

**SOCIETIES ACT**  
**CONSTITUTION AND BY-LAWS**  
**LUND COMMUNITY CLUB**

**CONSTITUTION**

1. The name of the Society is Lund Community Club
2. The purposes of the Society are:
  - To promote, foster and develop community spirit and good citizenship;
  - To promote, acquire and operate a community hall and center;
  - To promote and provide educational, recreational and athletic facilities and equipment for the use and benefit of the children and citizens of the community
  - To promote, encourage and assist the cultural, spiritual, educational, charitable, athletic, and community endeavours of the district.
3. The operations of the Society are to be chiefly carried on in Lund, British Columbia. This provision is unalterable.

**BY-LAWS**

**MEMBERSHIP**

1. The members of the Society are the subscribers of the constitution and by-laws, and include every other person who upon application agrees to become an ordinary member or honorary member.
2. The ordinary members shall be entitled to one vote per member at all meetings of members of the Society and they shall pay annual membership dues in accordance with the provisions of the by-laws of the Society in that behalf from time to time in force.
3. The honorary members shall be entitled to one vote per member at all meetings of members of the Society, but they shall not be entitled to hold office in the Society unless they pay the annual membership dues.
4. The annual membership fee shall be determined by the Directors and shall be deemed to be due on the day following the Annual Meeting of the Society, except in cases of new members whose fee shall accompany the application.
5. Any person over the age of sixty years residing in the community of Lund and holding no other class of membership may be granted an honorary membership for life at the discretion of the Directors.
6. Candidates for membership shall be proposed by one member of the Society in good standing and seconded by another member in good standing. The discretion and final decision as to the acceptance of any candidate for membership shall rest with the Directors.

## **WITHDRAWAL AND EXPULSION OF MEMBERS**

7. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors. In case of resignation, a member shall remain liable for payment of any assessment of other sum levied or which became payable by that member to the Society prior to the acceptance of his/her resignation.
8. The directors shall have the power, by a vote of three-fourths of those present, to expel or suspend any member whose conduct shall have been determined by the directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the constitution or by-laws of the Society. No member shall be expelled or suspended without being notified of the charge or complaint against him/her or without having first been given an opportunity to be heard by the directors at a meeting called for the purpose.
9. All members are in good standing except: upon failure of any member to pay annual membership fee, any subscription, or indebtedness due to the association, the directors may cause the name of such member to be removed from the register of members, but such member may be readmitted to membership by the directors upon such evidence as they may consider satisfactory.
10. Any member who resigns, withdraws, or is expelled from the Society shall forthwith forfeit all right, claim, and interest arising from or associated with the membership in the Society.

## **MEETINGS, QUORUM AND VOTING**

11. An Annual General Meeting called for the purpose of electing directors and transacting such other business as may properly come before an annual general meeting shall be held in accordance with the "Societies Act".
12. A monthly meeting of the members shall be held at Lund, British Columbia, at such times as shall be determined by the Directors. Notice of the time and place of all meetings shall be communicated in any manner permitted by these By-Laws to each member at least fourteen days before the holding of the meeting, provided always and subject to the provisions of the "Societies Act". Meetings of members either general or special may be held at Lund, British Columbia, without such notice if each of the members consents to the holding of the meeting or is present thereat. Members may also by writing waive notice of general and special meetings of members.
13. Whenever under the provisions of the by-laws of the Society, notice is required to be given, such notice may be given either personally, or by regular mail to the director, officer, or member at the contact address that appears for the member on the books of the Society. For the purpose of sending any notice, the address of any member, director, or office shall be his/her last address as recorded on the books of the Society. It is the responsibility of the member to notify the Society of a change of address or other contact information.

14. No error or omission in giving notice of any annual general meeting, general meeting or special meeting or any such adjourned meeting shall invalidate such meeting, or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of any member, director, or officer shall be his/her last address recorded on the books of the Society.
15. A quorum of the transaction of business at any meeting of members shall consist of not less than five members present in person.
16. Any meeting of the Society or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
17. Each member in good standing of the Society shall at all meetings of the Society be entitled to one vote. At all meetings of the Society every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Society or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the chairperson that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the chairperson shall direct and the result of such poll shall be deemed the decision of the Society in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chairperson shall not be entitled to a casting vote.
18. An extraordinary general meeting of the Society may be called at any time by the President, or shall be called on the requisition of 10% of the ordinary members of the Society. Notice of the time and place of such extraordinary general meeting and the business to be transacted shall be communicated in any manner permitted by these by-laws to each member at least fourteen days before the holding of the meeting. No business shall be conducted at such meeting except such as is specified in the notice.
19. The procedure and conduct of any meeting shall follow Parliamentary procedure.

