

**UNION BAY COMMUNITY CLUB AND RECREATION ASSOCIATION
(U.B.C.C. & R.A.)
CONSTITUTION AND BY-LAWS.**

**UNION BAY COMMUNITY CLUB WILL BE CHANGED TO "UNION BAY
COMMUNITY CLUB AND RECREATION ASSOCIATION".**

ARTICLE 2

PURPOSE: WILL READ AS FOLLOWS: THE PURPOSE OF THE SOCIETY IS TO OPERATE A RECREATIONAL SOCIETY AT UNION BAY, BRITISH COLUMBIA, TO PROMOTE, CARRY ON AND PROVIDE FACILITIES FOR SPORTS AND GAMES OF ALL KINDS BOTH INDOOR AND OUTDOOR, TO PROVIDE A ROOM OR HALL FOR THE HOLDING OF PUBLIC MEETINGS, LECTURES, CONCERTS, THEATRICAL PRESENTATIONS, MOVING PICTURES AND OTHER FORMS OF ENTERTAINMENT AND GENERALLY TO PROVIDE SOCIAL INTERCOURSE AMONGST THE MEMBERS OF THE SOCIETY.

**UNION BAY COMMUNITY CLUB AND RECREATION ASSOCIATION
(U.B.C.C. & R.A.)
BY-LAWS**

PART 1 - BY-LAWS AND INTERPRETATION

HERE SET FORTH IN NUMBERED CLAUSE, THE BY-LAWS PROVIDING FOR THE MATTERS REFERRED TO IN SECTION 6 (1) OF THE SOCIETIES ACT AND OTHER BY-LAWS.

1. THE DEFINITIONS IN THE SOCIETY ACT ON THE DATE THESE BY-LAWS BECOME EFFECTIVE APPLY TO THESE BY-LAWS.
2. WORDS IMPORTING THE SINGULAR INCLUDE THE PLURAL AND VICE VERSA AND WORDS IMPORTING A MALE INCLUDE A FEMALE PERSON.

PART 2 - MEMBERSHIP

3. ANY PERSON RESIDENT IN THE UNION BAY IMPROVEMENT DISTRICT SHALL BE ELIGIBLE FOR MEMBERSHIP IN THE SOCIETY AS AN ACTIVE MEMBER AND MAY BE NOMINATED AS A DIRECTOR OF THE SOCIETY. MEMBERSHIP APPLICATION MAY BE MADE TO ANY MEMBER OF THE EXECUTIVE OR A DIRECTOR. ANY PERSON RESIDENT OUTSIDE THE LIMITS OF THE UNION BAY IMPROVEMENT DISTRICT SHALL BE ELIGIBLE FOR MEMBERSHIP BUT HAVE NO VOTING POWERS AND MAY NOT BE ELECTED AS A DIRECTOR. THIS APPLIES TO ABSENTEE LAND OWNERS AS WELL.
4. EVERY MEMBER SHALL UPHOLD THE CONSTITUTION AND COMPLY WITH THESE BY-LAWS.
5. MEMBERSHIP IS OPEN TO ALL AGES BUT ONLY THOSE EIGHTEEN YEARS AND OLDER ARE ELIGIBLE TO VOTE AND MAY HOLD A POSITION AS A DIRECTOR.

6. THE AMOUNT OF THE ANNUAL MEMBERSHIP DUES SHALL BE DETERMINED BY THE DIRECTORS OF THE SOCIETY AND PAYABLE ON THE FIRST DAY OF A MONTH EACH YEAR. THE DUES PAYABLE BY EACH MEMBER SHALL BE FIXED FROM TIME TO TIME BY THE BOARD AT THE ANNUAL GENERAL MEETING.
7. ALL MEMBERS ARE IN GOOD STANDING EXCEPT A MEMBER WHO HAS FAILED TO PAY HIS CURRENT ANNUAL MEMBERSHIP FEE OR ANY OTHER DEBT DUE AND OWING BY HIM TO THE SOCIETY AND HE IS NOT IN GOOD STANDING SO LONG AS THE DEBT REMAINS UNPAID.
8. ANY MEMBER MAY WITHDRAW OR RESIGN FROM THE SOCIETY ON GIVING NOTICE IN WRITING TO THE SOCIETY AT ITS REGISTERED ADDRESS.
9. A MEMBER WHOSE BEHAVIOR MAY BE DETRIMENTAL TO THE WELL BEING OF THE SOCIETY MAY BE EXPELLED FROM THE CLUB BY A SPECIAL MEETING OF THE BOARD.
10. A MEMBER WHO IS SUBJECT TO THE PROPOSED EXPULSION SHALL BE GIVEN AN OPPORTUNITY TO BE HEARD AT A SPECIAL MEETING OF THE DIRECTORS BEFORE IT IS PUT TO A VOTE.

