

Constitution
Discover Naramata Community & Business Society
Registered : April 18th, 2006

Article 1

The name of the society is **Discover Naramata Community & Business Society**.

Article 2

The purpose of the society is:

“To encourage visitors to experience the existing charm and character of Naramata, while encouraging and supporting local business initiatives.”

Bylaws
Discover Naramata Community & Business Society
Registered : April 18th, 2006

Here set out, in numbered clauses, the bylaws providing for matters referred to in Section 6(1) of the Society Act and other Bylaws.

Part 1 – Interpretation

1. In these bylaws, unless the context requires otherwise:

“Society Act” means the Society Act of the Province of British Columbia (RSBC 1996] CHAPTER 433) from time to time in force and all amendments to it;

“directors” means the directors of the Society for the time being and may also be referred to as the Board of Directors or the Board;

“registered address” of a member means his address as recorded in the Register of Members.

The definitions of the Society Act on the date these Bylaws become effective apply to these Bylaws.

Part 2 - Membership

3. The members of the Society are the applicants for incorporation of the Society, and those businesses which have subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.

There shall be two classes of membership, Regular and Associate.

4. Regular membership is open to all organizations and businesses involved in community and business activities in the Naramata area. Members are the individual organizations or businesses themselves and not the representatives of that organization. Regular members, through their representatives, shall have voting privileges at all general meetings of the society and shall serve as directors of the Society.
5. Associate membership is open to organizations and businesses associated with a Regular member and interested in furthering the aims of the society as set out in the constitution of the society. Associate members shall not have voting privileges at General Meetings of the Society and their representatives may not serve as directors.
6. A business may apply to the directors for membership in the Society and upon acceptance by the directors and payment of annual membership dues shall be a member.
7. Every member shall uphold the constitution and comply with these Bylaws.
8. The amount of the first annual membership dues shall be determined by the directors and after that the annual dues shall be determined at the Annual General Meeting of the Society.
9. All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the Society and are not in good standing so long as the debt remains unpaid.
10. A business shall cease to be a member of the Society:
 - (a) by delivering a resignation in writing to the Secretary of the Society or by mailing, emailing or delivering it to the address of the Society;
 - (b) upon death of the proprietor or a partner or in the case of a corporation, upon dissolution;
 - (c) upon being expelled.
11. (1) A member may be expelled by a special resolution passed by two-thirds of the Members present at a General Meeting.

Part 3 – Meetings of Members

12. 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.
13. General Meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
14. Every general meeting, other than an Annual General Meeting, is an extraordinary General Meeting.
15. The directors may, when they so determine or upon receipt of a requisition by 10% of the members in good standing, convene an Extraordinary General Meeting.
16. (1) Notice of a General Meeting shall specify the place, day and hour of meeting, and in the case of a 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.

Part 4 – Proceedings at General Meetings

17. Special business is
 - (a) all business at an Extraordinary General Meeting except the adoption of rules of order; and
 - (b) all business 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, under these bylaws, ought to be transacted 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.
18. (1) Business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is present.

19. If within 15 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened upon 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 15 minutes from the time appointed for the Meeting, the members present constitute a quorum.
20. Subject to Bylaw 20, the President of the Society, the Vice President, the Secretary, the Treasurer or in their absence, one of the other directors present, shall preside as the Chair of a General Meeting.
21. If at a General Meeting
 - (a) there is no President, Vice President, Secretary, Treasurer 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 Chair, the members present shall choose one of their number to act as Chair.
22.
 - (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) 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.
 - (3) 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.
23.
 - (1) Resolutions proposed at a meeting require a seconder before being voted on.
 - (2) In case of a tie vote, the Chair shall not have a casting or second vote in addition to the vote which he may be entitled as a member and the proposed resolution shall not pass.
24.
 - (1) A Regular Member in good standing, present at a meeting of members, is, through their representative, entitled to one vote.
 - (2) Voting is by a show of hands unless otherwise decided by the directors.
 - (3) Voting by proxy is not permitted.
25. Regular Members may vote with only one representative, who is entitled to speak and vote, and in all other respects exercise the rights of the Member, and that the representative shall be recognized as a Member for all purposes with respect to a meeting of the Society.

Part 5 – Directors and Officers

26. (1) 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, nonetheless to
 - (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules not consistent with these Bylaws, which are made from time to time by the Society in General Meeting.(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.
27. The property and affairs of the Society shall be managed by the Board.
28. (1) The number of directors on the Board shall be five (5) or a greater number determined from time to time at a General Meeting.
(2) The President, Vice President, Secretary, and Treasurer shall constitute the Executive of the Board.
29. (1) The directors shall be elected at the Annual General Meeting for a term of one year;
(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 or other method established at the Meeting.
30. All directors of the Society must be representatives of Regular members of the Society.
31. The directors shall retire from office at the Annual General Meeting, which is held in the year after the election, when their successors shall be elected.
32. (1) The directors may at any time and from time to time appoint a member representative as a director to fill a vacancy in the Board.
(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.
(3) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member representative to take the place of the former director.
(4) No act or proceeding of the Board is invalid only by reason of there being less than the prescribed numbers of directors in office.
33. 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.
34. No director shall be remunerated for being or acting as a director but a director

