

THIS VERSION FINAL BOARD ACCEPTANCE AFTER ROSE'S REVIEW OF LAWYER
COMMENTS AND BOARD'S APPROVAL OF THOSE COMMENTS.

ALOUETTE RIVER MANAGEMENT SOCIETY

CONSTITUTION

1. The name of the society is "Alouette River Management Society".
2. "person or "persons" in this Constitution means an individual, a family, a firm, a corporation, a joint venture, a government entity and including, without limitation, federal, provincial and municipal governments and any other association or a partnership.
3. The purposes of the society are:
 - (a) to work to protect, conserve and enhance the environment and habitat of the Alouette River Watershed, Maple Ridge, British Columbia ;
 - (b) to provide educational information and programmes to a person or persons wishing to learn, to have a better understanding of and to acquire knowledge relating to the environment and habitat which is present at the Alouette River Watershed;
 - (c) to provide information and activities applicable to protecting, conserving and enhancing the Alouette River Watershed;
 - (d) to promote, responsible and informed use of the Alouette River Watershed and engage in the protection, conservation and enhancement of the Alouette River Watershed;
 - (e) to assist, participate and engage, from time to time, on its own, or with a person or persons as applicable, in the development of programs and projects for the purposes of protecting, conserving and enhancing the Alouette River Watershed;
 - (f) to assist in the development, maintenance and growth of the Allco Fish Hatchery currently maintained by the Province of British Columbia. and to provide, where required for the maintenance and further development of the Allco Fish Hatchery, guidance for federally, provincially or municipally funded and/or administered programmes for the Allco Fish Hatchery;
 - (g) to enter into fee for service contracts for the purposes of protecting, conserving and enhancing the Alouette River Watershed; and

- (h) to work globally with a person or persons, as applicable, and exchange environmental knowledge between such person or persons and the society relating to the protection, conservation and enhancement of watershed development.
4. The operation of the society shall be carried out chiefly in Maple Ridge. This clause is unalterable.
 5. The society may engage or assist in activities outside of the Alouette River Watershed which will have a direct or indirect benefit to carry out the purposes of the society and the protection, conservation and enhancement of Alouette River watershed.
 6. The society may seek registration, or continue as a charitable organization, as the case may be, with Canada Revenue Agency, Government of Canada.
 7. In the event of the dissolution or winding up of the society its remaining assets, after payment of liabilities shall not be distributed among its members. Such remaining assets shall be distributed to one or more charitable organizations in British Columbia recognized under the provisions of the Income Tax Act, Canada or distributed in such manner as the members may, by resolution decide. This clause is unalterable.
 8. The society shall be operated exclusively as a non-profit organization without financial gain to its members and all profits and other accretion to the assets of the society shall be used to promote the purposes of the society. This clause is unalterable.
 9. The directors shall serve without remuneration and the directors shall not receive, directly or indirectly, any profits from their position as directors, but may be reimbursed for expenses incurred by them in the performance of their duties. This clause is unalterable.
 10. All of the foregoing provisions of the Constitution are alterable with the exception of those noted as "This clause is unalterable".

SOCIETY ACT

BYLAWS OF:

ALLOUETTE RIVER MANAGEMENT SOCIETY.

1. Part 1 — Interpretation

In these bylaws, unless the context otherwise requires:

- 1.1 “annual general meeting” means the first annual general meeting of the members of the society, held not more than 15 months after the date of incorporation and thereafter an annual general meeting to be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual general meeting for the purposes of considering ordinary business.
- 1.2 “**directors**” means the board of directors of the society for the time being, elected or appointed in accordance with the provisions of the bylaws.
- 1.3 “**extraordinaryextraordinary general meeting**” means a meeting of the members which may be called by the directors from time to time throughout the year between annual general meetings, for the purposes of considering ordinary business of the society and for the purposes of the passing of an ordinary resolution (but not a special resolution) relating to the business matters as set out in the notice of the extra ordinary general meeting to be given to the members in accordance with these bylaws.
- 1.4 “**ordinary business**” is:
 - (a) the adoption of rules of order;
 - (b) the consideration and approval of the financial statements;
 - (c) the report of the directors;
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the appointment of an auditor, if required; and
 - (g) other business, which pursuant to these bylaws may be conducted at an annual general meeting or an extraordinaryextraordinary general meeting, or business that is brought under consideration by the report of the directors in a notice issued with respect to an annual general meeting, and in the case of an extraordinaryextraordinary general meeting, the matters as set out in a notice of the extraordinary general meeting.
- 1.5 “**ordinary resolution**” means a resolution relating to ordinary business and is:

- (a) a resolution passed at an annual general meeting or at an extraordinary general meeting by the members of the society by a simple majority of the votes cast in person or by proxy; or
- (b) a resolution that has been submitted to the members of the society by the board of directors, which:
 - (1) is presented in writing to each of the members either personally, by mail or electronically if such member has provided an e-mail address or facsimile number, outside of an annual general meeting or an extra ordinary general meeting; and
 - (2) has been consented to in writing and returned to the address of the society by 75% of the members who would have been entitled to vote on the ordinary resolution in person or by proxy at an annual general meeting or at an extraordinary general meeting of the members of the society,

and a resolution so consented to is deemed to be an ordinary resolution passed at an extra ordinary general meeting of the society.

- 1.6 “**person**” or “**persons**” in these bylaws means an individual, a family, a firm, a corporation, a joint venture, a government entity and including, without limitation, federal, provincial and municipal governments and any other association or a partnership.
- 1.7 “**quorum**” means the number of members of the society (determined pursuant to section 5.2) to be present and not the actual number voting, at an annual general meeting or at an extraordinary general meeting for the purposes of ordinary business and passing ordinary resolutions at such meetings. The quorum refers to the number of members present and does not and shall not include those members voting by proxy; PROVIDED HOWEVER, a quorum does not apply to special general meetings called for the purposes of passing a special resolution.
- 1.8 “**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it.
- 1.9 “**special general meeting**” means a special general meeting of the members of the society, notice of which has been provided in accordance with the provisions of the bylaws for the sole purpose of passing a special resolution or special resolutions.
- 1.10 “**special resolution**” means:
 - (a) a resolution which is required for the purposes of:
 - (1) changing the name of the society;
 - (2) amending the constitution of the society, which may include amending the purposes of the society, provided however those provisions which are stated to be unalterable may not be altered;

- (3) changing the bylaws of the society;
- (4) removing a director of the society prior to the end of the term of the director;
- (5) removing a member of the society;
- (6) disposing of or acquiring a subsidiary;
- (7) voluntary winding up of the society in accordance with the provisions of the Society Act;
- (8) approval as provided for in the Society Act, of contracts and transactions by the directors in which one or more directors may have an interest;
- (9) amalgamate with one or more societies;
- (10) issue a debenture or any other security, including, without limitation, a mortgage or a security agreement, or borrow on behalf of the society; and
- (11) any other actions which pursuant to the bylaws or the Society Act require that a special resolution be passed,

and which special resolution must be passed at a special general meeting by a majority of **not less than 75% of the votes of those members of a society who, being entitled to do so, vote** in person or, if proxies are allowed, by proxy;

- (i) of which the notice, being not less than 14 days' written notice, specifying the intention to propose the resolution as a special resolution has been given, or
 - (ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' written notice has been given, to waive the requirement of the 14 days' written notice;
- (b) a resolution consented to in writing by every member of a society who would have been entitled to vote on the resolution in person or, if proxies are allowed, by proxy at a special general meeting of the society, and a resolution so consented to is deemed to be a special resolution passed at a special general meeting of the society;
 - (c) if a society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least 75% of the votes cast in respect of the resolution; or
 - (d) an extraordinary resolution passed before January 5, 1978.

1.11 "**registered address**" of a member means the member's address as recorded in the register of members.

- 1.12 Except as otherwise set out in these bylaws, the definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 1.13 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation and words and phrases expressed in the singular include and may be read in the plural, and vice versa, except where the context may otherwise require.
- 1.14 If there is a conflict between these bylaws and the *Society Act* or the regulations under the *Society Act*, the *Society Act* or the regulations, as the case may be, shall prevail.