PART 3 - MEETINGS OF MEMBERS

11. THE ANNUAL GENERAL MEETING SHALL BE HELD AT A TIME AND PLACE DECIDED BY THE DIRECTORS IN ACCORDANCE WITH THE SOCIETY ACT.
12. THE BOARD SHALL CAUSE NOTICE TO BE GIVEN OF SUCH MEETINGS BY POSTING NOTICES IN NEWSLETTERS AND IN SUCH PLACES FOR THE GENERAL MEMBERSHIP TO VIEW IT.
13. THE BOARD OF DIRECTORS MAY, WHENEVER THEY THINK FIT, AND UPON REQUISITION MADE IN WRITING BY ANY TWELVE OR MORE DIRECTORS, CONVENE A SPECIAL GENERAL MEETING, ALSO BY 10 PERCENT OF THE MEMBERSHIP.
14. AT EVERY GENERAL MEETING TWELVE MEMBERS PRESENT SHALL CONSTITUTE A QUORUM.

15. THE CHAIRMAN MAY ADJOURN ANY MEETING FROM TIME TO TIME OR FROM PLACE TO PLACE. NO BUSINESS SHALL BE TRANSACTED AT ANY ADJOURNED MEETING OTHER THAN THE BUSINESS LEFT UNFINISHED AT THE MEETING FROM WHICH THE ADJOURNMENT TOOK PLACE. NO NOTICE NEED BE GIVEN OF ANY ADJOURNED MEETING.
16. NO BUSINESS OTHER THAN THE ELECTION OF A CHAIRMAN AND OTHER DIRECTORS SHALL BE CONDUCTED AT A GENERAL MEETING AT A TIME WHEN A QUORUM IS NOT PRESENT.
17. AT ANY MEETING A RESOLUTION PUT TO THE A VOTE SHALL BE DECIDED BY A SHOW OF HANDS, AND A DECLARATION BY THE CHAIRMAN THAT A RESOLUTION HAS ON A SHOW OF HANDS BEEN CARRIED UNANIMOUSLY OR BY A PARTICULAR MAJORITY OR LOST AND AN ENTRY TO THAT EFFECT BE MADE IN THE BOOK OF PROCEEDINGS OF THE SOCIETY SHALL BE CONCLUSIVE EVIDENCE OF THE FACT WITHOUT PROOF OF THE NUMBER OF PROPORTION OF THE VOTES RECORDED IN FAVOR OF OR AGAINST THAT RESOLUTION. ON A SHOW OF HANDS EVERY MEMBER PRESENT IN PERSON WHO IS NOT IN ARREARS IN RESPECT OF HIS DUES SHALL HAVE ONE VOTE.
18. IN CASE OF AN EQUALITY OF VOTES THE CHAIRMAN SHALL HAVE A CASTING VOTE, BUT SHALL NOT BE ENTITLED TO VOTE OTHERWISE.

PART 4 - APPOINTMENT AND REMOVAL OF DIRECTORS

19. THE BUSINESS OF THE SOCIETY SHALL BE MANAGED BY A BOARD OF DIRECTORS WHICH SHALL CONSIST OF TWELVE OR MORE MEMBERS ALL OF WHOM SHALL BE RESIDENTS OF THE UNION BAY IMPROVEMENT DISTRICT FOR A PERIOD OF NOT LESS THAN TWELVE MONTHS PRIOR TO ELECTION. THE DIRECTORS SHALL HOLD OFFICE FOR THE CALENDAR YEAR OR UNTIL THEIR SUCCESSORS ARE DULY APPOINTED.
20. AT EACH ANNUAL GENERAL MEETING A NEW BOARD SHALL BE ELECTED BY BALLOT AND THEY SHALL HOLD OFFICE FOR THE CALENDAR YEAR NEXT FOLLOWING. THE DIRECTORS SHALL RETIRE FROM OFFICE AT EACH ANNUAL GENERAL MEETING BUT ARE THEN ELIGIBLE FOR RE-ELECTION.

