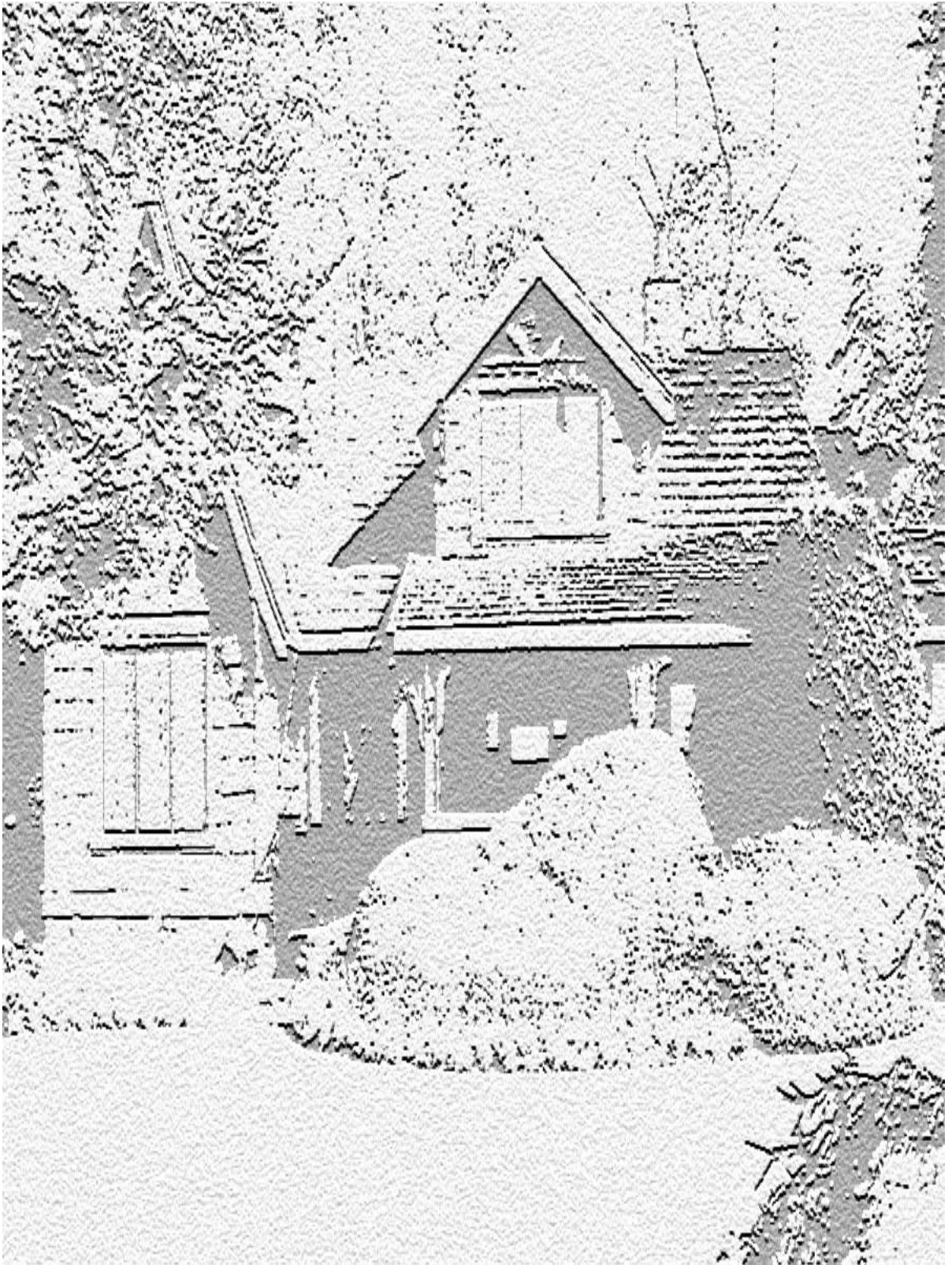


Filberg Heritage Lodge and Park Association

Constitution



RECORD OF AMENDMENTS

DATE OF AMENDMENT	TITLE, SECTION, PAGE, PARAGRAPH	DATE INSERTED
March 29, 1983	First 6 pages amended as per AGM 1983	Incorporated
March 20, 1989	Page 1, Article II(h), and III(a).	Incorporated
March 25, 2002	Name Changed, Para 2(c), Bylaws III(a), III(l), III(u), III(x), deleted Article VI which referred to Official Seals, and renumbered the remaining Articles.	May 19, 2002
March 25, 2004	Directors attendance at meetings changed, Article III(d)(v); Directors to serve for a two year term, Article III(h).	May 12, 2004