2. Part 2 Changes in Constitution and Bylaws

Changes to Constitution

- 2.1 By special resolution, a society may:
- (a) change its name; or
 - (b) change its purposes so as to include a new purpose that may conveniently or advantageously be combined with the existing purposes of the society, or so as to restrict or abandon a purpose specified in the constitution.
- 2.2 A resolution under subsection (2.1) does not take effect:
- (a) unless the registrar approves:
 - (1) in the case of a change of name, unless the new name is reserved under Division 2 of Part 2 of the *Business Corporations Act* as it applies for the purposes of the *Society Act*; and
 - (2) if the new purpose or an existing purpose is one referred to in section 2 (1) (a), (b), (d) or (e) (of the *Society Act*) unless the consent of the person named in that paragraph is obtained.
- 2.3 If the registrar approves a special resolution changing the name of a society, the registrar must issue a certificate under the registrar's seal of office setting out particulars of the change of name.
- 2.4 If a society fails to comply with a requirement of the *Society Act*, ~~the registrar may refuse to issue a certificate under this section.~~ a certificate under the Registrar's seal of office set out particulars of the change of name will be issued.
- 2.5 A certificate issued by the registrar under section 9 of the *Society Act* is conclusive proof that the requirements of the *Society Act* have been complied with.
- 2.6 Effect of change of name:

- (a) A change of name of the society does not:
- (1) affect any right or obligation of the society; or
 - (2) render defective legal proceedings by or against the society,
- and a legal proceeding that might have been continued or commenced against the society under its former name may be continued or commenced against it under its new name.

2.7 Additional Provisions of Constitution:

- (a) If the constitution of the society contains a provision other than the statement of its name and purposes, the constitution must state whether or not the provision may be altered, and the provision is alterable or not as stated in the constitution.
- (b) If it is not stated that a provision is unalterable, it is alterable.
- (c) A provision that is alterable may be altered by a special resolution.
- (d) The society may, by special resolution, add to its constitution a provision, other than the statement of its name and purposes, and this section applies to that provision.

Changes to Bylaws

2.8 A society may change its bylaws by special resolution and the special resolution is effective on the later of:

- (a) the date on which it is filed with the registrar, and
- (b) the date specified in the resolution.

2.9 After a special resolution is filed with the registrar in accordance with the provisions of the Society Act the registrar must retain one copy of the same and return the other copy to the society, certified as having been accepted by the registrar.

3. Part 3 — Membership

- 3.1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 3.2 [A person may apply to the directors for membership in the society and on acceptance by the directors shall become a member and](#) Every member must uphold the constitution and comply with these bylaws.
- 3.3 The society shall have one class of members and such class will be comprised of a person or persons.
- 3.4 Individuals under the age of 19 years may be admitted as members of the society upon payment of the requisite membership fees, however, members under the age of 19 years shall not be entitled to vote.
- 3.5 Each person or persons shall be issued one membership for each such person and each such person (other than an individual) must be represented by one person authorized on behalf of each of them, as the case may be.
- 3.6 An individual who is part of a person (excluding an individual) may be admitted as a member in his or her own right as an individual member of the society on payment of the requisite membership fees.
- 3.7 Each member, except for a member under the age of 19 years, has one vote and may exercise that vote on every matter without restrictions.
- 3.8 Each member shall pay an annual membership fee in accordance with the fee schedule (as set out below) put forth by the directors and approved by ordinary resolution at each annual general meeting.
- 3.9 Membership is for a calendar year (January 1 to December 31).
- 3.10 The annual membership fee for the year 2015 is \$10.00 and thereafter as approved at each annual general meeting pursuant to Section 3.8.
- 3.11 The board of directors may, from time to time, authorize membership drives during a calendar year. Applicants for membership at the time of such authorized membership drives shall be available at a reduced rate as determined by the directors based on the annual membership fee approved by the members at the immediately preceding annual general meeting.

3.12 A person who is a member of a person or persons involved in a program, project or activity in which the society will participate to carry out its purposes as outlined in the Constitution of the society is not deemed to be a member of the society unless such person is also a member of the society or has made an application to the society for membership and has paid the membership fee in accordance with the fee schedule.

3.13 Fee Schedule:

Annual Membership fee for each person	\$10.00 for the year 2015 and thereafter, annually the fee determined by ordinary resolution at each annual general meeting.
Authorized Membership Drive fees	At a reduced rate as determined by the directors based on the annual membership fee approved by the members at the immediately preceding annual general meeting

3.14 A person ceases 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 any person which is an individual and on dissolution of any other person;
- (c) on being expelled; or
- (d) on having been a member not in good standing for 2 consecutive months.