Part 6 - Proceedings of Directors

35. (1) The directors may meet at the places that they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
(2) The directors may, from time to time, set the quorum necessary to conduct business, and unless so fixed, the quorum shall be a majority of the directors in office.
(3) The President shall be Chair of all meetings of the directors, but if at a meeting the President has served notice of absence or is not present within 15 minutes after the time appointed for holding the meeting, the Vice President shall act as Chair; but if neither is present, the directors present may choose one of their number to be a Chair at that meeting.
(4) Any two directors may at any time, request the Secretary to give notice convening a meeting of the Board.
36. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors and Members as they see fit.
(2) A committee so formed in the exercise of the powers so delegated shall conform 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 after it has been done.
37. A committee shall elect a Chair of its meetings; but if no Chair is elected, or if at the meeting, the Chair has served notice of absence or is not present within 15 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 Chair of the meeting.
38. The members of a committee may meet and adjourn as they think proper.
39. For a first meeting of the Board held immediately after the appointment or election of a director or directors at an Annual General Meeting or other 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 necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted.
40. A director who may be temporarily absent from British Columbia may send or deliver to the address of the society, a waiver of notice, which may be by letter, fax, e-mail or telegram, 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 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 been given to that director shall, if a quorum of the directors is present, be valid and effective.
41. (1) Questions arising at a meeting of the directors and committees of directors shall be decided by a majority of votes.

42. Resolutions proposed at a meeting of directors or a committee of directors requires a “seconded” before being voted on.
43. A resolution in writing, approved by two-thirds of the directors either physically or by email communication 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

44. (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.
45. The Vice President shall be fully accountable for the duties of the President in the President’s absence.
46. (1) Should the President for any reason not be able to complete his term, the Vice President shall immediately assume the full authority and accountability of the President and the directors shall elect a replacement for the Vice President without delay.
(2) Should any other member of the Board not be able to complete their term, the directors shall elect a replacement without delay.
(2) A person may be removed as an officer by a resolution passed at a meeting of the Board by a majority with not less than two-thirds of the directors present.
47. 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 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) have custody of the common seal of the Society; and
 - (f) maintain the Register of Members.
48. The Treasurer shall
 - (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) provide financial statements to the directors, members and others when required.
49. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
50. When a Secretary-Treasurer holds office the total number of directors shall not be less than 5 or the greatest number that may have been determined pursuant to Bylaw 27.1.

Part 8 – Seal

52. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
53. The common seal shall be affixed only when authorized by special 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 Secretary or President and Secretary-Treasurer.

Part 9 – Borrowing

54. (1) In order to carry out the purposes of the Society, the directors may, on behalf and in the name of the Society, raise or secure payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
(2) Such borrowing must be authorized by a special resolution approved by the members.
(3) 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

55. This part applies only where the Society is required or has resolved to have an Auditor.
56. The first Auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the Auditor.
57. 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.
58. An Auditor
 - (a) may be removed by ordinary resolution, and
 - (b) shall be promptly advised in writing of appointment or removal.
59. No director and no employee shall be Auditor.
60. The Auditor may attend General Meetings.

Part 11 – Notices to Members

61. A notice may be given to a member, either directly, by mail or email at the address recorded on the Register of Members.
62. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canada Post receptacle.
63. (1) Notice of a General Meeting shall be given to
 - (a) every member 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 Meetings.

Part 12 – Bylaws

64. On being admitted to membership, each member is entitled to and the Society shall provide, without charge, a copy of the Constitution and Bylaws of the Society.
65. “Roberts Rules of Order” will be followed where these Bylaws are silent
66. These Bylaws shall not be altered or added to except by special resolution.

Discover Naramata Community & Business Society

DATED: March 27th, 2006

APPLICANTS FOR INCORPORATION

WITNESS(ES)

1.

Jane Shaak Realtor, Jane Shaak
4371 Mill Rd., Box 65, Naramata, V0H1N0

Sandy Keith
3130 Bartlett Rd., Site 2-C35,
RR1, Naramata, V0H1N0

2.

Village Grounds Coffeehouse, Craig Henderson
910 - 47th Street, Box 186, Naramata, V0H1N0

Sandy Keith
3130 Bartlett Rd., Site 2-C35,
RR1, Naramata, V0H1N0

3.

VillaNara Guest House, Sandy Keith
3130 Bartlett Rd., Site 2-C35, RR1, Naramata, V0H1N0

Jane Shaak
4371 Mill Rd., Box 65,
Naramata, V0H1N0

4.

Motif Antiques, Donna Price
530 Boothe Rd., Site 25-C1, RR1, Naramata, V0H1N0

Sandy Keith
3130 Bartlett Rd., Site 2-C35,
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5.

Copper Goose B&B, Carolle Werenka
2755 Winifred Rd., Site 11 Box A-C0, RR1
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