SOCIETIES ACT

Province of British Columbia

Filberg Heritage Lodge and Park Association

‘Constitution’

1. The name of the Society is

“FILBERG HERITAGE LODGE AND PARK ASSOCIATION”.
2. The purposes of the Society shall be restricted to those which are charitable in nature and for the education and recreation of the public, the specific objects of the Society being:
 - a) To manage, operate and develop, on behalf of the Corporation of the Town of Comox, the Filberg Property situated in the Town of Comox;
 - b) To advance the knowledge and appreciation of, and stimulate interest in the historical and cultural background of British Columbia and in particular, the way of life in the Comox Valley;
 - c) To provide and operate facilities for the preservation, maintenance, display and development of matters of historical, cultural or recreational significance in Canada and in particular, in the Comox Valley area;
 - d) To encourage and promote recreational and educational programs on matters or subjects of historical, cultural or other significance or interest;
 - e) To acquire such real and personal property as may be required for the purposes of the society and to dispose of the same;
 - f) To accept public and private gifts, bequests, grants and benefits of which the capital or income therefrom or both the capital and income therefrom shall be used to carry out the purposes of the society; and
 - g) To do such other acts as may be conducive to the attainment of these purposes.
3. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in the promotion of its objectives.
4. In the event of a winding up or dissolution of the Society, all funds or other assets of the Society remaining after the satisfaction of its debts and liabilities shall vest in the Corporation of the Town of Comox.
5. Provisions No’s 3 and 4 herein are unalterable.

BY-LAWS

Article I

6. MEMBERSHIP

- a) The membership of the Society shall be divided into five classes:
 - i) Patrons;
 - ii) Honorary Life Members;
 - iii) Life Members;
 - iv) Active Members; and
 - v) Associate members.
- b) Patrons, shall be such persons as may be, from time to time, appointed by resolution of the Board of Directors of the Society, in recognition of their contribution to the community;
- c) Honorary Life Members, shall be such persons as may be, from time to time, appointed by resolution of the Board of Directors, in recognition of Service to the Society;
- d) Life Members, shall be such persons as may be, from time to time, appointed by resolution of the Board of Directors of the Society, in recognition of significant contributions to the ideals and objectives of the Society;
- e) Active Members, shall include the signatories to the application for Incorporation of the Society for so long only as such signatories continue to meet the qualifications and such other persons as shall apply for active membership:
 - i) Serve on Board of Directors and Management Committees; and
 - ii) Participate as volunteer in activities relevant to property.
- f) Associate Members, shall be such persons as shall apply for Associate membership.

7. Membership Application

- a) All applications shall be submitted to the Board of Directors and upon approval by the Board, the applicant shall become a member;
- b) Continuation of membership is by payment of annual membership fee; and
- c) Any membership in the Society may be terminated by the resolution of the Board of Directors.

8. Membership Privileges

- a) Membership entitles you and your immediate family entrance to the property, whenever it is open to the public, upon presentation of current membership card;
- b) Voting privileges at the Annual General Meetings are extended to all members; and

- c) Privileges of membership are subject to change at the discretion of the Board of Directors.
9. The annual membership fee shall be determined at the Annual General meeting.

ARTICLE II

10. MEETINGS OF MEMBERS

- a) The first General Meeting of the Society shall be held at such time, within fifteen (15) months from the date of registration of the Society, as the Directors may determine;
- b) The Annual General Meeting shall be held in the month of March. The fiscal year of the Society shall be the calendar year;
- c) The General Meeting referred to in the preceding clause shall be called Annual General Meetings, and all other meetings of the Society shall be called Special General Meetings;
- d) The Directors may, whenever they think fit, convene a Special General Meeting of the Society;
- e) Fourteen (14) days' notice specifying the day, hour and place of every Members' Meeting, and in case of special business the general nature of such business, shall be served in one of the manners hereinafter provided in the Members of the Society. Notice of any meeting or any irregularity in any meeting to in the notice thereof, may be waived by any Member. It shall not be necessary to give notice of the reconvening of any adjourned Meeting;
- f) Irregularities in the notice of any meeting or in the giving thereof or the accidental omission to give notice of any meeting or the non-receipt of any notice by any Member, shall not invalidate any resolution passed or any proceedings taken at any meeting or shall not prevent the holding of such meeting;
- g) All business shall be deemed special that is transacted at a Special General Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of accounts, balance sheets and the ordinary report of the Directors, Auditors and other Officers, the election of Directors and other Officers in the place of those retiring, the transaction of any other business which under these present ought to be transacted at a General Meeting;
- h) No business shall be transacted at a General Meeting unless a quorum is present at the time the meeting proceeds to business. Save as herein otherwise provided, 12 members shall be a quorum;
- i) The Chairman (if any), shall be entitled to take the chair at every General Meeting, or if there is no Chairman or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding such meeting, the President shall be entitled to take the chair at every such General Meeting or if there is no President or if at any such meeting he shall not be present within fifteen (15) minutes after the time appointed for holding such meeting, the Members present shall choose another Director as Chairman and if no Director is present, or if all the Directors present decline to take the chair, then the Members present shall choose one of their members to be Chairman;
- j) If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the