3.15 A member may be expelled as a member of the society by a special resolution passed by the members at a special general meeting.

3.16 The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

3.17 The person who is the subject of the proposed special resolution for expulsion must be given an opportunity to be heard at the special general meeting before the special resolution is put to a vote.

- 3.18 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.

4. Part 4 — Meetings of Members

- 4.1 Annual general meetings, extra ordinary general meetings and special general meetings of the society must be held at the time and place, that the directors determine and in accordance with the *Society Act*.
- 4.2 Every meeting of the members, other than an annual general meeting and a special general meeting, is an extraordinary general meeting.
- 4.3 The directors may, when they think fit, convene a special general meeting for the purposes of considering and passing a special resolution in accordance with the provisions of these bylaws and the Society Act.
- 4.4 At least 14 days' written notice of an annual general meeting, an extraordinary general meeting or a special general meeting must be given to all members of the society in accordance with Part 12. of these bylaws entitled "Notice to Members".
- 4.5 The directors determine the agenda of the annual general meeting, an extra ordinary general meeting and of any special general meeting.
- 4.6 Notice of an annual general meeting or an extra ordinary general meeting must specify the place, day and hour of the meeting and the ordinary business to be considered at such a meeting and the general nature of the ordinary business.
- 4.7 Notice of a special general meeting must specify the place, day and hour of the special general meeting and such notice must include a description of the matters that will be voted on at the meeting, including the proposed wording of the special resolution requiring a 3/4 (75%) vote of all members of the society.
- 4.8 During a special general meeting, amendments may be made to the proposed wording of a special resolution requiring a 3/4 (75%) vote provided that the amendments:
- (a) do not substantially change the intent of the special resolution; and
 - (b) are approved by a 3/4 (75%) vote of the members present before the vote on the special resolution.

Any intended change to the language of the special resolution must be made prior to the actual vote on the special resolution.

- 4.9 A vote at an annual general meeting, an extra ordinary general meeting or a special general meeting may proceed despite the lack of notice as required by this section, **PROVIDED THAT** all persons entitled to receive notice waive, in writing, their right to notice such waiver(s) in writing to be presented to the chairman of the meeting prior to any business being carried out at such meeting.
- 4.10 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.
- 4.11 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.

**5. Part 5— Proceedings at Annual General Meetings,
Extraordinary General Meetings
and Special General Meetings**

- 5.1 If at any time during an annual general meeting or an extraordinary general meeting there ceases to be a quorum present, business then in progress must be suspended:
- (a) until there is a quorum present; or
 - (b) until the meeting is adjourned; or
 - (c) until the meeting is terminated and in the event of termination of the meeting the business in progress at such meeting must be reintroduced as new business at the next scheduled meeting.
- 5.2 A quorum for an annual general meeting or an extra ordinary general meeting is 5 members.
- 5.3 If within 30 minutes from the time appointed for an annual general meeting or an extraordinary general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

- 5.4 Subject to By-law 5.5, 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 an annual general meeting or an extraordinary general meeting.
- 5.5 If at an annual general meeting or an extraordinary 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 numbers to be the chair.
- 5.6 An annual general meeting or an extraordinary 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.
- 5.7 When an annual general meeting or an extraordinary general meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 5.8 The chair of a meeting may move or propose a resolution.
- 5.9 A member in good standing who has been a voting member for at least 30 days prior to the date of the meeting and who is present at a meeting of members is entitled to one vote.
- 5.10 The members shall at each annual general meeting nominate and elect the directors of the society for the ensuing year from among the members. The members for nomination of directors shall be those members of the society put forth by the nominating committee which has been appointed by the directors (pursuant to 6.7) and those members of the society nominated from the floor at each annual general meeting. If there are no nominations from the floor, of members to act as directors of the society, or if the number of members put forth by the nominating committee and those nominated from the floor does not exceed the number of directors permitted pursuant to Section 6.4, then those members nominated shall be elected by acclamation.
- 5.11 The officers of the society for the ensuing year shall be comprised of:
- (a) a President;

- (b) a Vice-President:
- (c) a Treasurer; and
- (d) a Secretary, if the outgoing directors in their opinion deem that the election of a Secretary is necessary.

