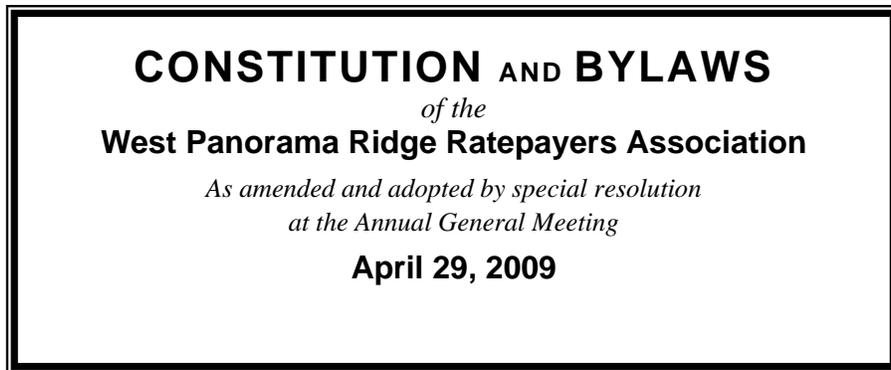


SOCIETY ACT

CONSTITUTION

1. The name of the Society is: **West Panorama Ridge Ratepayers Association.**
2. The purposes of the Society are: To promote and assure the well being of the residents of the West Panorama Ridge area by holding meetings, discussions, presentations and fund raising activities aimed at protecting the semi-rural character and quality of life of the area.



Supporting documentation filed with B.C. Registrar of Companies, August 6, 2009

By-Laws

Part 1 – Interpretation

1. (1) In these By-Laws, unless the context otherwise requires,
 - (a) “Directors” and “Board” mean the Directors for the Society for the time being;
 - (b) “Registered address” of a member means the member’s address as recorded in the register of members;
 - (c) “Society” and “Association” refer to West Panorama Ridge Ratepayers Association (WPRRA);
 - (d) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (e) “West Panorama Ridge” (also known as the “area”) refers to the region of Surrey bounded on the west by the Surrey/Delta border; on the north by Number 10 Highway; on the east by the King George Highway; and on the south by Colebrook Road (both sides).
- (2) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
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 those persons who subsequently have become members in accordance with these by-laws and, in either case, have not ceased to be members.
4. (1) A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
 - (2) (a) The pre-requisite for voting membership in the Society shall be ownership of property in West Panorama Ridge and payment of the required membership dues.
 - (b) Voting rights are automatically forfeit from any member who ceases to own land in the said area or who is delinquent in the payment of their required membership dues.
5. Every member shall uphold the constitution of the Society and comply with these by-laws.

6. The amount of the first annual membership dues shall be determined by the Directors, and thereafter membership dues shall be determined by the members.
7. A person shall cease to be a member of the Society:
 - (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on his or her death or, in the case of a corporation, on dissolution;
 - (c) on being expelled;
 - (d) on having been a member not in good standing for 12 consecutive months; or
 - (e) if he/she ceases to be a property owner in the area.
8.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) 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.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 – Meeting of Members

10.
 - (1) General meetings of the Society must be held at such time and place, in accordance with the Society Act, that the Directors decide.
 - (2) The only persons entitled to attend a meeting of the members are members in good standing and any other person designated by the Directors.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The Directors may, when they think fit, convene an extraordinary general meeting.
13.
 - (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - (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.

14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and, after that, an annual general meeting must 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

15. Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business that is transacted at an annual general meeting, except the following:
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the directors,
 - (iv) the report of the auditor, if any,
 - (v) the election of directors,
 - (vi) the appointment of the auditor, if required, and
 - (vii) the other business that, as under these by-laws, ought to be conducted at an annual general meeting or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
16.
 - (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 - (2) 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.
 - (3) A quorum is 15% of the eligible voting members but never less than forty (40) eligible voting members present or a greater number that the members may determine at a prior general meeting.
17. If within thirty (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. In any other case, it must stand adjourned to another day within 7 days, 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.
18. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19. If at a general meeting
- (a) there is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair
- the members present must choose one of their number to be the chair.
20. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
22. (1) Two (2) voting privileges are assigned to each property (registered lot) and may be exercised only by members in good standing or their resident family members.
- (2) A member in good standing who owns more than one property in the area may have only a maximum of four (4) votes regardless of the number of properties owned in the area (i.e., 2 votes per eligible property, to a maximum of four votes).
- (3) Voting is by show of hands, unless the Chair otherwise decides.
- (4) Voting by proxy is not permitted.

Part 5 – Directors and Officers

- 24 (1) The Directors may exercise all such powers and do all such acts and things as the society may exercise and do, and that are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these by-laws, and
 - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the society at a general meeting.