21. THE DIRECTORS MAY AT ANY TIME AND FROM TIME TO TIME APPOINT A MEMBER TO FILL A VACANCY IN THE DIRECTORS. A DIRECTOR SO APPOINTED HOLDS OFFICE ONLY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING, BUT IS ELIGIBLE FOR RE-ELECTION AT THE MEETING.
22. IF A DIRECTOR RESIGNS, DIES OR OTHERWISE CEASES TO HOLD OFFICE THE REMAINING DIRECTORS SHALL APPOINT A MEMBER TO TAKE THE PLACE OF THE FORMER DIRECTOR.
23. SHOULD ANY DIRECTOR BE ABSENT FROM THREE CONSECUTIVE MEETINGS OF THE BOARD, UNLESS HIS ABSENCE BE FOR GOOD AND SUFFICIENT REASONS, HE SHALL CEASE TO BE A MEMBER THEREOF. REMOVAL IS ACCOMPLISHED WITH NOTIFICATION BY LETTER, SENT BY THE SECRETARY REPRESENTING THE ACTION OF THE BOARD OF DIRECTORS.
24. FULL RENTAL FEE SHALL BE CHARGED TO ANYONE REGARDLESS OF MEMBERSHIP STATUS WHO STANDS TO MAKE PERSONAL GAINS FROM SUCH RENTALS.
25. NO DIRECTOR SHALL BE REMUNERATED FOR BEING OR ACTING AS A DIRECTOR, BUT A DIRECTOR SHALL BE REIMBURSED FOR ALL EXPENSES NECESSARILY AND REASONABLY INCURRED BY HIM WHILE ENGAGED IN THE AFFAIRS OF THE SOCIETY.
26. NO BUSINESS PERSONAL OR OTHERWISE SHALL ERECT SIGNS OF ADVERTISEMENTS ON THE PROPERTY OF THE UNION BAY COMMUNITY CLUB AND RECREATION ASSOCIATION. THIS DOES NOT APPLY TO COMMUNITY CLUB EVENTS.
27. ALL CONTRACTS FOR MAJOR REPAIRS AND ADDITIONS TO THE BUILDING OR GROUNDS OF THE COMMUNITY CLUB MUST BE PUT TO PUBLIC TENDER, AND BE ADVERTISED IN THE LOCAL PAPERS GIVING ALL PERTINENT INFORMATION PERTAINING TO THE WORK. IN CASE OF AN EMERGENCY THE CHAIRMAN WILL CALL A MEETING OF THE BOARD TO APPROVE WORK THAT MUST BE DONE DUE TO THE EMERGENCY.
28. ALL BIDS TO BE LEFT SEALED UNTIL ALL THE DIRECTORS OR THE MAJORITY OF THE DIRECTORS ARE PRESENT, AT THAT TIME THE DIRECTORS WILL DISCUSS THE BIDS AND MAKE A DECISION. A QUORUM MUST BE PRESENT.

29. A DIRECTOR OF THE SOCIETY WHO IS DIRECTLY OR INDIRECTLY INTERESTED IN A PROPOSED CONTRACT OR TRANSACTION WITH THE SOCIETY SHALL NOT BE COUNTED IN THE QUORUM AT A MEETING OF THE DIRECTORS AT WHICH THE PROPOSED CONTRACT OR TRANSACTION IS APPROVED, NOR DOES THE DIRECTOR HAVE ANY VOTING PRIVILEGES AT THIS TIME.

(a) FOR THE PURPOSE OF THIS SECTION INDEPENDENCE IS THE QUESTION OF FACT, A PERSON IS NOT INDEPENDENT IF HE IS A DIRECTOR, OFFICER OR EMPLOYEE OF THE CONTRACTOR OR A SUBSIDIARY OF IT, OR IF HE IS A PARTNER, EMPLOYEE OR EMPLOYER OR A MEMBER OF THE IMMEDIATE FAMILY. IMMEDIATE FAMILY MEANS SPOUSE, PARENT, CHILD OR OTHER RELATIVE OF THAT PERSON OR RELATIVE OF SPOUSE OF THAT FAMILY.

30. A DIRECTOR MAY AT ANY TIME, AND THE SECRETARY ON THE REQUEST OF A DIRECTOR, SHALL, CONVENE A MEETING OF THE DIRECTORS. THE DIRECTORS MAY FROM TIME TO TIME FIX THE QUORUM NECESSARY TO TRANSACT BUSINESS, THE SO FIXED QUORUM MUST BE MORE THAN HALF THE DIRECTORS THEN IN OFFICE.

31. THE DIRECTORS MAY DELEGATE ANY, BUT NOT ALL OF THEIR POWERS TO COMMITTEES OR SUB COMMITTEES WITHIN ITSELF. ONE DIRECTOR SHALL BE APPOINTED TO HEAD EACH OF THE SUB COMMITTEES AND MAY DRAW FROM ANY OF THE PAID UP GENERAL MEMBERSHIP TO COMPLETE THE COMMITTEES.

(a). THE MEMBERS OF THE SUB COMMITTEES MAY MEET AND ADJOURN AS THEY THINK PROPER.

PART 5 - PROCEEDINGS OF DIRECTORS

32. THE PRESIDENT, OR IN HIS ABSENCE THE VICE-PRESIDENT SHALL PRESIDE OVER ALL MEETINGS OF THE DIRECTORS AND THE SOCIETY. THE PRESIDENT IS THE CHIEF EXECUTIVE OFFICER AND SHALL EXERCISE A GENERAL CARE OVER THE AFFAIRS OF THE SOCIETY.