The foregoing officers shall be elected by the members at the annual general meeting from those members elected as directors in accordance with section 5.10. If only one director is nominated to each of the foregoing offices, the directors nominated for such office shall be elected by acclamation.

- 5.12 Voting is by show of hands except in the following circumstances:
- (a) The election of directors and or officers, which shall be taken by secret ballot unless the election of directors and/or officers is by acclamation; and
 - (b) Where a secret ballot has been requested by 10 or more members who are present at the meeting and are entitled to vote at the meeting.
- 5.13 A person who is a member and entitled to vote may vote by proxy, which proxy shall be in the form attached as Schedule A to these bylaws. A document appointing a proxy:
- (a) must be in writing, and signed by the person, who is a member and entitled to vote, appointing the proxy;
 - (b) may be either general or for a specific meeting or a specific resolution; and
 - (c) may be revoked at any time by the person who appointed the proxy.
- 5.14 A proxy stands in the place of the person appointing the proxy, and can do anything that person can do, including vote, propose and second motions and participate in the discussion, unless limited in the proxy.
- 5.15 A permanent proxy or proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void.

6. Part 6 — Directors and Officers

- 6.1 The directors must manage, or supervise the management of and the affairs of the society and may exercise all the powers and do all the acts and things of the society, as follows:
- (a) operate, arrange for, conduct and carry out all of the purposes of the society and implement strategic development plans annually to further pursue the vision, mission and key initiatives of the society, all of which are subject to the

provisions of the Constitution, with the implementation and conduct of the strategic development plans to be carried out by the directors or a committee of directors (as permitted pursuant to Section 7.12 of these bylaws) together with an employee of the society, as determined by the directors, to be responsible for the applicable project, initiative, or activity;

- (b) consider, review, approve and authorize all activities and purposes of the society as set out in the Constitution;
- (c) prepare, for the approval by the members at each annual general meeting, an annual budget;
- (d) approve and authorize the execution by the President, or in the absence of the President, the Vice President, together with another director, or in the absence of the President and the Vice President, any two directors, of:
 - (1) all contracts required for the purposes of carrying out the activities of the society as set out in the Constitution; and
 - (2) employment contracts and any other contracts and agreements, as required in order to carry out the operations and purposes of the society;
- (e) subject to the provisions of, and the passing of, a special resolution:
 - (1) arrange for borrowing;
 - (2) grant a debenture or any other security, including, without limitation, a mortgage and/or a general security agreement;
- (f) subject to any rules that are made from time to time by the society at an annual general meeting or an extraordinary general meeting carry out, conduct and arrange for all activities and purposes of the society which the society may do, and which are not:
 - (1) prohibited or restricted by the bylaws of the society, the constitution or the Society Act, or which may require a special resolution; and
 - (2) prohibited by other laws and regulations which affect the society or purposes and the activities of the society as set out in the Constitution.

- 6.2 A rule made and passed by the members of the society at an annual general meeting or at an extraordinary general meeting does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 6.3 The president, vice president (a secretary, should the outgoing directors determine that a secretary should be elected) a treasurer and such additional persons elected as directors are the directors of the society.
- 6.4 The number of directors must be not less than 5 and not more than 15 or such lesser or greater number determined from time to time at an annual general meeting.
- 6.5 All of the directors must retire as directors and from any office held at each annual general meeting when their successors are elected.
- 6.6 A director who retires and any officer who retires at an annual general meeting can be nominated and re-elected as a director and elected to hold the office previously held by that director, or elected to any other office.
- 6.7 The directors may appoint a nominating committee for the sole purpose of approaching members, in order to put forth to the members at each annual general meeting a list of members who have agreed to allow their names to be put forth by way of nomination to act as a director of the society. Such list of nominees, together with other nominations from the floor at each annual general meeting, will comprise all of the members who have been nominated to act as directors of the society.
- 6.8 All members who have been nominated by way of the nominating committee or by nomination from the floor at the annual general meeting must be present at the annual general meeting or must have provided, prior to the annual general meeting, written consent to allow his/her name to be included as a nominee for a position as a director of the society.
- 6.9 The election of directors may be by acclamation unless the number of members nominated to act as directors of the society exceeds the number of directors to be elected at the annual general meeting, in which case the election of directors must be by secret ballot.
- 6.10 If a director resigns his or her position as a director or otherwise ceases to hold the position of a director, the remaining directors may, from time to time, appoint a member of the society as a director to fill the vacancy of the retiring director for the balance of the term.

