

CONSTITUTION

1. The name of the Society is Vernon Winter Carnival Society
2. The purpose of the Society are as follows:
 - a) to assist, develop and foster Community Spirit;
 - b) to promote and bring to the attention of the public the qualities of the North Okanagan as a Winter Playground;
 - b) to sponsor, promote and encourage an annual Winter Carnival in the North Okanagan; and,
 - d) to raise funds by any means to permit the Society to carry out its purposes.
3. In the event that the Society should any time wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by the members. This provision is unalterable.
4. The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting and furthering its purposes.
5. The Directors and Officers of the Society shall serve without remuneration and the Directors and Officers shall not receive, directly or indirectly, any profits from their position as Directors or Officers, but Directors and Officers may be paid or reimbursed for reasonable expenses incurred by them in the performance of their duties.
6. No part of the income of the Society shall be paid or otherwise made available for the personal benefit, direct or indirect, of any member of the Society.
7. The provisions in paragraphs 3,4,5,6, and 7 are unalterable.

Schedule "A"

BY- LAWS

Part 1 – INTERPRETATION

- 1.1 In these By-laws, unless the context otherwise requires,
- (a) “Directors” means the directors of the Society for the time being;
 - (b) “members” means the members of the Society for the time being;
 - (c) “registered address” of a member means the member’s address as recorded in the register of members;
 - (d) “Society” means the Vernon Winter Carnival society; and
 - (e) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it.
- 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 include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 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 (or any prior By-Laws) and, in either case, have not ceased to be members.
- 2.2 A person may apply to the Directors for membership in the Society and upon acceptance of the application by the Directors shall be a member.
- 2.3 Every member shall uphold the Constitution and comply with these By-Laws.
- 2.4 The amount of the first annual membership dues shall be determined by the Directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society.
- 2.5 A person 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 or delivering it to the address of the Society;
 - (b) upon the death of the member or, in the case of the member is a corporation, on its dissolution or winding up;
 - (c) on being expelled pursuant to the By-laws; or,
 - (d) on having been a member not in good standing for 12 consecutive months.
- 2.6 A member may be expelled by a special resolution of the members passed at a general meeting of the Society as follows:
- (a) the notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and,
 - (b) 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.
- 2.7 All members are in good standing except a member who has failed to pay the member's current annual membership fee or any other subscription or debt due and owing by the member to the Society and member is not in good stand so long as the debt remains unpaid.

Part 3 – MEETINGS OF MEMBERS

- 3.1 General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as Directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Directors may, whenever they think fit, convene and extraordinary general meeting.
- 3.4 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business, and shall be given not less than 14 days prior to the date set in the notice for the general meeting unless such notice is waived, in writing, by all the members of the Society.
- 3.5 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 invalidated the proceedings at that meeting.

- 3.6 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter 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.

Part 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; and,
 - (b) all business that is transacted at an annual general meeting, except,
 - 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. 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 the Directors issued with the notice convening the meeting.
- 4.2 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3 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.
- 4.4 A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 4.5 If, not later than 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 and, in any other case, the meeting 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 30 minutes from the time appointed for the meeting, the members then present constitute a quorum.
- 4.6 Subject to paragraph 4.7, the president of the Society, the vice-president, or in the absence of both, one of the other directors present must preside as chairperson of a general meeting.
- 4.7 If, at a general meeting,
- (a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting; or,
 - (b) the president and all the other directors present are unwilling to act as chairperson,
- the members present shall choose one of their number to be chairperson.
- 4.8 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.
- 4.9 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.
- 4.10 Except as provided in the By-laws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.11 No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- 4.12 A member in good standing present at a meeting of members is entitled to one vote.
- 4.13 The chairperson shall refrain from voting at any general meeting, but in the case of an equality of votes the chairperson shall be entitled to one vote.
- 4.14 Voting is by show of hands.
- 4.15 Voting by proxy is not permitted.
- 4.16 A corporate member may vote by its authorized representative, who is entitled to speak, vote and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5 – DIRECTORS AND OFFICERS