## **DIRECTORS AND OFFICERS**

20. The officers of the Society shall consist of a board of directors of five ordinary members to be elected annually by ballot at the annual general meeting of the Society. Nominations may be made in writing or orally at the said meeting. Immediately after the election of the five directors they shall meet and elect one of their number as President, one of their number as Vice President, one of their number as Secretary-Treasurer and one of their number as Recording Secretary.
21. The subscribers to the declaration of the incorporation of the Society shall be the first Directors and shall hold office until the Annual General Meeting.
22. The directors shall have and exercise all the powers of the Society as fully and completely as the Society could in general meeting, subject always, however, to the provisions of the "Societies Act". Provided that the directors shall not spend or agree to spend any sum of money or \$1000.00 unless they have first obtained the consent of the members of the Society at a general meeting.
23. The qualification for a director shall be coincident with qualification for membership in the Society. A director shall cease to be a director at the time he or she ceases to be member of the Society.
24. The members of the Society may remove a director from office by a special resolution supported by three-quarters of the voting members.
25. If any member of the board of directors shall resign his/her office, or without reasonable excuse absent him/herself from three or more directors' meetings, or be suspended or expelled from the Society, the directors shall declare his/her office vacated and may appoint a successor in his/her place to hold office until the next annual general meeting.
26. A majority of the directors shall form a quorum for the transaction of business. The board or directors may hold its meetings at such place or places within the Province of British Columbia as it may from time to time determine. No formal notice or any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the president or vice-president, or by the secretary-treasurer on direction in writing of two directors. Notice of such meetings shall be delivered, telephone, or delivered by electronic mail to each director not less than one day before the meeting is to take place, or shall be mailed to each director not less than two days before the meeting is to take place. The statement of the secretary-treasurer or president that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual general meeting of the Society. The Directors may consider or transact any business either special or general at any meeting of the Board.

27. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an inequality of votes, the chairperson, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the president his/her duties may be performed by the vice-president or such other director as the board may from time to time appoint for the purpose.
28. A resolution in writing signed by all the directors personally shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted.
29. The members of the board of directors of the Society shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the constitution and by-laws.
30. The president shall, when present, preside at all meetings of the members of the Society and of the board of directors. The president shall also be charged with the general management and supervision of the affairs and operations of the Society. The president, with the secretary-treasurer or other officer appointed by the board for the purpose, shall sign all resolutions and membership certificates. During the absence or inability of the president, his or her duties and powers may be exercised by the vice-president, and if the vice-president or such other director as the board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto.
31. The vice-president shall assume the duties of the president in the absence of the latter.
32. The secretary-treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the board of directors. He or she shall disburse the funds of the Society under the direction of the board of directors, taking proper vouchers therefore, and shall render to the board of directors at the regular meetings thereof or whenever required of him/her, an account of all transactions as treasurer, and of the financial position of the Society. The secretary-treasurer shall also perform such other duties as may from time to time be determined by the board of directors.
33. The Recording Secretary shall be "ex official" clerk of the board of directors. He/she shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to directors. He/she shall be the custodian of all books, papers, records,

correspondence, contracts and other documents belonging to the Society which he/she shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the board of directors.

34. Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by either the president or vice-president and by the secretary-treasurer, and the secretary-treasurer shall affix the seal of the Society to such instruments as require the same. Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the president, vice-president, secretary-treasurer or by any person authorized by the board. Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Society may or shall be executed.
35. All cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the board of directors, and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement or balances and release or verification slips.

#### **BORROWING**

36. For the purpose of carrying out the objects of the Society, the directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular by the issue of debentures, provided debentures shall not be issued without the sanction of a special resolution of the Society.

#### **AUDITS OF ACCOUNTS**

37. The Board of directors may from time to time appoint an auditor or auditors to hold office for such period as the directors may determine.

#### **ALTERATION OF BY-LAWS BY SPECIAL RESOLUTION**

38. The by-laws of the Society shall not be altered or added to except by a special resolution of the Society. For all purposes of the Society, "special

resolution” shall mean a resolution passed by a majority of such members entitled to vote as are present in person at a general meeting of which notice of the intention to propose the resolution as a special resolution has been duly given, such majority being three-quarters.

#### **PREPARATION AND CUSTODY OF MINUTES**

39. The directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

#### **TIME AND PLACE BOOKS MAY BE INSPECTED**

40. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the directors or by resolution of the members, whether previous notice thereof has been given or not.

Dated at Lund, British Columbia, this 12<sup>th</sup> day of May, 1997.

**Form 10**  
**(Section 66 and 67)**

Certification of  
Incorporation # S-0037259

**SOCIETY ACT**

**COPY OF RESOLUTION**

The following is a copy of a special resolution passed in accordance with the by-laws of the Society on the 25<sup>th</sup> day of January, 2000:

“RESOLVED that the following be added to the constitution as Article 4: Should the Lund Community Club wind up or dissolve, any and all gaming monies which is has received from licensed charitable gaming and/or direct charitable access, or assets purchased with such gaming funds and held at the date of dissolution or cessation of existence, shall be distributed by the Lund Community Club to such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision shall be unalterable.”

Dated this 3<sup>rd</sup> day of March, 2000.

*Document filed on April 17, 2001*