

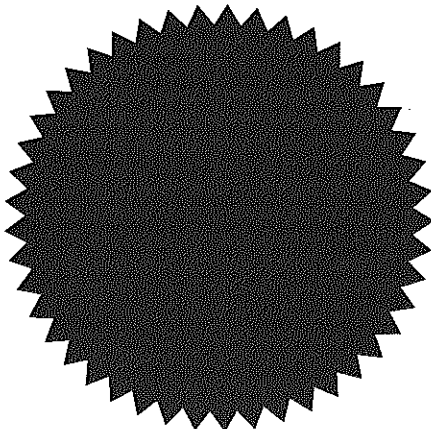


Number: S-0062148

CERTIFICATE OF INCORPORATION

SOCIETY ACT

I Hereby Certify that **VERNON ROWING AND DRAGON BOAT SOCIETY** was incorporated under the *Society Act* on January 15, 2014 at 08:14 AM Pacific Time.



*Issued under my hand at Victoria, British Columbia,
on January 15, 2014*

CAROL PREST
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA

FORM 3
SOCIETY ACT

CONSTITUTION
OF
VERNON ROWING AND DRAGON BOAT SOCIETY

1. The name of the Society is Vernon Rowing and Dragon Boat Society
2. The purposes of this Society shall be as set out below.
 - 2.1 Promote, develop and encourage the sport of rowing, paddling and other athletic and aquatic activities for the physical, competitive and social well-being of the members of the Society and of the North Okanagan community as a whole.
 - 2.2 Provide and promote financial assistance to Society members who compete in the sport of rowing.
 - 2.3 To acquire by purchase, lease, gift or otherwise, and to build, construct, erect, operate and maintain any and all facilities, improvements and equipment.
 - 2.4 Manage, develop, improve, exchange, rent, allow the use of, lease, mortgage, dispose of or otherwise deal with all or any of the property, assets, equipment, or rights of the Society as the Society may decide upon from time to time.
 - 2.5 Raise, borrow, provide or otherwise secure funds in such a manner as the Society may see fit and, in particular, by mortgage or by issue of notes, bonds, debentures, security agreements or otherwise charged upon all or any of the Society's assets or property and to redeem and pay same.
 - 2.6 Do all such things as are incidental or conducive to the attainment of any of the above purposes or for the necessary and proper operation of the Society.
3. If the Society is wound up or dissolved then the funds and assets of the Society remaining after the satisfaction of its debts and liabilities must be given or transferred to such organization or organizations concerned with the social problems or organizations promoting substantially the same purposes of this Society as may be determined by the members of the Society at the time of winding up or dissolution. If effect cannot be given to the aforesaid provisions, then the funds must be given or transferred to some other organization. However, the other organization referred to in this paragraph must be a charitable organization or charity recognized by the Department of National Revenue as being qualified as such under the provisions of the *Income Tax Act of Canada* from time to time in effect. This clause is unalterable.
4. The above purposes of the Society must be carried out without purposes of gain for its members, and any profits or other accretions to the Society must be used for promoting its purposes, and all of the above purposes must be carried out on an exclusively charitable basis. This clause is unalterable.

FORM 3 – SOCIETY ACT

BY-LAWS
of
Vernon Rowing and Dragon Boat Society

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2
BY-LAWS
of
Vernon Rowing and Dragon Boat Society

1. DEFINITIONS

1.0 In these by-laws (including this by-law) the following words and phrases will have the meaning set out below, unless there is something inconsistent in the context.

1.1 **Act** means the *Society Act*, RSBC 1979, c. 390.

1.2 **Annual General Meeting** or **AGM** means a meeting of the members held pursuant to the Act and pursuant to paragraph 4.1 of the by-laws.

1.3 **Directors' Meeting** means a meeting of the directors held pursuant to Article 5 of the by-laws.

1.4 **General Meeting** means a meeting of the members held pursuant to the Act and pursuant to Article 4 of the by-laws.

1.5 **Meeting** means either an annual general meeting or a general meeting or both, as the context may require.

1.6 **Regulations** means the rules and regulations passed pursuant to Article 13 of the by-laws.

1.7 **Special Business** means:

(a) all business at a 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.

1.8 **Special Resolution** means a resolution as defined by the Act.

2. MEMBERSHIP

2.1 *Who.* Membership must consist of members, who are the applicants for incorporation of the Society and those persons who have subsequently become members, in accordance with these by-laws and, in either case have not ceased to be members.