- 6.11 A director so appointed holds the position as a director only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the next annual general meeting.
- 6.12 The members may, by special resolution, remove a director, before the expiration of the term of a director and may elect at the meeting at which the special resolution is passed a successor to complete the term of directorship of the director which has been removed as a director.
- 6.13 Pursuant to Section 9 of the Constitution, a director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

7. Part 7 — Proceedings of Directors

- 7.1 The directors may meet at such the place they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 7.2 Electronic attendance at a meeting of the directors by telephone or other method is permitted, provided that the electronic method permits all directors participating in the directors meeting to communicate with each other during the duration of the directors meeting.
- 7.3 A person who attends a meeting of the directors pursuant to 7.2 is present in person at the meeting.
- 7.4 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.
- 7.5 A resolution in writing which is presented to all of the directors via e-mail and which e-mail received by each director is signed by each director and returned by mail, in person, by fax or scanned and returned by e-mail, shall be deemed as a resolution in writing and is valid and effective as if regularly passed at a meeting of directors. The signed e-mail shall be returned to the director who put forth the resolution, or to the staff member of the society directed by the president to circulate the resolution. Resolutions presented by e-mail may only deal with matters previously discussed by the board of directors and with respect to which the board of directors has general knowledge and understanding. Presenting a resolution by email as outlined in this section 7.5 is to enable the board of directors to efficiently deal with a matter which has been previously discussed among the board of directors. Resolutions presented by e-mail shall not be further discussed or debated by e-mail. Should further debate or

comment by e-mail take place by e-mail, then such resolution will be deemed not to be passed and will be carried forward to the next meeting of the board of directors.

- 7.6 Resolutions referred to in 7.4 and 7.5 must be signed by all directors and received pursuant to 7.4 for placing in the record book of the society, in order for such resolution to be deemed a unanimous resolution of the directors. If the resolution as set out in 7.4 is not signed and returned by each director such resolution will be recorded as failed.
- 7.7 The quorum for purposes of a meeting of the directors must be more than 50% of the directors.
- 7.8 If within 30 minutes from the time appointed for the directors' meeting a quorum is not present, the meeting must 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 30 minutes from the time appointed for the meeting, the quorum for the purposes of such adjourned meeting must be more than 50% of the directors. Business must not be conducted at the adjourned meeting other than the business set out in the original notice to the directors of the meeting of directors in respect of which a quorum was not present.
- 7.9 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, but if neither is present the directors present may choose one of their numbers to be the chair at that meeting.
- 7.10 A director may at any time convene a meeting of the directors.
- 7.11 If a secretary has been elected or if a secretary has not been elected, then a designated staff member of the society, at the request of a director, must convene a meeting of the directors.
- 7.12 The directors may appoint committees, from time to time, as the directors may deem necessary, which appointed committees may include, but are not limited to, committees for the purposes of:
- (a) the preparation of the annual budget;
 - (b) considering business and strategic plans for the ensuing year;
 - (c) involvement in a specific project or activity of the society as determined and approved by the directors,

the duties of such appointed committee to be carried out by the appointed committee together with a specified employee of the society, as determined by the directors, provided however, appointed committees do not have decision making powers on behalf of the society and must report the status and findings back to the directors for consideration, further suggestions and approval at each subsequent meeting of the directors until such time as the work of the committee has been fully completed and the committee has been relieved of its duties.

- 7.13 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 numbers to be the chair of the meeting.
- 7.14 The members of a committee may meet and adjourn as agreed upon by the majority of the members of the committee.
- 7.15 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual general meeting or special 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.
- 7.16 Questions arising at a meeting of the directors must be decided by a majority of votes.
- 7.17 In the case of a tie vote, the chair does not have a second or casting vote. A tie vote on a resolution shall not be a passed resolution.
- 7.18 All resolutions proposed at a meeting of directors must have a seconder before a vote on the resolution can proceed.

