

FORM 3
(Section 3)
SOCIETY ACT
CONSTITUTION

1. The name of the Society is **VANCOUVER ISLAND GOLF ALLIANCE, operating as Golf Vancouver Island**

2. The purposes of the Society are:

To promote Vancouver Island and the Gulf Islands as a golf vacation destination through co-operative marketing initiatives, and track golf tourism information for the benefits of its Members.

BY-LAWS

Here set forth, in number clauses, the by-laws providing for the matters referred to in Section (6) 1 of the Society Act and any other by-laws.

ARTICLE 1 – INTERPRETATION

1.1 In these by-laws, unless the context otherwise requires:

- (a) "Director" means an individual who is appointed as a Director of the Society in accordance with these by-laws;
- (b) "Society Act" means the Society Act, R.S.B.C. 1996 Ch.433 and amendments thereto;
- (c) "Registered address" of a Member means the address as recorded in the Register of Members;
- (d) "Vancouver Island and the Gulf Islands" means the area outlined in red on the map attached to these By-Laws as Schedule "A", and

- (e) "Business" means a distinct business entity, including, but not limited to, entities such as sole proprietorships, partnerships, or corporations.
 - (f) "Designated Representative" shall be the person designated by each member to represent that member in the affairs of the Society.
- 1.2 The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
- 1.3 Words importing the singular or plural, a person or corporation, or the masculine, feminine or neuter gender shall include the other or others of them respectively as the context requires.

ARTICLE 2 – MEMBERSHIP

- 2.1 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 by-laws and, in either case, have not ceased to be Members.
- 2.2 The Society shall have four (4) classifications of Members consisting of the following industry categories, plus Tourism Vancouver Island, and these Members shall have voting rights:
- (a) **Golf Courses**
 - (b) **Accommodations**
 - (c) **Transportation Services**
 - (d) **Tourism Vancouver Island**
- 2.3 A business, no matter what form it may take, is only eligible for one Membership in the Society.
- 2.4 If the Membership Committee and the Designated Representative disagree as to the appropriate Industry Category assignment, the Membership Committee's decision shall prevail.
- 2.5 Each Designated Representative, who is not a natural person, shall, by notice in writing to the Society, appoint an owner, partner, director, officer, member, employee, or elected representative, as the case may be, as its representative ("Designated Representative") to act on its behalf in all matters relating to the Society.

CONDITIONS OF MEMBERSHIP

- 2.6 All Members shall:
- (a) pay Membership Fees when they become due;
 - (b) pay all other monies due to the Society when they become due;
 - (c) uphold the Constitution and comply with these By-laws;
- 2.7 The amount of the first annual Membership fees shall be determined by the Directors and thereafter, the annual Membership fees shall be determined by the Board and ratified at the Annual General Meeting of the Society.
- 2.8 Each Member shall promptly notify the Society, in writing, of any changes to the Member's address, telephone or fax number(s) and the identity of its Designated Representative.

TERMINATION OF MEMBERSHIP

- 2.9 A Member of the Society may resign by:
- (a) written notice of resignation to the Secretary of the Society;
 - (b) such resignation to be effective as of the date the resignation was delivered to the office of the Society;
 - (c) having been a Member, not in good standing, for twelve (12) consecutive months.
- 2.10 All Members are in good standing, except a Member who has failed to pay the current Annual Membership fee, or any other subscription or debt due and owing by him/her to the Society, and is not a Member in good standing so long as the debt remains unpaid.
- 2.11 A Member of the Society may be expelled by:
- (a) A Special Resolution of the Members passed at a General Meeting;
 - (b) Notice of Special Resolution for Expulsion shall be accompanied by a brief statement of the reason, or reasons, for the proposed expulsion;
 - (c) A representative of the Member 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.

- 2.12 Failure to pay Membership fees, or other subscriptions or levies, for more than sixty (60) days shall be cause for expulsion.

