

**108 MILE RANCH COMMUNITY ASSOCIATION
CONSTITUTION (September, 2025)**

BC SOCIETY ACT

SPECIAL RESOLUTION

BE IT RESOLVED that paragraph 2 of the Constitution of the Society BE AMENDED to read as follows:

1. The objectives of the 108 Mile Ranch Communication Association:
 - (a) To promote and support the well-being of residents, businesses and property owners in the 108 Mile Ranch Community.
 - (b) To encourage and facilitate orderly community development in the best interests of its residents, businesses and property owners.
 - (c) To foster and cultivate a strong community spirit and good citizenship by promoting friendliness and understanding among residents and encouraging positive action that benefits the community and supports a healthy society.
 - (d) To promote, acquire, lease, manage or operate community land and facilities, including the 108 Community Hall and its surrounding areas, for the use and benefit of the community.
 - (e) To arrange or provide various services to the community, including the ability to raise or borrow funds to support these services.
 - (f) To collaborate with local, municipal, regional, provincial, and federal authorities, corporations, associations, societies, individuals and businesses to achieve the objectives of the Society.

BE IT RESOLVED FURTHER that paragraph 3 of the Constitution of the Society BE AMENDED to read as follows:

2. The Society's operations are to be non-partisan and unbiased in politics, religion, race, ethnicity or ideology, and this provision shall be unalterable:
 - (a) The Society shall comply with the Human Rights Code of British Columbia and the Canadian Human Rights Act, which prohibits discrimination based on a person's Indigenous identity, race, colour, ancestry, place of origin, political beliefs, religion, marital status, family status, physical or mental disability, sex, sexual orientation, gender identity or expression, age, or other applicable protected grounds.
 - (b) The Society shall refrain from providing services to entities listed on the anti-terrorism list maintained by Public Safety Canada.

BE IT RESOLVED FURTHER that paragraph 4 of the Constitution of the Society BE AMENDED to read as follows:

3. **Upon the winding up or dissolution of the Society,** any assets that remain after the payment of all costs, charges, and expenses incurred during the dissolution process shall be distributed to one or more charitable organizations that are registered under the provisions of the Income Tax Act (Canada). The specific charitable organization or organizations will be determined by the members of the Society at the time of dissolution, ensuring that the assets are used for purposes aligned with the Society's objectives and in compliance with the Income Tax Act.

Dated the _____ of _____, 2025

**108 MILE RANCH COMMUNITY ASSOCIATION
BYLAWS (September, 2025)**

**BC SOCIETY ACT
SPECIAL RESOLUTION**

PART 1 — DEFINITIONS AND INTERPRETATIONS

Definitions

In these By-laws:

1. "The Act" means the Societies Act of British Columbia as amended.
2. "Society" means the 108 Mile Ranch Community Association.
3. "Board" means the directors of the Society.
4. "Committees" means either a group of individuals appointed by the President charged with a specific, continual function within the Society or established for a fixed, temporary term to assess, investigate and report on a particular issue.
5. "Business Member" means an organization, association, business, cooperative, corporation or society located in 108 Mile Ranch taxation boundaries.
6. "Associated Business Member: means an organization, association, business, cooperative, corporation or society located outside the 108 Mile Ranch taxation boundaries.
7. "Resident" means a person living in a property, assessed a Parcel Tax for the 108 Ranch Community Hall.
8. "Parcel Tax" is levied by the Cariboo Regional District to pay a portion of the community hall expenses. It is collected by the Ministry of Finance of British Columbia through the Property Tax System. Payment does not grant any rights beyond being recognized as a community resident.
9. The definitions in the Societies Act that are in effect at the time these by-laws become effective apply to these by-laws.
10. Conflict with the Act or Regulations
 - (a) If these by-laws conflict with the Act or its Regulations, the Act or the Regulations will take precedence.

PART 2 - MEMBERSHIPS

11. Members:
 - (a) All individual residents over the age of eighteen (18) can become a member of the Society upon payment of the membership fee and the completion of the application form:
 - (i) The membership year is the calendar year between January 1 and December 31.
 - (b) Individual residents may choose to pay for a five (5) year membership.