next week, at the same time and place. Save as herein otherwise provided, forty (40%) percent of the Active Members shall be a quorum at the reconvening of any adjourned meeting;

- k) Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, the Chairman shall, both on a show of hands and on a poll, defer decision on the question which shall then be resubmitted to the next subsequent meeting for decision at that meeting;
- l) At any General Meeting, unless a poll is demanded by the Chairman, or by at least two (2) members, a declaration of the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;
- m) If a poll is demanded, as aforesaid, it shall be taken in such a manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive;
- n) The Chairman of a General Meeting may, with the consent of the Meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- o) Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment, shall be taken at the meeting and without adjournment;
- p) The demand of the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which poll has been demanded;
- q) On a show of hands and on a poll, every Active Member present in person shall have one vote. No Active Member shall be entitled to vote by proxy;
- r) Any notice may be served by the Society on any Member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member, or by telegraphing it prepaid to such Member at his address as the same appears in the records of the Society, or if no address is given therein, to the last address of such Member known to the Secretary. Any notice sent by post shall be deemed to have been served on the third day following that on which the envelope or wrapper containing the same is posted. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the Post Office or into one of Her Majesty's letter boxes;
- s) The signature of any notice to be given by the Society may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed;
- t) Where a given number of days' notice or a notice extending over any other period is required to be given, the day of service of the notice and the day for which notice is given shall, unless it is otherwise provided, be counted in such number of days or other period;

- u) A certificate of the Secretary or other duly authorized Officer of the Society in office at the time of the making of the certificates as to the facts in relation to the mailing or telegraphing or delivery or posting up of any notice to any Member, Director or Officer of publication of any notice, shall be prima facie evidence thereof and shall be binding on every Member, Director or Officer of the Society, as the case may be; and
- v) It shall not be necessary for any notice to set out the nature of the business, which is to come before a meeting of the Directors, and it shall not be necessary for any notice to set out the business, which is to come before a meeting of the Members, unless the same is special business.

ARTICLE III

11. DIRECTORS

- a) Unless otherwise determined by a General Meeting, the number of Directors shall be no less than seven (7) and not more than thirteen (13), including the Mayor of Comox or one Alderman;
- b) All Directors shall be Active Members of the Society, excepting the Mayor of and the Directors appointed by the Town of Comox;
- c) A Director may retire from office upon giving one month's notice in writing to the Secretary of his intention to do so, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance;
- d) The office of a Director shall ipso facto be vacated:
 - i) if he is found a lunatic or becomes of unsound mind;
 - ii) if he is convicted of any offence involving imprisonment with or without the option of a fine;
 - iii) if by notice in writing to the Society he resigns his office upon the time hereinbefore fixed for the resignation to take effect or the previous accept of the same;
 - iv) if he is no longer an Active member, or if his membership lapses, or if he be removed by resolution of the Society as hereinafter provided; and
 - v) if a Director fails to attend three consecutive meetings of the Directors, or 50 percent of all Directors' meetings in any one year without a reason deemed acceptable to the Board.
- e) The Town of Comox shall at all times be entitled to representatives on the Board of Directors, who shall be appointed by said Town from time to time as may be required, by written notice to the Secretary of the Society; such appointees shall hold office during the pleasure of the appointing body; such appointing body may by similar notice appoint an alternate who shall be entitled to sit and vote as a member of the Board of Directors, in lieu of the regular appointee;
- f) The Directors shall have power from time to time and at any time to appoint any other person as a Director to fill a vacancy in the office of an elected Director;
- g) The Society at every Annual Meeting shall fill all vacancies in the offices of elected Directors by electing a like number of persons to be Directors, or in case any change in the number of Directors is made at any such meeting by