ARTICLE 3 – MEETING OF THE MEMBERS

- 3.1 The Active Members of the Society, in good standing, are the only Members entitled to vote at a General Meeting of the Society.
- 3.2 The Annual General Meeting of the Society shall be held once each calendar year and not later than fifteen (15) months from the previous Annual General Meeting, in accordance with the Society Act, as the Directors may decide.
- 3.3 Every General Meeting, other than the Annual General Meeting, is an Extraordinary General Meeting.
- 3.4 General Meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
- 3.5 The Directors, whenever they think fit, may convene an Extraordinary General Meeting.
- 3.6 Notice of a General Meeting shall specify the place, date and hour of meeting and, in case of special business, the general nature of that business.
- 3.7 The non-receipt of a Notice or the accidental omission to give any Notice to any members shall not invalidate the proceedings at any General Meeting.

ARTICLE 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special Business is:
- (a) all business at an Extraordinary General Meeting, except the adoption of Rules of Order;
 - (b) all business that is transacted at an Annual General Meeting, except:
 - the adoption of Rules of Order;
 - the consideration of the Financial Statements;
 - the Report of the Directors;

- the Report of the Auditor, if any;
- the Election of Directors;
- the Appointment of the Auditor, if required, and
- such other business as, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the Report of Directors issued with the Notice convening the meeting.

4.2

- (1) 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;
- (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 for any General meeting is twenty-five (25%) percent of the current number of Members in good standing, provided not less than fifty (50%) percent of those Members in good standing present are Members from the Golf Course classification of Membership.

4.3 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 adjourns meeting, a quorum is not present within thirty (30) minutes from the time for the meeting, the Members present constitute a quorum.

4.4 Subject to By-law 4.5, 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.

4.5 If, at a General Meeting:

- (a) there is no President, Vice-President, or other Directors present within fifteen (15) minutes after the time appointed for holding the meeting, or

- (b) the President and all other Directors present are unwilling to act as Chairman; the Members present shall choose one of the numbers to be Chairman.

4.6

- (1) 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;
- (2) Where a meeting is adjourned for ten (10) days or more, Notice of the Adjourned Meeting shall 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 Adjournment or of the business to be transacted at an Adjourned General Meeting.

4.7

- (1) No resolution proposed at a meeting need be seconded, and the Chairman of a meeting may move or propose a resolution.
- (2) In case of an equality of votes, the Chairman shall **not** have the casting or second vote in addition to the vote to which he may be entitled to as a Member and the proposed resolution shall not pass.

4.8

- (1) A Member in good standing present at a meeting of Members is entitled to one vote.
- (2) Voting is by a show of hands.
- (3) Voting by proxy is not permitted.

ARTICLE 5 – DIRECTORS

5.1

- (1) The Directors may exercise all such powers and so all such acts and things as the Society may exercise and do, and which are not by these by-laws, 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:
 - (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 in General Meetings.
 - (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.
- 5.2 The number of Directors shall be eight (8) or such other number as may be determined from time to time by Special Resolution at a General Meeting.
- 5.3 At the first General Meeting following the incorporation of the Society, the Members shall elect four (4) Directors for a one (1) year term and three (3) Directors for a two (2) year term. In subsequent years, terms that expire will be filled on a two year term basis. When a Director resigns, or is removed, prior to completion of the term for which the director was elected, a replacement can be appointed by the Board of directors to complete said term. The Board of Directors is to be comprised of Members from the Industry categories as follows:
- | | |
|---|--------------------|
| Golf Courses: | Four (4) Directors |
| Accommodations: | Two (2) Directors |
| Transportation Services: Airline/Ground/Marine: | One (1) Director |
- At each Annual General Meeting, the Executive Director of Tourism Vancouver Island shall be appointed a Director
- 5.4 The Members, from time to time, may determine a different proportionate make-up of the Board of Directors from that set out in this By-law by Special Resolution at a General Meeting.
- 5.5
- (1) Subject to the initially elected Directors pursuant to By-law 5.3, the Directors shall retire from office at the second consecutive Annual General Meeting after their election when their successors shall be elected.
 - (2) Separate elections shall be held for each office to be filled.
 - (3) An election may be by acclamation; otherwise it shall be by ballot.
 - (4) If no successor is elected, the person previously elected or appointed continues to hold office.

5.6

- (1) The Directors may, at any time, and from time to time, appoint a Member as a Director to fill a vacancy in the Directors.
- (2) A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for re-election at the meeting.

5.7

- (1) 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.
- (2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

5.8 The Directors shall elect from amongst themselves an Executive consisting of a President, a Vice-President, a Treasurer and a Secretary. The immediate Past-President of the Society shall also be a Member of the Executive of the Society by virtue of having been President.

5.9 The Members may, by Special Resolution, remove a Director before the expiration of his/her term of office, and may elect a successor to complete the term of office.

5.10 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/her while engaged in the affairs of the Society.

ARTICLE 6 – PROCEEDINGS OF DIRECTORS

6.1

- (1) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn, and otherwise regulate their meeting as they see fit.
- (2) The Directors may, from time to time, fix the quorum necessary for the transaction of business and, unless so fixed, the quorum shall be a majority of the Directors then in office.
- (3) The President shall be Chairman of all meeting of the Directors, but if any 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 the meeting.

- (4) A Director may, at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors.
- (5) Directors are required to attend a minimum of 75% of Board meetings or they may be asked to relinquish their seat of the Board.

6.2

- (1) The Directors may delegate any, but not all of their powers, to committees consisting of such Directors and Members as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be 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.

6.3 A committee shall elect a Chairman of its meetings; but if no Chairman is elected, or if, at any 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.

6.4 The Members of a committee may meet and adjourn as they think proper.

6.5 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 duly constituted, if a quorum of the Directors is present.

6.6 A Directors 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 email, letter, telegram, telex or cable of any meeting of the Directors and may, at any time, withdraw the Waiver, and until the Waiver is withdrawn:

- (a) no notice of a Meeting of Directors shall 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 shall, if a quorum of the Directors is present, be valid and effective.

- 6.7
- (1) Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.
 - (2) In case of an equality of votes, the Chairman does not have a second or casting vote.
- 6.8 No resolution proposed at a Meeting of Directors or a Committee of Directors need be seconded, and the Chairman of a meeting may move or propose a resolution.
- 6.9 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.

ARTICLE 7 – DUTIES OF OFFICERS

- 7.1
- (1) The President shall preside at all Meetings of the Society and of the Directors.
 - (2) The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.
- 7.2 The Vice-President shall carry out the duties of the President during his absence.
- 7.3 The Secretary shall:
- (a) conduct the correspondence of the Society;
 - (b) issue Notices of Meetings of the Society and Directors;
 - (c) keep Minutes of all Meeting 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) have custody of the common seal of the Society, and
 - (f) maintain the Register of Members.
- 7.4 The Treasurer shall:
- (a) keep such financial records, including Books of Account, as are necessary to comply with the Society Act, and
 - (b) render financial statements to the Directors and Members when required.

7.5

- (1) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- (2) Where a Secretary-Treasurer holds office, the total number of Directors shall not be less than five (5), or such greater number as may have been determined pursuant to By-law 5.2.

7.5 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

ARTICLE 8 – SEAL

8.1 The Directors may provide a common seal for the Society and they shall have power, from time to time, to destroy it and substitute a new seal in place of the seal destroyed.

8.2 The common seal shall be affixed only when authorized by a Resolution of the Directors, and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and the Secretary, or the President and Secretary-Treasurer.

ARTICLE 9 – BORROWING

9.1 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 such manner as they decide and, in particular, but without limiting the generality of the foregoing, by the issue of debentures.

9.2 No debenture shall be issued without the sanction of a Special Resolution.

9.3 The Members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next Annual General Meeting.

ARTICLE 10 – AUDITOR

10.1 This part applies only where the Society is required, or has resolved to have an Auditor.

10.2 The first Auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the Office of Auditor.

10.3 At each Annual General Meeting, the Society shall appoint an Auditor to hold office until he is re-elected, or his successor is elected at the next Annual General Meeting.

10.4 An Auditor may be removed by ordinary Resolution.

10.5 An Auditor shall be informed forthwith, in writing, of appointment or removal.

10.6 No Director and no employee of the Society shall be Auditor.

DATED the _____ day of _____, 2005.

Directors

Signature

Signature

Full Name

Full Name

Resident Address

Resident Address

Signature

Signature

Full Name

Full Name

Resident Address

Resident Address

Signature

Signature

Full Name

Full Name

Resident Address

Resident Address

Signature

Signature

Full Name

Full Name

Resident Address

Resident Address