- (c) Lifetime memberships purchased in previous years will continue to be honoured.

12. Membership Fees:

- (a) The directors shall determine the amount of the first annual membership dues, and thereafter, on the board's recommendation, at the Annual General Meeting of the Society, as needed.

13. Resident Members have the right to:

- (a) Attend, have a voice and vote on all matters about the Society at all general meetings.
- (b) Attend Board meetings as observers.
- (c) Request a copy of the minutes of all meetings, including the Annual General Meeting, Extraordinary General Meeting and Board meetings. Examine all financial statements, monthly and annually, upon request to the Treasurer.
- (d) Access the current Members' list by request to the Secretary, for use as per the restrictions under the BC Societies Act, Section 25.

14. The Board may periodically define the boundaries of the 108 Mile Ranch for membership purposes:

15. A Business Member's rights:

- (a) Refer to Part 1, Definitions 5 & 6.
- (b) Do not have the rights of Resident Members. (clause 13)
- (c) Receive benefits as determined by the board, including social media listings.

16. Duties of Members:

- (a) Every member must uphold the Society's Constitution and By-laws; and
- (b) Pay their membership dues before January 1st of each calendar year:
 - (i) Current members may pay at the start of the Annual General Meeting for the following year.
 - (ii) To be eligible to vote, new members must pay the membership fee at least three months (3) before an Annual General Meeting or an Extraordinary General Meeting.
- (c) Members are encouraged to volunteer for the Society and assist with events and tasks related to operating the 108 Mile Ranch Community Hall.

17. Members are in good standing except:

- (a) An existing member who fails to pay the membership fee or any other fee levied by these by-laws before an Annual General Meeting.
- (b) Members not in good standing will not have the privilege of being a member.
- (c) A member may be expelled by the regulations of the Society's Act.

Part 3 - GENERAL MEETINGS OF MEMBERS

18. General meetings of the Society shall be held at times and places determined by the Board, as per the BC Societies Act.
19. Besides an Annual General Meeting, every meeting is an Extraordinary General Meeting.
20. The Board may convene an Extraordinary General Meeting whenever it deems necessary.
21. Time and place of Annual General Meeting:
 - (a) An Annual General Meeting must be held at the time and place the Board determines within each calendar year.
 - (b) The Society's first Annual General Meeting must occur within fifteen (15) months of incorporation. Subsequent meetings must be held at least annually and no more than fifteen (15) months after the last meeting.

Part 4 - PROCEEDINGS AT MEETINGS

22. Ordinary business at Annual General Meeting:
 - (a) At a general meeting, the following is ordinary business:
 - (i) elect an individual to chair the meeting;
 - (ii) determine that there is a quorum;
 - (iii) approve the agenda;
 - (iv) approve the minutes from the last general meeting;
 - (v) deal with unfinished business from the previous general meeting;
 - (vi) deal with any matters about which notice has been given to the members in the notice of the meeting;
 - (vii) receive the Reports on the financial statements of the Society for the previous financial year and the Auditor's report, if applicable;
 - (viii) receive any other reports of activities and decisions since the last annual general meeting;
 - (ix) nominate, elect or appoint additional Board of Directors;
 - (x) appoint an Auditor, if applicable;
 - (xi) Terminate the meeting.

- (b) The Board of Directors elect or appoints officers at the first Board meeting after the Annual General Meeting.

23. Notice of Meetings:

- (a) A notice for a general meeting must include the location, date, and time.
- (b) If a special business is to be discussed, the notice should outline the general nature of that business.
- (c) Notice can be given through various means, including but not limited to email, messaging, telephone, newspaper advertisements, and bulletin board postings.
- (d) The accidental omission of notice for a meeting or a member's failure to receive a notice does not invalidate proceedings at that meeting.

24. Chair of Meetings:

- (a) The president shall chair general meetings.
- (b) If the president is absent, the vice-president is to preside.
- (c) If neither the President nor the Vice President is present, the Board will appoint a member present to chair the meeting.
- (d) If no director or eligible individual is available within fifteen (15) minutes from the time set for the meeting, the members in attendance must elect someone present to chair the meeting.