33. THE VICE PRESIDENT SHALL CARRY OUT THE DUTIES OF THE PRESIDENT DURING HIS ABSENCE.
 - (a) IF NEITHER OF THE ABOVE IS PRESENT, THE DIRECTORS PRESENT MAY CHOOSE ONE OF THEIR NUMBER TO BE CHAIRMAN AT THAT MEETING.
34. THE SECRETARY SHALL:
 - (a). CONDUCT THE CORRESPONDENCE OF THE SOCIETY
 - (b). KEEP MINUTES OF THE SOCIETY AND DIRECTORS.
 - (c). HAVE CUSTODY OF ALL RECORDS AND DOCUMENTS OF THE SOCIETY EXCEPT THOSE REQUIRED TO BE KEPT BY THE TREASURER.
 - (d). ISSUE NOTICES OF MEETINGS OF THE SOCIETY AND DIRECTORS.
 - (e). HAVE CUSTODY OF THE COMMON SEAL OF THE SOCIETY, AND
 - (f). MAINTAIN THE REGISTER OF MEMBERS.
35. THE TREASURER SHALL:
 - (a). KEEP THE FINANCIAL RECORDS, INCLUDING THE BOOKS OF ACCOUNTS NECESSARY TO COMPLY WITH THE SOCIETIES ACT.
 - b). RENDER FINANCIAL STATEMENTS TO THE DIRECTORS, MEMBERS AND OTHERS WHEN REQUIRED.
36. THE TREASURER SHALL NOT DISBURSE ANY OF THE SOCIETIES FUNDS WITHOUT THE APPROVAL OF THE DIRECTORS. ALL CHEQUES SHALL BE SIGNED BY THE PRESIDENT OR VICE-PRESIDENT AND COUNTER SIGNED BY THE TREASURER.
37. IN THE ABSENCE OF THE SECRETARY FROM A MEETING, THE DIRECTORS SHALL APPOINT ANOTHER PERSON TO ACT AS SECRETARY FOR THAT MEETING.

PART 6 - THE SEAL

38. THE DIRECTORS MAY PROVIDE A COMMON SEAL FOR THE SOCIETY WHICH SHALL NEVER BE USED EXCEPT BY THE AUTHORITY OF A RESOLUTION BY THE DIRECTORS AND IN THE PRESENCE OF ANY ONE OF THE DIRECTORS, WHO SHALL SIGN EVERY INSTRUMENT TO WHICH THE SEAL HAS BEEN AFFIXED AND EVERY SUCH INSTRUMENT SHALL BE SIGNED BY THE SECRETARY OR SOME OTHER PERSON ASSIGNED TO TAKE HIS PLACE.

PART 7 - BORROWING

39. 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 THE MANNER THEY DECIDE, AND IN PARTICULAR BUT WITHOUT LIMITING THE FORGOING, BY THE ISSUE OF DEBENTURES.
40. NO DEBENTURE SHALL BE ISSUED WITHOUT THE SANCTION OF A SPECIAL RESOLUTION.
41. 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 8 - AUDITOR

42. THE BOARD OF DIRECTORS SHALL APPOINT AN AUDITOR TO HOLD OFFICE FOR THE CALENDAR YEAR. AT EACH ANNUAL GENERAL MEETING THE SOCIETY SHALL APPOINT AN AUDITOR TO HOLD OFFICE UNTIL HE IS RE-APPOINTED OR HIS SUCCESSOR IS APPOINTED.
43. AN AUDITOR MAY BE REMOVED BY ORDINARY RESOLUTION. NO DIRECTOR OR EMPLOYEE OF THE SOCIETY SHALL BE AN AUDITOR.

PART 9 - BYLAWS

44. ON BEING ADMITTED TO MEMBERSHIP, EACH MEMBER IS ENTITLED TO, AND THE SOCIETY MUST GIVE HIM ON REQUEST, WITHOUT CHARGE, A COPY OF THE CONSTITUTION AND BY-LAWS OF THE SOCIETY.
45. THESE BYLAWS SHALL NOT BE ALTERED OR ADDED TO EXCEPT BY SPECIAL RESOLUTION.

PART 10 - BYLAWS AND ALTERATIONS

46. ANY NEW BYLAW MAY BE MADE AND ANY OF THE BYLAWS HEREIN CONTAINED MAY BE AMENDED OR RESCINDED BY A SPECIAL RESOLUTION OF THE SOCIETY AS DEFINED BY THE "SOCIETIES ACT".
47. THE RULES CONTAINED HERE IN SHALL GOVERN THE UNION BAY COMMUNITY CLUB & RECREATION ASSOCIATION, IN ALL CASES TO WHICH THEY ARE APPLICABLE. THOSE RULES THAT ARE NOT APPLICABLE WILL BE GOVERNED BY ROBERTS RULES OF ORDER.