- (2) No rule made by the Society at a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
25.
 - (1) The immediate past president and up to 14 other persons are the directors of the society.
 - (2) The number of directors must be 7 or a greater number determined from time to time at a general meeting.
26.
 - (1) To provide continuity of directorship in the Society, commencing with the Annual General Meeting in 2009, all newly elected directors shall be elected for a two-year term, except those elected to fill a one-year vacancy.
 - (2) The directors shall further elect annually, among themselves, a president, vice-president, secretary and treasurer who, together with the immediate past president, shall constitute the Executive Committee.
 - (3) An election of the Executive Committee shall be by acclamation or by confidential ballot.
 - (4) If a successor is not elected, the person previously elected or appointed may continue to hold office.
 - (5) Nominees for director need not be present in person to be eligible for election.
27.
 - (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy on the Board until the next general election.
 - (2) The Directors shall meet at least four times per year, in addition to the Annual General Meeting of the Association.
 - (3) A director who is absent from more than 50% of the Board meetings in a 10 month period may be declared ineligible to continue by a vote of the directors present at a Board meeting.
28.
 - (1) If a member of the Executive Committee resigns, is ineligible for membership or otherwise ceases to hold office, the remaining directors of the Society must appoint a member of the Board to take the place of the former Executive officer, with a term expiring at the conclusion of the next Annual General Meeting.
 - (2) An act or proceeding of the directors is not invalid merely because there are fewer than the prescribed numbers of directors in office. In the event the number of directors falls below 7, the directors must call a general election.
29.
 - (1) The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

30. A director must not be remunerated for being or acting as a director or officer, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

31. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (2) The quorum for a directors' meeting is a majority of the directors then in office.
- (3) The president is the chair 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 must act as chair. If neither is present, the directors present may choose one of their number to be the chair at that meeting.
- (4) The secretary, on the request of at least three (3) directors, must convene a meeting of the directors.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of one or more directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules 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 held after the act or thing has been done.
33. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
34. The members of a 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 written waiver of notice of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) a notice of meetings of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
37. (1) Questions arising at any meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote and the question or resolution shall fail.
38. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose 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 7 – Duties of Officers

40. (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
41. The vice president shall carry out the duties of the president during the president's absence.
42. The secretary, or delegate, must do the following:
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) maintain the register of members, which is to be kept confidential and used solely for the business of the association;
 - (f) submit the annual filings with the Registrar of Companies forthwith after each Annual General Meeting.
 - (g) issue a call for nominations no later than sixty (60) calendar days prior to an election, and receive all nominations.

43. The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
 - (b) render financial statements to the directors, members and others when required.
44. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25(2).
- (3) The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.
- (4) In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
45. (1) A director of the society shall:
- (a) act honestly and in good faith and in the best interests of the society; and
 - (b) exercise the care, diligence and skill of a reasonably prudent person in exercising the powers and performing the functions as a director.
- (2) A director who is directly or indirectly interested in a proposed contract or transaction with the society shall disclose fully and promptly the nature and extent of his or her interest to each member of the directors and otherwise comply with the requirements of the Society Act.
- (3) The directors shall ensure the society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

Part 8 – 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 must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution or if no persons are specified, in the presence of the president and secretary or president and secretary-treasurer.

Part 9 - 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 that power, by the issue of debentures.
49. A debenture must not 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 10 – Auditor

51. This part applies only if the society is required or has resolved to have an auditor.
52. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor must be promptly informed in writing of the auditor's appointment or removal.
56. A director or employee of the society must not be its auditor.
57. The auditor may attend general meetings.

Part 11 – Notices to Members

58. A notice may be given to a member either personally or by mail to the member at the member's registered address.
59. A notice sent by mail shall be deemed to have been given on the second day following the day 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.
60. (1) Notice of a general meeting must be given to:
(a) every member shown on the register of members on the day notice is given, and
(b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.
- (3) Notwithstanding anything contained herein, proper notice of a General Meeting shall be deemed to have been given to all members and to have been received by them if the notice is published in a locally (West Panorama Ridge Area) delivered newspaper, flyer, advertisement or if the notice is posted in at least two prominent locations in the West Panorama Ridge area for a period of 14 full days prior to the meeting.

Part 12 – By-Laws

61. Upon request, and payment of \$5.00, each member is entitled to a copy of the constitution and by-laws of the society.
62. These by-laws must not be altered or added to except by special resolution.

Part 13 – Nomination Committee

63. A Nomination Committee, consisting of 3 members in good standing, may be appointed by the Board of Directors.
64. The Nomination Committee, when deemed necessary, will:
 - (a) Review the nominating policy and procedures and recommend to the Board changes or continuation of the existing policy and procedures.
 - (b) Encourage the nomination of qualified candidates who are committed to the principles and objectives of the Association.
 - (c) Seek to ensure that the Board of Directors is broadly representative of the West Panorama Ridge community.
 - (d) Request the secretary to issue a Call for Nominations no later than sixty (60) calendar days prior to the election. Such notice shall be advertised on the association website and in at least one other place consistent with section 60(3).
 - (e) Communicate to interested candidates the requirements and obligations of Board members.
 - (f) Screen all nominations for eligibility requirements.
 - (g) List the names of all eligible registered candidates prior to the election.
 - (h) Select a Balloting Committee to supervise the election.
 - (i) Assist the Board in filling Executive Committee positions.
65.
 - (1) Each candidate for an elected position on the Board of Directors must have been a member in good standing for at least sixty (60) calendar days prior to the election and must indicate, in written form, their qualification and willingness to serve.
 - (2) Nominations received prior to the General Meeting may be publicized by the Board of Directors.
 - (3) Nominations from the floor at the General Meeting will also be accepted.
66. Ballots may indicate which nominees are “incumbents”, but the Board of Directors shall not present to the membership a Board-recommended slate of candidates.