- electing the number of persons to be elected Directors as may be fixed by such meeting;
- h) That all elected Directors shall serve for a two year term but may be re-elected for subsequent two year terms, up to a maximum of six consecutive years;
 - i) A retiring Director shall be eligible for re-election;
 - j) If at any General Meeting at which an election of Directors ought to take place, no such election takes place, the retiring Directors shall continue in office until the Annual General Meeting in the next year, and so on from year to year until their places are filled up unless it shall be determined at such meeting to reduce the number of Directors;
 - k) The Society may by special resolution at any time remove any or all of the Directors (except those Directors appointed by the Town of Comox) before the expiration of his period of office and elect another or other qualified person; and the person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed;
 - l) A nominating Committee of three (3) Directors shall be appointed by the Directors prior to every Annual General Meeting and the said Nominating Committee shall prepare a slate of nominees as required for Directors. Any nominee so nominated shall have given his or her consent to such nomination to the Nominating Committee prior to the nomination. This slate shall be presented to the Society at the Annual General Meeting;
 - m) No Director shall be entitled to any remuneration for his services but he shall be entitled to be paid any out-of-pocket expenses incurred by him directly in the course of discharging any duty for the Society;
 - n) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, and may declare the quorum necessary for the transaction of business, but until the Directors make such determine, a number in excess of fifty (50%) per cent thereof shall be a quorum;
 - o) The Directors may make such regulations in regard to the manner and time that notice shall be given of such meetings. Until such regulations are made, meetings of the Directors may be held at any time without formal notice if all the Directors are present or those absent have signified their consent in writing to the meeting being held in their absence; and notice of any meeting where notice has not been dispensed with shall be delivered or mailed or telegraphed to each Director at such time as will enable each of such Directors to whom notice is required to be given to proceed to such meeting in due course, and in any event a notice of such meeting delivered, mailed or telegraphed to each Director at his ordinary address two (2) days prior to such meeting shall be sufficient notice of any meeting of the Directors. In computing such period of two (2) days the day on which such notice is delivered, mailed or telegraphed shall be excluded, but the day for which notice is given shall be included. Notice of any meeting or irregularity in any meetings or in the notice thereof may be waived by any Director. A Director who is at any time not in British Columbia shall not, during such time, be entitled to notice of any such meeting. The Directors may by resolution appoint a regular time and place for meetings, and no further or other notice of such time and place than the entry of such resolution upon the Minutes of the meeting at which it was passed shall be necessary;
 - p) A meeting of the Directors may be convened by the Chairman or the President, an Executive Committee of the Directors or in writing by three (3) members of the Board of Directors;

- q) Questions arising at any meeting of Directors shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote;
- r) The continuing Directors may act notwithstanding any vacancy in their number; but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum of Directors, the continuing Directors may act only for the purpose of increasing the number of Directors to that number or of summoning a general Meeting of the Society, but for no other purpose;
- s) The Directors may appoint one of their number to be Chairman of the Board of Directors, and in the absence of such appointment the Chairman for the time being shall be the President. If the Chairman is not present at any meeting at the time appointed for holding the same, the President shall be entitled to take the chair or if the President is not present the Directors present shall choose some one of their number to be Chairman of such meeting;
- t) A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Society for the time being vested in or exercisable by the Directors generally;
- u) The Directors may delegate any of their powers to committees consisting of such one or more person or persons as they think fit and may from time to time revoke such delegation. Any committee so formed, shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors. Any such committee will have as its chairperson, a Director of the Filberg Heritage Lodge And Park Association. Minutes shall be taken at all meetings and shall be presented in writing to the Board of Directors at their next meeting. A budget for committee revenue and expenditures shall be presented for board approval prior to any action being taken by that committee. A final financial report should be submitted to the Board three (3) months after the event and a final financial year-end report be available for presentation to the Association treasurer;
- v) The meetings and proceedings of any such Committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding clause;
- w) All acts done at any meeting of the Directors, or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director;
- x) A resolution in writing, signed by all Directors without their meeting together, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, and shall be held to relate back to any date therein stated to be the effective date thereof. When deemed necessary to have approval of business prior to a regular Board Meeting, such approval may be given by telephone consent of seven (7) Directors – such Directors to be named, and a motion ratifying their decision taken, to be presented at the next regular Board Meeting;
- y) The management of the business of the Society shall be vested in the Directors, who, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, may exercise all such powers and

do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in General Meeting, but subject, nevertheless to the provisions of The Societies Act, and of these presents and to any regulations from time to time made by the Society in General Meeting, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made;

- z) The Officers of the Society shall consist of a Chairman, President, Vice-President, Secretary and Treasurer, or Secretary-Treasurer, who shall be elected by the Board members from amongst their number and such other officers who need not be Members of the Board of Directors, as the Directors may from time to time appoint. Any one person may fill more than one of the above offices. Such person holding such offices, besides fulfilling any duties assigned to him by the Directors, shall have such powers as are usually incidental to such offices; and
- aa) The Board may appoint an Assistant Secretary, Assistant Treasurer and Assistant Secretary-Treasurer, or any of them, who shall be empowered to act in the absence of and under direction of the Officer to whom he is an assistant in such office.