25. Quorum for General Meetings:

- (a) The quorum required for business transactions at an Annual General Meeting or Extraordinary General Meeting consists of five (5) members or 10% of the total number of members, whichever is greater.
- (b) At the start of every Annual General Meeting or Extraordinary General Meeting, the secretary will advise the number of members in good standing and then state the 10% number required for quorum.
- (c) If a quorum of members is not present within thirty (30) minutes of the scheduled time for any general meeting, then the meeting shall not proceed.
- (d) If a meeting is convened at the members' request, it will be adjourned to the same day the week after, at the same time, and, if applicable, at the same place.
- (e) The secretary or designate will advise members about any changes to the date, time, and venue.
- (f) Notice can be given through various means, including but not limited to email, messaging, telephone, newspaper advertisements, and bulletin board postings.
- (g) If a quorum is absent within thirty (30) minutes of the scheduled continuation of the adjourned meeting, the members present at that time shall constitute a quorum for that meeting.

26. If quorum ceases to be present, (a) If a quorum of members ceases to be present during an Annual General Meeting or Extraordinary General Meeting, any business in progress must be suspended until a quorum is restored or until the meeting is adjourned or terminated.

27. Adjournments by Chair:

- (a) The Chair of an Annual General Meeting or Extraordinary General Meeting may adjourn the meeting from time to time and, if applicable, from place to place, but no new business may be transacted during the continuation of the adjourned meeting except for unfinished business from the initial meeting.
- (b) The secretary will advise members of the new location and the Date and Time of the continuation of the adjourned meeting.

28. Methods of Voting:

- (a) At an AGM or EGM, voting may occur through a show of voting cards, a show of hands, an oral vote, or other methods that reflect the members' intentions.
- (b) If two or more members request a secret ballot, the Chair must direct the vote to be conducted by secret ballot, which the Secretary will conduct unless there is a conflict, in which case any director may perform this task.
- (c) The Chair must announce the results of each vote and ensure they are recorded in the meeting minutes.
- (d) In exceptional cases indicated in the Notice of Meeting for an Extraordinary General Meeting or special resolution, the Board may allow online voting, providing detailed instructions to ensure participation by all members.
- (e) Voting by proxy is not permitted.

29. Ordinary Resolution vs Special Resolution:

- (a) Resolutions at an Annual General Meeting can be classified as ordinary or special.
- (b) An ordinary resolution requires approval from at least half the members present plus one.
- (c) Special resolution requires a seventy-five (75) percent approval from members present, for:
 - (i) expelling a member for cause;
 - (ii) removing a director;
 - (iii) borrowing beyond limits; or
 - (iv) changes to the Constitution and By-laws.

PART 5 — DIRECTORS AND OFFICERS

30. Powers and Responsibilities of the Board of Directors:

- (a) The Board of Directors may exercise all powers and perform acts that the Society can undertake, except those specifically reserved for general meetings.

- (b) This is subject to applicable laws, the Constitution, these By-laws, and any rules established by the Society that do not conflict with these By-laws.
- (c) No rule, made by the Society in general meetings, invalidates a prior act of the directors that would have been valid if that rule had not been made.

31. Qualifications of the Board of Directors:

- (a) A resident cannot be nominated, elected or appointed as a director if they:
 - (i) are under eighteen (18) years of age;
 - (ii) have been declared incapable of managing their own affairs by any court in Canada or elsewhere;
 - (iii) are an undischarged bankrupt;
 - (iv) have been convicted of an offence without a granted pardon; or
 - (v) are not members in good standing.

32. Number of Directors on the Board:

- (a) The Society must have a minimum of five (5) and a maximum of eleven (11) directors.
- (b) All officers are directors of the Society.

33. Election or appointment of the Board of Directors:

- (a) The current board of directors will remain until a maximum number of directors is reached.
- (b) Additional Directors may be nominated, elected if the maximum of 11 directors has not been met.
- (c) If a combination of nominees and current board members exceeds 11, an election will take place.
- (d) If an election is required, A simple majority of the members present elects directors.
- (e) A director may be removed by special resolution, and a successor may be elected.

34. The Board may appoint a member as a director to fill a vacancy arising from a resignation, death, or incapacity during the Director's term of office.

