

KIMBERLEY BAVARIAN SOCIETY CONSTITUTION AND BY-LAWS

CONSTITUTION

- (1) The Name of the Society is the Kimberley Bavarian Society
- (2) The Purposes of the Society are:
 - a) to promote Kimberley through the Bavarian Alpine Theme
 - b) to support and promote local business, as a Chamber of Commerce
 - c) to provide local tourism information centre services

BYLAWS

INTERPRETATION

1. In these bylaws, unless the context otherwise requires, words importing the singular include the plural; masculine includes the feminine and vice-versa; and words importing persons include corporations.
2. "Act" means the Society Act of the Province of British Columbia as amended from time to time and any successor legislation thereto.
3. "Society" means the Kimberley Bavarian Society.
4. "Directors" means those persons appointed, elected, or replacement directors in accordance with these bylaws, who have not ceased to be directors and a "Director" means anyone of them.
5. "Members" means the applicants for incorporation of the Society and those persons who have subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members, and a "Member" means anyone of them.
6. "Associate Member" means an individual, group, or organization who applies for any category of associate membership.

MEMBERSHIP

7. The membership of the Society shall be composed of Members and Associate Members. Any individual, family, group or organization interested in supporting the objectives, projects, and work of the Society may become a Member on completion of a membership application, payment of the appropriate membership fee, and acceptance of the application by the Directors.
8. Members shall include the subscribers to the constitution in these by-laws: they shall be entitled to vote at and receive notice of all meetings of Members of the Society; they shall be entitled to participate in any distribution, of the assets of the Society upon dissolution of the Society;

9. Associate Members shall be entitled to participate in all activities of the Society, but are not entitled to vote, serve as Director, or participate in the distribution of the assets of the Society upon dissolution on the Society.
10. No Member shall in his individual capacity be liable for any debt or obligations of the Society.
11. A corporation admitted to membership in the Society shall be represented by one person authorized on behalf of the corporation.
12. In the event that the membership application is refused, the applicant shall be notified forthwith, in writing, by the Society and his annual dues, if any, will be refunded.
13. An Honorary member shall be an Associate Member of the Society, but shall not be required to pay any membership fees.
14. The Directors may by resolution confer honorary membership on a person, corporation, or organization.
15. The number in each class of members may be limited by the Directors.

MEMBERSHIP FEES

16. The entrance fees for, and annual dues payable by active members shall be set by the Directors from time to time.
17. The annual dues for active members shall become due and payable within thirty (30) days of delivery of a notice to pay dues in each membership year, and any member who fails to pay such dues by that date shall not be in good standing.

SUSPENSION, RESIGNATION AND EXPULSION

18. Members have a duty to uphold the constitution and to act in accordance with the purposes of the Society.
19. Any Member may resign from the Society by tendering his resignation in writing to the Directors.
20. Any Member may be expelled from the Society by a resolution of the Members passed at a special general meeting of which seven days notice is given to such Member, who shall be entitled to be present.
21. Any member may also be expelled or suspended on grounds of failure to comply with these by-laws or any rules of the Society or to pay any annual dues, or other sum owing to the Society, by a resolution of the Directors passed by a majority of two-thirds of those Directors present at the meeting of the board of Directors of which seven days notice is given to the Directors and to such member, who shall be entitled to be present.

22. A member who has resigned, been suspended or been expelled shall cease to be a member of the Society, but shall remain liable for any sum due by such member of the Society prior to such resignation, suspension or expulsion.
23. A member who has resigned, been suspended or been expelled may be reinstated by the Directors upon payment of all sums due to the Society, and such other terms as the Directors may impose.

GENERAL MEETINGS

24. The Annual General Meeting of the Society shall be held prior to April 1st of each year, at a place within the Province and on a date to be fixed by the Directors; and fourteen days notice of such meeting shall be mailed or delivered to all Members.
25. Notice of an Annual General Meeting shall contain the agenda for the meeting and the text of all special resolutions submitted for inclusion in the agenda. 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 any duly called meeting of the Society.
26. Special general meetings may be called at any time by a majority of the Directors or at at the written requisition signed by not less than twenty-five (25) Members or ten per cent (10%) of Members. whichever number is the smaller. The requisition shall state the purpose for which the meeting is to be convened. The Directors shall give notice of the time, place and purpose of said meeting to those entitled to receive notice within ten (10) business days of the receipt of the requisition, and the date of such meetings shall not be less that twenty-one days nor more than forty days from the date of the giving of such notice. All members shall receive not less than 14 days written notice of such a special general meeting. At such meeting only the business specified in the requisition shall be discussed. A quorum for such meetings shall be the same number as are required to sign the requisition.

BOARD MEETINGS

27. A quorum shall be achieved with greater than one half(7 of 14) of the Directors being present in person.
28. The President, or in his absence, the Vice-President of the Society shall preside as chair of all general meetings of the Society. If neither is present, the Members present shall select a chair from among themselves.