- 5.7 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-Law, 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 a general meeting.
- 6.7 No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 7.7 The number of directors shall be 5 or such greater number as may be determined from time to time at a general meeting.
- 5.4 (1) Directors shall hold office for a term of 2 years, commencing at the annual general meeting of the Society at which he or she is elected, and terminating on the second following annual general meeting.
- (2) Approximately half of the directors shall be elected in one year (Group A) and the other approximately half of the directors shall be elected in the subsequent year (Group B).
- (3) If the number of nominees for directors at any annual general meeting is such that, if all such nominees were elected, the total number of directors would be the Established Number or less, then all nominees shall be acclaimed as directors.
- (4) If the number of nominees for directors at any annual general meeting is such that, if all such nominees were elected, the total number of directors would exceed the Established Number, then the number of nominees that, if elected, would result in the Established Number of directors in total, receiving the most votes shall be directors.
- (5) If the number of directors elected at any annual general meeting for Group A or Group B is such that the number of directors in that group would exceed the number of directors in the other group by 3 persons or more, then any such excess directors elected that year (and the directors shall determine which such director(s) are excess and, in this case, the president shall have a second vote in the case of a tie) shall be part of the other group of directors such that his or her

- term of office shall terminate at the next following annual general meeting, although he or she may be re-elected at that meeting.
- 5.6 Except as otherwise provided in these By-laws, the president, vice-president, secretary and treasurer shall be directors of the Society and shall be appointed by the members at the annual general meeting. The president and treasurer shall be in one group of directors, and the vice-president and secretary shall be in the other.
- 5.7 Except as otherwise provided in these By-laws, the president, vice-president, secretary and treasurer shall be directors of the Society and shall each hold office for 2 years following their election at the annual general meeting.
- 5.8 An election may be by acclamation, otherwise it shall be by ballot.
- 5.9 If no successor is elected the person previously elected or appointed continues to hold office.
- 5.10 The Directors may at any time and from time to time appoint a member as director to fill a vacancy in the directors. Any director so appointed holds office only until the conclusion of the term of the director replaced.
- 5.11 If an officer resigns his or her office or otherwise ceases to hold office, the remaining directors shall appoint a director to take the place of the former director.
- 5.12 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 5.13 The members may by special resolution remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 5.14 No director or officer shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by that director while engaged in the affairs of the Society.

Part 6 – PROCEEDINGS OF DIRECTORS

- 6.1 The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be the majority of the Directors then in office.

- 6.3 The president shall be the chairperson of all meetings of the Directors, but if at any meeting the president is not present within 30 minutes after the time appointed for the holding the meeting, the vice-president shall act as chairperson, but if neither is present the Directors present may choose one of their number to be chairperson at that meeting.
- 6.4 A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the Directors.
- 6.5 The Directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- 6.6 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.
- 6.7 A committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at any meeting the chairperson 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 chairperson of the meeting.
- 6.8 The members of a committee may meet and adjourn as they think proper.
- 6.9 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.
- 6.10 A director 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 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 meeting of the directors shall be sent to that director; and,
 - (b) any and all meeting 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.
- 6.11 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

- 6.12 In the case of an equality of votes the chairperson does not have a second or casting vote.
- 6.13 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 6.14 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors

Part 7 – DUTIES OF OFFICERS

- 7.1 The officers of the Society shall be the president, the vice-president, the treasurer and the secretary, all of whom shall be elected, in accordance with Part 5, by the members of the Society at the annual general meeting of the Society and shall each be a director of the Society.
- 7.2 The president is the chairperson and the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 7.3 The president shall preside at all meetings of the Society and of the Directors.
- 7.4 The vice-president shall carry out the duties of the president during the president's absence.
- 7.5 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.
- 7.6 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, members and others when required.
- 7.7 The offices of the secretary and treasurer may be held by one person who shall be known as secretary-treasurer.
- 7.8 In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

Part 8 – SEAL

- 8.1 The Directors may provide a common seal for the Society and they shall have the 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 person 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

- 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 of the members.
- 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.

Part 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 the auditor.
- 10.3 At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his or her 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 the auditor.
- 10.7 The auditor may attend general meetings.

Part 11 – NOTICE TO MEMBERS

- 11.1 A notice may be given to a member, either personally or by mail or by email, to the member at the member's registered address.
- 11.2 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 that the notice was properly addressed and put in a Canadian post office receptacle.
- 11.3 Notice of a general meeting shall be given to:
 - (a) every member shown on the register of members on the day notice is given; and,
 - (b) the auditor, if Part 10 applies.
- 11.4 No other person is entitled to receive a notice of general meeting.

Part 12 – BY-LAWS

- 12.1 On being admitted to membership, each member is entitled to and the Society shall provide to the member, without charge, a copy of the constitution and by-laws of the Society
- 12.2 These By-laws shall not be altered or added to except by special resolution.