- (a) The Board cannot fill director positions left vacant at an Annual General Meeting.
- (b) If the number of directors falls below five (5), the Board must convene an Extraordinary General Meeting to elect new directors.
- (c) No act or proceeding of the Board is invalid because fewer than the required number of directors exist.
- (d) Any vacant officer positions must be filled among the directors elected at an Annual General Meeting. If this is not feasible, the Board must call an Extraordinary General Meeting to elect new directors to fill the vacant officer positions.

- (e) If both the President and Vice President positions become vacant, the Secretary or another director shall call a meeting immediately of the directors to fill these positions. If the board is unable to fill both the positions the Secretary will call an Extraordinary General Meeting of the members to elect new directors.

35. Term of appointment of the director filling a casual vacancy:

- (a) A director appointed by the Board to fill a vacancy will serve until the next AGM at which time there will be a member's vote.

36. The term of office for officers and directors is until the maximum number of directors & nominees exceeds 11.

- (a) Unless the members decide to shorten the term at an Extraordinary General Meeting or Annual General Meeting.

37. Ceasing to be a Director:

- (a) A director will cease to hold their position immediately after one of the following:
 - (i) the date of delivering their written resignation to the Society's mail or email address;
 - (ii) the effective date of the resignation;
 - (iii) disqualification under the By-law clause 17;
 - (iv) upon their removal by Ordinary resolution
 - (v) upon their removal by special resolution
 - (vi) upon their death.

PART 6 — PROCEEDINGS OF BOARD MEETINGS

38. The Board may make rules and regulations to conduct its business if these do not contradict the Act or conflict with the Constitution and By-laws.

39. The Board resolutions or motions do not require a seconder:

- (a) The Chair has the right to put forward motions and hold a vote.
- (b) The Chair does not have a second or tie-breaking vote.
- (c) In the event of a tie vote, the resolution or motion fails.

40. Calling of Board meetings:

- (a) The Board meetings may be called by the President or two (2) other directors.
- (b) No formal written notice of a Board meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting.

- (c) Notifying a director of a Board meeting is unnecessary if the meeting follows immediately after a members' general meeting at which the director was elected or appointed.

41. Attendance at Board Meetings:

- (a) Directors are required to attend each Board meeting.
- (b) Individual resident members may attend Board meetings as observers.
- (c) The Board may invite any person or organization to serve as an advisor or guest during the meetings to address specific issues.

42. Meetings held by electronic means:

- (a) Board meetings can be held through telephone, video conference, or other communication methods, including messages or emails, as long as all participants can communicate effectively.
- (b) All directors participating in such a meeting will be deemed present in person, counted towards the quorum, at the stated location of such meeting, and entitled to vote in a manner that reflects their intentions.

43. Quorum of Directors:

- (a) The quorum for a Board meeting requires the presence of the Chairperson and a majority of directors.

44. Conflict of Interest:

- (a) A Director who has a direct or indirect financial interest in a contract or transaction (whether existing or proposed) with the Society or a matter for consideration by the Directors:
 - (i) will be counted in the quorum at the Board meeting at which the contract, transaction or matter is considered;
 - (ii) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
 - (iii) are not entitled to vote on the contract, transaction or matter;
 - (iv) Will absent themselves from the meeting or a portion thereof at which the contract, transaction or matter is discussed unless requested by the Board to remain to provide relevant information; and
 - (v) in any case, during the vote on the contract, transaction or matter, refrain from any action intended to influence the discussion or vote.
- (b) The Board may establish further policies governing conflicts of interest of Directors and others, provided such policies must not contradict the Act or these By-laws.

45. Chair:

- (a) The President will chair all Directors' meetings.

- (b) If the President cannot attend, either by prior notice or by being absent fifteen (15) minutes after the scheduled start time, the vice president will assume the role of chair.
- (c) If neither the President nor the Vice President are available, the directors may choose one of their number to chair the meeting.

46. Consent resolution:

- (a) A written resolution, signed by all directors at a Board Meeting, is considered valid as if it were passed during the meeting itself.
- (b) This resolution must be documented in the Minutes of the next Board meeting, clearly indicating that it was previously passed in writing.