ARTICLE IV

12. BORROWING POWERS

- a) The Directors may from time to time at their discretion borrow or secure the payment of any sum of money for the purposes of the Society provided that the Directors shall not issue debentures to secure the payment of any sum of money without the sanction of a special resolution of the Society.

ARTICLE V

13. AUDIT OF ACCOUNTS

- a) The accounts of the Society shall be audited annually by an Auditor appointed by the Society at the Annual General Meeting and the Auditor so appointed shall report on the state of the accounts at the succeeding Annual General Meeting, provided the first such Auditor shall be appointed by the Directors.

ARTICLE VI

14. MANNER OF MAKING, ALTERING OR RESCINDING BY-LAWS

- a) The By-laws of the Society shall not be altered or added to except by a special resolution of the Society; for all purposes of the Society “special resolution” shall mean a resolution passed by a majority of 75% of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose a resolution as a special resolution has been duly given.

ARTICLE VII

15. PREPARATION AND CUSTODY OF MINUTES AND BOOKS

- a) The Directors shall see that all necessary books and records of the Society required by the By-laws of the Society or by any applicable Status or law are regularly and properly kept and the Minutes of all meetings of Directors, Committees and Members of the Society shall, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such Minutes; and
- b) The Directors shall cause proper records to be kept of the funds of the Society, and the Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society shall be open to the inspection of the Members; and no Member not being a Director shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the Directors or by the resolution of the Members whether previous notice has been given or not.

ARTICLE VIII

16. MISCELLANEOUS

- a) Roberts Rules of Order, Where not inconsistent with these By-laws, shall be the governing authority for the conduct of all meetings of the Society;
- b) All operations under the aegis of the Filberg Heritage Lodge and Park Association shall be responsible to the Board of Directors;
- c) An additional copy of the constitution and By-laws of the Filberg Heritage Lodge and Park Association shall be furnished to any member or non-member upon request accompanied by the payment of three dollars and fifty cents (\$3.50); and
- d) The funds of the Society may be invested in such securities or in such manner as the Board of Directors shall from time to time determine.

DATED at the Town of Comox, in the Province of British Columbia, this _____ day of _____, A.D. 19 ____.

SUBSCRIBED TO BY:

“see attached scanned copy of the original signed page”

ARTICLE I.

MISCELLANEOUS

- a) Roberts Rules of Order, Where not inconsistent with these By-laws, shall be the governing authority for the conduct of all meetings of the society.
- b) All operations under the aegis of the Filberg Lodge and Park Association shall be responsible to the Board of Directors.
- c) An additional copy of the constitution and By-laws of the Filberg Lodge and Park Association shall be furnished to any member or non-member upon request accompanied by the payment of three dollars and fifty cents (\$3.50)
- d) The funds of the Society may be invested in such securities or in such manner as the Board of Directors shall from time to time determine.

DATED at the Town of Comox, in the Province of British Columbia, this 17 day of JANUARY, A.D. 19 79.

SUBSCRIBED TO BY:

<u>Name</u>	<u>Address</u>	<u>Occupation</u>
<u>Kenneth Cecil Whitley</u>	451 Quinn Avenue Courtenay, B.C.	Chartered Accountant
<u>Alice Bullen</u>	1865 Queens Avenue Comox, B.C.	Homemaker
<u>George Piercy</u>	1691 Beaufort Avenue Comox, B.C.	Physician
<u>Robert McPhee</u>	543 Third Street Courtenay, B.C.	Merchant
<u>Verne Benedictson</u>	R. R. #1 Comox, B.C.	Retired
<u>Jean Bosson</u>	167 Carthew Street Comox, B.C.	Housewife
<u>Eric Kellow</u>	411 Anderton Road Comox, B.C.	Credit Union Manager
<u>Douglas Warren</u>	2069 Beaton Avenue Comox, B.C.	Retired
<u>Allan Kilpatrick</u>	1703 Elm Avenue Comox, B.C.	Lt/Colonel Canadian Forces

WITNESS TO ABOVE SIGNATURES:-

Ronald George Kew
Ronald George Kew

Gibson Road, R.R.#2 Courtenay B.C.
Address