2.2 *Application.* A person may apply to the directors for membership in the Society and that application must disclose an e-mail address for all purposes of the Society and be duly recorded in the Society's Register of Members. On acceptance, the applicant shall be a member. If the person is not a natural person but is otherwise a recognized legal entity, then it may apply to the directors for membership in the Society provided that the legal entity appoints in writing a duly authorized representative and submits to the directors such documents as they may require to establish the validity and identity of such appointment and, on acceptance, shall be a member.

2.3 *Dues Amount.* The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the AGM of the Society.

2.4 *Withdrawal/Expulsion.* A member may terminate her or his membership, without refund of the membership fee, by giving written notice to the President of the Society. Such member may be re-admitted to membership by the directors. The directors may suspend or expel any member for cause. No member shall be suspended or expelled without first having been given an opportunity to be heard by the directors at a Directors' Meeting called for the purpose. Such member must receive 14 days notice of the Directors' Meeting. In case of withdrawal or expulsion of a member, such member shall remain liable for payment to the Association of any arrears of fees or the amounts which the Member may owe to the Association.

2.5 *Loss of good standing.* All members are in good standing except a member who has failed to pay her or his current annual membership dues or any other subscription or debt due and owing by that member to the Society. That member is not in good standing so long as the debt remains unpaid.

2.6 Every member must uphold the Constitution and comply with these by-laws.

3. VOTING

3.1 Each member is entitled to cast one vote at any Meeting of the Society.

3.2 Voting is by show of hands unless three or more members request a secret ballot.

3.3 Voting by proxy is not permitted.

3.4 *Legal entity.* A member who is not a natural person but is otherwise a recognized legal entity may vote by its authorized representative. That authorized representative is entitled to speak and vote, and in all other respects exercise the rights of the member and that authorized

representative must be treated as a member for all purposes with respect to a meeting of the Society.

4. MEETINGS

4.1 The first AGM of the Society must be held not more than 15 months after the date of incorporation and after that an AGM must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding AGM.

4.2 *Calling General Meeting.* General meetings of the Society may be called at any time by the directors. In addition, 10 or more of the members may, at any time, by notice in writing specifying the purpose of the meeting, (such notice to be signed by them and delivered to the Secretary) require the directors to call a general meeting of the Society and the directors must thereupon immediately call a general meeting of the Society.

4.3 General meetings of the Society may be called by written notice to the members mailed, prepaid, or by electronic mail, at least 14 days before the date of the meeting.

4.4 The accidental omission to give notice to, or the non-receipt of the notice of a meeting by any member shall not invalidate proceedings at the meeting.

4.5 *Quorum.* The quorum at all Meetings must be five members at the time when a Meeting proceeds to business but the quorum need not be present throughout the Meeting. In determining if the required quorum of five members are present, the persons present at the start of the meeting must be included.

4.6 *Adjournment.* If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, must be dissolved; in any other case it must 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, those persons present and being members entitled to attend and vote at the meeting must be a quorum.

5. DIRECTORS

5.1 The board of directors must consist of not less than three elected directors.

5.2 At each AGM of the Society, the directors must retire and the election of directors must take place. Retiring directors are eligible for re-election.

5.3 *Vacancy.* Any vacancy on the board of directors may be filled by the remaining directors.

5.4 *Director's removed by directors.* If any director does any one of the following:

(a) resigns his or her office;

(b) without reasonable excuse is absent from three or more directors' meetings; or,

(c) is suspended or expelled from the Society,

then the directors must declare her or his office vacated and may appoint a member as a director in that director's place to hold office until the next AGM.

5.5 *Director's removal by members.* A director may be removed from office by Special Resolution and another director may be elected by resolution of the members to serve during the balance of the term of the removed director.

5.6 *Management.* The management and administration of the affairs of the Society is vested in the directors. In addition to the powers and authorities given by these by-laws or otherwise expressly conferred upon them, the directors may exercise all such powers of the Society and do all such acts and things on its behalf except those acts or things that are required by the Act or by the by-laws to be exercised or done by the Society at a general meeting.

5.7 *Directors' meetings.* The directors must meet at such times and places as they may determine, and may adjourn any meeting at pleasure. The quorum at all directors' meetings must be a majority of votes and, in case of an equality of votes, the chairman must have a second or casting vote. A director may participate in a directors' meeting or of any committee of the directors by means of conference telephone or other communications facilities by means of which all persons participating in the meeting can hear each other and provided that all such persons agree to such participation. A director participating in a directors' meeting in accordance with this paragraph is considered to be present at that meeting and must be counted in a quorum therefore and be entitled to speak and vote at that meeting.