PART 7 — BOARD POSITIONS

47. Election or appointment to Board Positions:

- (a) At the first Board meeting following the Annual General Meeting, the Board must elect or appoint the following:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary; and
 - (iv) Treasurer.
- (b) The president, vice president, secretary, and treasurer constitute the executive branch of the board.
- (c) Except for the President, all other directors may hold up to two (2) officer positions.

48. Role of President:

- (a) The President serves as the Chair of the Board, overseeing other directors and staff, if applicable, to ensure they fulfill their responsibilities effectively.

49. Role of Vice-President:

- (a) The Vice President serves as the Vice Chair of the Board of Directors and assumes the President's responsibilities when the President is unavailable.

50. Role of Secretary:

- (a) The secretary is responsible for making the necessary arrangements for the following:
 - (i) issuing notices of Annual General Meeting, Extraordinary General Meeting and Board meetings;
 - (ii) taking minutes of Annual General Meeting, Extraordinary General Meeting and Board meetings;
 - (iii) keeping the records of the Society as required by the Act;

- (iv) conducting the correspondence of the Board;
 - (v) filing annual reports of the Society and making any other filings with the registrar under the Act; and
 - (vi) providing reports and records as requested by members.
- (b) In the absence of the Secretary, the directors must appoint another individual to act for that meeting.
- (c) The Secretary may record meetings electronically to facilitate accurate written records. Such recordings must be kept for one (1) year.

51. Duties of Treasurer:

- (a) The Treasurer is responsible for making the necessary arrangements for the following:
- (i) receiving and banking monies collected from the members or other sources;
 - (ii) keeping accounting records in respect of the Society's financial transactions;
 - (iii) preparing the Society's financial statements;
 - (iv) making the Society's filings respecting taxes;
 - (v) providing financial reports to directors and, on request, to members;
 - (vi) assisting the Appointed Auditor, if applicable.

52. Committees:

- (a) The Board may establish committees and appoint members as needed from time to time.
- (b) Each committee shall have as one of its members a director responsible for reporting to the Board.
- (c) The Board shall provide instructions for each committee's guidance and require reports from the committee chairs.

PART 8 — REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

53. Remuneration of directors:

- (a) These By-laws do not permit the Society to pay a director remuneration for being a director, except:
- (i) The Society may, subject to the Act and upon prior Board approval, pay remuneration to a director for services provided in their professional capacity to the Society; and if alternative quotes have been requested where available.
 - (ii) expenses incurred by a director, with the prior approval of the Board, acting on behalf of the Board or members, may be refunded.
- (b) Expenses relating to the director's errors, omissions, and other insurance are expressly permitted and not considered remuneration.

54. Signing authority:

- (a) The President and one director may sign the Society's documents.
- (b) The Vice President or another director can sign if the President cannot.
- (c) In the absence of the President and Vice President, any two directors authorized by the Board may sign.

55. Borrowing:

- (a) The Board may authorize accounts with suppliers, tradespersons, and credit cards up to a maximum of \$10,000.00.
- (b) Any borrowings that exceed this limit or require a charge against the Society's assets must be authorized by a special resolution passed by the members at an Annual General Meeting or an Extraordinary General Meeting.

56. Auditor:

- (a) This Part applies only when the Society is required or has resolved to appoint an Auditor.
- (b) The Auditor reports to the membership and is not part of the Board.
- (c) The Board shall appoint the first Auditor.
- (d) If the Auditor cannot fulfill their duties, the Board shall call a members' meeting to appoint a replacement.
- (e) At each Annual General Meeting, the members shall appoint an Auditor to hold office until re-appointment or the appointment of a successor.
- (f) An Auditor may be removed by a special resolution.
- (g) An Auditor shall be promptly informed in writing of their appointment or removal.
- (h) No director or employee of the Society shall be an Auditor.
- (i) The Auditor should attend the Annual General Meeting to report to the members.

PART 9 — By-LAWS

57. On being admitted to membership, each member is entitled to, and the society shall, on request, without charge, provide a copy of the society's constitution and bylaws.

58. These By-laws shall not be altered or added to except by special resolution.