RULES OF ORDER

29. At all meetings of the Society, Roberts Rules of Order shall apply.

DIRECTORS

30. Unless otherwise determined at a general meeting, the number of the Directors shall not be more than fourteen (14) Directors (excluding liaisons) elected for a two year term. The total number of Directors (including liaisons) shall not be more than twenty (20).
31. Subject to the Societies Act and to these by laws, the Directors may exercise all powers of the Society.
32. The executive of the Society shall consist of elected Directors holding the positions of President, First Vice-President, Second Vice-President, Treasurer, and Past-President. Where one Director is wearing two hats, an odd number of elected directors should be maintained. Chairs of the respective committees shall attend executive meetings as the need arises. The executive shall meet as required.
33. The term of the President shall be two years. Past-President shall normally succeed from President. President shall normally succeed from First Vice-President. Second Vice-President and Treasurer shall be appointed by the Directors each year The manager shall act as Secretary to the Board of Directors.
34. The Directors shall strike, maintain, and dissolve standing committees as required to undertake the activities of the Society. These may include, but are not limited to:
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| The Bavarian City Mining Railway | Nominating Committee |
| The Business Improvement Area Committee | Float Committee |
| The Properties Committee | |
| The Mall Committee | |
| The Festivals Committee | |
| The Membership/Public Relations Committee | |
- and their mandates shall be reviewed each year. A chair shall be appointed to the standing committees by the President with advice by the executive.
35. Ad-hoc committees shall be established as the need arises, having a specified mandate or terms of reference and deadline for completion.
36. The President may ask for liaisons from City Hall, Kimberley Vacations, Kimberley Alpine Resort, Seniors, and other community organizations. Where these liaisons are also Members of the Society, they will be entitled to act as Directors, and vote at meetings.
37. The office of Director shall be vacated if the Director:
by notice to the Society resigns his office or, is found
lunatic or becomes of unsound mind, or ceases to be a
member of the Society.
38. No paid employee of the Society shall be eligible to be a Director of the Society. No Director shall be disqualified by his office from contracting with the Society either as a vendor, purchaser or otherwise, but the nature of the interest must be disclosed by

him at the first meeting of the Directors at which the contract or arrangement is discussed. No Director shall vote in respect to any contract or arrangement of which he is so interested.

39. The Treasurer shall cause to be kept proper books of account with respect to:
- i. All sums of money received and expended by the society in the matters of which the receipt and expenditure takes place;
 - ii. All sales and purchases of goods by the society;
 - iii. The assets and liabilities of the Society.
- 40.
41. The Directors shall cause to be kept in one or more books a register of Members of the Society.
42. Each year, the Directors shall establish and approve a budget which shall govern the financial affairs of the Society for the forthcoming year. Further, th... Directors shall not approve any non-budgeted expenditure in excess of \$500.00 without having first been given, in writing, 48 hours notice. Such notice shall be given to all Directors and shall outline the reasons for the expenditure. Approval of such a non-budgeted expenditure must be by a majority of not less than 75% of the vote of those Directors present or represented by proxy.

INDEMNIFICATION

43. Subject to the provisions of the Act each Director of the Society shall be indemnified by the Society against any expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as a Director. "Derelict" shall mean grossly negligent, criminally negligent, or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

ELECTION OF DIRECTORS

44. The elected Directors shall be divided into two groups.
- i. One-half (1/2) shall be elected to hold office for a term of one year;
 - ii. One-half (1/2) shall be elected to hold office for a term of two years;
- and until their successors are elected. Thereafter as the term of each elected director expires a successor shall be elected by the Society at its annual meeting, to hold office for a term of two years, and until his successor is elected.
45. No person shall be nominated, elected, or appointed to the office of Director unless he is a Member in good standing and entitled to vote.

46. No person shall be elected as a Director unless he shall have first been nominated by a Member entitled to vote.
47. The Directors shall have power at any time, and from time to time to appoint a Member in good standing as a Director to fill a vacancy for the duration of the vacant Director's term.
48. The Society may by extraordinary resolution remove any Director before the expiration of his period of office.

BORROWING POWERS

49. For the purpose of carrying out the objects of the Society the Directors may authorize borrowing to a maximum of 10% of the total annual operating budget of the Society, subject to section 35 of the Act.
50. The Society may borrow money in excess of the amount indicated in section 53 for the purpose of acquiring real property to house the operations of the Society. Any such borrowing must be authorized by special resolution of the Members entitled to vote at a duly called general meeting. Such borrowing is also subject to the provisions of section 35 of the Act.

AUDIT OF ACCOUNTS

51. The first auditors of the Society shall be appointed by the Directors.
52. The Society shall at each annual general meeting appoint an auditor or auditors.
53. Every auditor of the Society shall have the right of access at all times to the books and accounts, vouchers, and documents of the Society, and shall be entitled to require from the Directors, staff and officers of the Society such information and explanation as may be necessary for the performance of the duties of the auditors.
54. The auditor(s) shall make a report to the members on the accounts examined by them, and on every balance sheet laid before the Society at the annual general meeting.

SEAL

55. The Society shall have a seal which shall only be affixed to an instrument in the presence of the President and Treasurer or such other officers of the Society as may be prescribed from time to time by a resolution passed by the majority of the Members of the Society.

ALTERATION OF BY-LAWS

56. The by-laws of the Society shall not be amended except by a Special Resolution of the Society passed by a majority of the Members at the annual general meeting.

PREPARATION AND CUSTODY OF MINUTES, BOOKS AND RECORDS

57. The Directors shall see that the minutes of proceedings of all meetings of the Society and all other necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law regularly and properly prepared and kept in safe custody.

INSPECTION OF BOOKS BY MEMBERS

58. The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Society or any of them shall be opened to the inspection of the Members not being directors, and no Member not being a Director shall have any right of inspection any account or book or document of the Society except as conferred by law or authorized by the Directors.

NOTICES

59. A notice may be given by the Society to any member either personally or by sending it by post to him to his last known address within the Province of British Columbia. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, paying and posting a letter containing the notice, and that it has been affected three business days after posting.
60. Every notice returned, or resolution required to be filled with the Registrar of Companies shall be authenticated by a Director or the manager.