5.8 *Process to initiate a Directors' Meeting.* A director may, and the Secretary upon request of a director must, call a directors' meeting at any time. Notice of such meeting specifying the place, day and hour of such meeting must be mailed, postage prepaid, addressed to each of the directors at his e-mail address as it appears on the books of the Society at least 120 hours before the time fixed for the directors' meeting, or such notice shall be given to each director either personally or by leaving it at his usual business or residential address or by fax or other method of transmitting legibly recorded messages, at least 24 hours before such time. It is not necessary to give notice of a directors' meeting to any director immediately following a general meeting at which such director shall have been elected or of the directors meeting at which such director was appointed.

5.9 *Expenses.* Directors must not be paid for their services as directors, but their expenses on behalf of the Society may be defrayed by the Society with a prior approval of the directors.

5.10 *Written resolution in lieu of Directors' Meeting.* Any resolution of the directors signed by all of the directors has the same force and effect as if duly passed at a directors' meeting held for that purpose.

5.11 *Committees.* Directors have the discretion to delegate any, but not all, of their powers to a committee or committees provided at least one director is a member of the committee. The committee formed in the exercise of the delegated power must conform to any rules that

may from time to time be imposed on it by the directors and must report any act or thing done in the exercise of the delegated power to the earliest directors' meeting to be held next after the exercise occurred. Any committee member may be removed by the directors.

5.12 *Indemnity.* Subject to the *Society Act*, every director or officer on behalf of the Society and that person's heirs, executors and administrators (any one of whom is hereinafter called the "Agent") who has undertaken or is about to undertake any liability on behalf of the Society must, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Society from and against the following: all costs, charges and expenses which the Agent sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the Agent or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the agent in or about the execution of the duties of the office of director or in respect of any such liability. This indemnification must not, however, apply to those costs, charges or expenses as are caused by the Agent's own willful neglect or default.

6. OFFICERS

6.1 The directors must meet as soon as possible following each AGM and must elect from amongst the directors, the officers set out below together with such additional officers as the directors may, in their discretion, decide.

6.2 A President, who must:

- (a) preside at all meetings and directors' meetings of the Society;
- (b) be the chief executive officer of the Society; and,
- (c) supervise the other officers in the execution of their duties.

6.3 A Secretary who must:

- (a) conduct the correspondence of the Society;
- (b) issue notice of meetings of the Society and of the directors;
- (c) keep minutes of all meetings of the Society and of the directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer; and,
- (e) have custody of the common seal, if any, of the Society;
- (f) maintain the register of members.

6.4 A Treasurer who must:

(a) keep the financial records, including books of account, necessary to comply with the Act; and,

(b) render financial statements to the directors, members and others when required.

all of whom must hold office until the next AGM and must perform such other duties as may be assigned by the directors.

7. ACCOUNTS

7.1 The directors must cause true accounts to be kept of:

(a) all sums of money received and expended and the matters in respect of which the receipts and expenditures took place;

(b) assets and liabilities;

(c) all other transactions affecting the financial position of the Society.

7.2 The directors must present to the members of the Society at each AGM the financial statements showing income and expenditures of the Society during the preceding fiscal year.

7.3 The fiscal year of the Society must terminate at such time as the directors determine.

7.4 *Financial Records.* The accounts and books of the Society must be examined at least once in every year and their correctness ascertained by any two directors to be appointed at each AGM. The appointed directors must certify the correctness or otherwise of the Society's accounts as presented to each AGM of the Society.

8. BORROWING

8.1 The directors may, subject to the Act, exercise all the powers of the Society to borrow or raise or secure the payment of money, in such manner and form, at such time or times in such amounts and upon such terms as they think fit.

9. SEAL

9.1 The seal of the Society, if any, must be under the custody of the directors and must not be affixed to any document except by authority of a Directors' Resolution of the Board and in the presence of those officers, directors or persons as may be prescribed by that resolution, and those persons to sign the document to which the seal of the Society is so affixed. The resolution may waive affixing of the seal and authorize due execution of any document to be evidenced by the signature(s) of those person(s) designated by the directors' resolution.

10. ALTERATIONS OF BY-LAWS

10.1 These by-laws may be amended by a Special Resolution of the Society.

11. RECORDS

11.1 The directors must from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts, books and

records of the Society or any of them must be opened to the inspection of members not being directors.

12. MINUTES

12.1 The Secretary or some other officer specially charged by the directors with that duty must maintain and have charge of the minute books of the Society and must record or cause to be recorded therein minutes of proceedings of all meetings of members and directors.

13. NOTICE

13.1 A notice may be given to a member, either personally or by mail to the member at the member's recorded address recorded in the Society's Register of Members or by e-mail at the e-mail address recorded in the Society's Register of Members.

13.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle. A notice sent by e-mail is deemed to have been given five minutes after the date and time of sending.

13.3 Notice of a general meeting must be given to every member shown on the Society's Register of Members on the day notice is given. However, no other person is entitled to receive a notice of a general meeting.

14. REGULATIONS

14.1 The regulations of the Society, if any, shall be those which are deposited with the Secretary on the date of filing the application for incorporation of the Society. Thereafter, the directors have the discretion to amend the regulations or make further regulations that are not inconsistent with the Constitution and these by-laws.

DATED the 10th day of January, 2014, at the City of Vernon, Province of British Columbia,





SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of

- [x] a special resolution* passed
[] an ordinary resolution
[] a directors' resolution

in accordance with the by-laws of the Society on the 25 day of March 2015

"RESOLVED

See attached Schedule "A".

I CERTIFY THIS IS A COPY OF A DOCUMENT FILED ON

MAY 27 2015

[Signature]

CAROL PREST REGISTRAR OF COMPANIES PROVINCE OF BRITISH COLUMBIA

Dated this 2 day of April 2015

Vernon Rowing and Dragon Boat Club

(Name of Society)

by [Signature]

(Signature)

Jeanne Bayon

Director

(Relationship to Society)

* Strike out words which do not apply.

(Note - (a) No special resolution has effect until accepted by the Registrar of Companies.

(b) Send, in duplicate, to the Registrar of Companies.

Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

Location Address: 200 - 940 Blanshard Street, Victoria BC V8W 3E6 together with applicable fee. Telephone number: 1 877 526-1526.]

Filing Fee: \$50.

Additional information and forms are available on the Internet at: www.bcregistryservices.gov.bc.ca

Freedom of Information and Protection of Privacy Act (FOIPPA):

Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

SCHEDULE "A"

RESOLUTION 1

To add the following by-law to Section 2 (Membership)

2.7 An individual who has paid the annual membership fee and has fulfilled the conditions of membership will be classed as a member in good standing of the Society.

Conditions of Membership: (a) signing a VRDBC waiver for the current year.

(b) registering with Rowing Canada Aviron (active rowing participants).

Membership Fees: (a) the amount of the annual membership fees shall be determined by the Directors.

(b) Membership period is April 1- March 31.

RESOLUTION 2

To change the wording of by-law 3.1 in Section 3 (Voting) 3.1:

(a) each member in good standing is entitled to cast one vote at any Meeting of the Society.

RESOLUTION 3

To change the wording of by-law 4.5 in Section 4 (Meetings) 4.5:

(a) The quorum at an AGM shall be 5 members at the time when the Meeting is called to order, and the quorum of members shall be present throughout the Meeting. The quorum for a General Meeting shall be 20 members at the time when the Meeting is called to order, and the quorum of members shall be present throughout the Meeting.

RESOLUTION 4

To add the following by-law to Section 4 (Meetings) 4.7:

(a) To pass a resolution at a General Meeting, 75% of members present must vote in favour of the resolution.

RESOLUTION 5

To change the wording of by-law 5.2 (Directors) 5.2:

(a) At the AGM all Directors shall retire from office at the end of a two year term. Only half of the Directors will retire from office in a year. If for any reason a Director leaves the position prior to completion of the term, a successor shall be elected at the annual general meeting for the balance of that term.

RESOLUTION 6

To add the following by-law 5.13 to Section 5 (Directors) 5.13:

(a) In each year the Board shall establish a nominating committee consisting of three (3) members in good standing, and such nominating committee shall nominate a list of candidates for the Directors of the Society. Any member may request from the Society the list of candidates

put forward by the nominating committee. Other members may be nominated by any other two (2) members in good standing, provided that such nominations are in writing, and contain the written consent of the nominee.

RESOLUTION 7

To change the wording of by-law 8.1 in Section 8 (Borrowing) 8.1:

(a) The directors may, subject to the Act, exercise all the powers of the Society to borrow or raise or secure the payment of money, in such a manner or form, at such time or times, limited to a maximum amount of \$5000, upon such terms as they think fit. If the amount exceeds \$5000, the directors must call a General Meeting in order to borrow such moneys.