5 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Transfer of Membership

2.6 Membership is not transferable except for the following;

- a) Regular Members; after death to a spouse or other immediate family member for the remainder of the year;
- b) Charter Membership; once to an individual who is an immediate family member of the Charter member or to the purchaser of the member's residence on Bowen Island; and
- c) Corporate Member; annually within the shareholder/director/officer/employee ranks of the corporation.

Amount of membership dues

2.7 The Board may from time to time levy, fix, increase, decrease or abolish annual dues, assessments and entrance fees payable by members upon admission to the Society or payable for various categories of membership, except that Honorary Life Members will not be required to pay entrance fees, annual dues and/or assessments.

Member not in good standing

2.8 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.9** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.10 A person's membership in the Society is terminated if the person is not in good standing for six (6) consecutive months.

Reinstatement

- 2.11** A Charter member's membership in the Society may be reinstated for the sole purpose of transferring the membership pursuant to Bylaw 2.6 with the payment of the lesser of
- a) all dues and assessments that would have been payable had they remained a member, or
 - b) all dues and assessments that would have been payable had they been a member for the current year and the two preceding years.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** (a) A general meeting must be held at the time and place the Board determines.
- (b) An annual general meeting shall be held in each calendar year, failing which, the Society shall obtain authorization from the Registrar to hold the annual general meeting at a later time.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of meeting

- 3.3** The Secretary will provide notice of each general meeting in accordance with the Act to each member as at the date of providing the notice.

Notice of a general meeting may be sent:

- (a) by email to every member who has provided an email address to the Society at least 14 days and not more than 60 days before the meeting; and
- (b) by posting notice of the date, time and location of the meeting on the Society's website for at least 21 days immediately before the meeting.

Notice of special business

- 3.4** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.5** The following individual is entitled to preside as the chair of a general meeting:
- (a) the president,

- (b) the vice-president, if the president is unable to preside as the chair,
or
- (c) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

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

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the president's report,
 - (ii) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (iii) appoint an auditor, if any,
 - (iv) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (v); deal with new business, including any matters about which notice has been given to the members in the notice of meeting,
 - (vi) elect or appoint directors;
 - (vii) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 9 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Insufficient number of Board members

4.3 If an insufficient number of candidates are nominated for election or appointed to the Board, those who are elected will be entitled to appoint members to fill the remaining vacancies on the Board. If no candidates are nominated for election to the Board in accordance with the Bylaws the retiring Board will continue in office until the next annual general meeting and in that case all directors will notwithstanding Bylaw 4.6, continue to hold office until that meeting.

Directors may fill casual vacancy on Board

4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Re-election as Director

4.6 Retiring directors are eligible for re-election or re-appointment to the Board but if a member has been elected as a director for five (5) consecutive terms, that member is eligible for re-election as a director only after the expiration of one year from the last day of the end of the fifth consecutive term.

Powers and authority of directors

4.7 The directors shall manage, or supervise the management of the affairs of the Society and may exercise all such powers and do all such acts and things as 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.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

5.4 The directors may regulate their meetings and proceedings as they think fit including holding meetings via electronic means.

Quorum of directors

5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors whether present in person or via electronic means.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 The Directors must elect or appoint Directors to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president, who may only serve as president for two consecutive years, subject to the Board approving an extension thereof, has the following duties and responsibilities:

- a) the chair of the Board
- b) the responsibility for supervising the other directors in the execution of their duties;
- c) an ex-officio member of all committees;
- d) make an annual report to the members;
- e) exercise such other authority as may be granted to the president by the Board.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;

- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society will only be signed by the Society pursuant to an ordinary resolution or a resolution of the Board. Unless otherwise prescribed by the terms of such resolution it will be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – PREVIOUS CONSTITUTIONAL PROVISIONS

8.1 The operations of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its purpose. On the winding up and dissolution of the Society any assets remaining, after all debts have been paid or provision for their payment has been made, shall be transferred and delivered to the directors who held office immediately prior to the dissolution, on trust, to be used by them for such purposes they may select for the benefit of the people of Bowen Island. This provision was previously unalterable.