8. Part 8 — Duties of Officers

- 8.1 The president presides at all meetings of the society and of the directors.
- 8.2 The president must supervise the other officers in the execution of their duties.
- 8.3 The vice president must carry out the duties of the president during the president's absence.
- 8.4 The secretary, if a secretary has been elected or if a secretary has not been elected a designated staff member of the society, 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) have custody of the common seal, if any, of the society; and
- (f) maintain the register of members.

8.5 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.

9. Part 9 — Seal

- 9.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 9.2 The common seal must be affixed only when authorized by a resolution of the directors in the presence of the president together with a director of the society .

10. Part 10 — Borrowing

- 10.1 The directors of the society are not permitted on behalf of and in the name of the society to:
 - (a) to borrow;
 - (b) to raise or secure the payment or repayment of money in the manner they decide; or
 - (c) to issue a debenture or grant security of any nature or kind, including, without limitation, a mortgage and a general security agreement, mortgaging, charging and creating a security interest in real or personal property or any other asset of the society,

EXCEPT by way of a special resolution passed by the members of the society in accordance with these bylaws and the *Society Act* so authorizing the borrowing and the granting of security.

- 10.2 A special resolution authorizing the borrowing and the granting of security is not effective until such time as the special resolution has been filed with the Registrar of Companies and a duplicate copy of such special resolution has been received endorsed by the Registrar of Companies with filing notations.

11. Part 11 — Auditor

- 11.1 This Part applies only if the society is required or has resolved to have an auditor.
- 11.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 11.3 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.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 11.6 A director or employee of the society must not be its auditor.
- 11.7 The auditor may attend annual general meetings.

12. Part 12 — Notices to Members

- 12.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address or electronically (by email or facsimile) to the e-mail address or facsimile number provided by the member.
- 12.2 A notice:
- (a) sent by mail is 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 the notice was properly addressed and put in a Canadian post office receptacle;
 - (b) personally delivered shall be deemed to have been given on the date when such notice is personally delivered to the member; and
 - (c) given by e-mail or facsimile shall be deemed to have been given on the date when such notice was sent by e-mail or facsimile, unless a "not delivered" response has been received.
- 12.3 Notice of an general meeting or a special 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 11 applies.

12.4 No other person is entitled to receive a notice of an annual general meeting or a special general meeting.

13. Part 13 — Bylaws

13.1 Each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society by the member arranging to pick up a copy of the constitution and bylaws from the offices of the society, or the constitution and bylaws may be provided electronically to the member by email or facsimile at the e-mail address or facsimile number provided by the member.

SCHEDULE A

FORM OF PROXY

This Form is given by the Voting member of Alouette River Management Society (the "Society") signing this Proxy.

I hereby authorize to serve as my proxy _____

(Name) and to vote on my behalf in respect of:

- 1. all matters voted on at an Annual General Meeting of the members of the Society to be held on _____ (Date); **or**
- 2. at an Extraordinary General Meeting of the members of the Society to be held on _____ (Date); **or**
- 3. only the specific issue/matter to be voted on the aforesaid date of such Annual General Meeting of the members of the Society or such Extraordinary General Meeting of the members of the Society namely:

 _____ (describe); **or**

- 4. the special resolution to be voted on at a Special General Meeting of the Members of the Society as follows, or attached hereto:

This proxy is valid only for the meeting to be held on the date as aforesaid and for the purpose(s) as applicable, set out above.

A voting member wishing to vote via proxy shall personally contact the member or individual whom the member wishes to exercise the proxy and must complete the proxy form in its entirety. Failure by the member to sign the form and complete all sections will invalidate the proxy. The duly executed proxy form shall be mailed, e-mailed as a scanned attachment, or faxed by the voting member, or hand delivered by the proxy holder to the chairman prior to the applicable meeting or action. The solicitation of proxies from voting members is prohibited. Solicited proxies will not be accepted. No voting interest shall hold or exercise proxies for more than one voting member. Your signature attests the above has been strictly followed.

Dated this ____ day of _____, 20____.

Signed by the Member:

Print Name:

Acknowledged and agreed to by the person appointed as proxy:

Print Name: