

TABOR MOUNTAIN RECREATION SOCIETY

CONSTITUTION AND BYLAWS

CONSTITUTION

1. The name of the society is the TABOR MOUNTAIN RECREATION SOCIETY, hereinafter referred to as the Society.
2. The purpose of the Society is:
The Society will represent a unified voice and create a strategy for motorized and non-motorized users in the development and maintenance of the recreational, tourism, and commercial use of Tabor Mountain. The Society will develop and maintain a trail system on Tabor Mountain while preserving the environment and ecosystem of Tabor Mountain.
3. On the dissolution of the Society and after payment of all debts and liabilities, the remaining assets of the Society shall be distributed to such charitable British Columbia organization as may be decided by the members aforesaid.
4. The Society states within this Constitution, Article 3 is considered unalterable.

BYLAWS

Part 1 — INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires,
 - a. "Directors" means the directors of the society for the time being;
 - b. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c. "Registered address" of a member means his address as recorded in the register of members.
 - d. "Directors" – a Director of the Society is defined as the appointed representative of an Association or Group Member, Commercial or Corporate Member, or an Individual as defined under part 2 of the Bylaws.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- (3) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 — MEMBERSHIP

2. The members of the society are the applicants for incorporation of the society, and those persons or groups who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
3. Categories of Membership in the Society shall be designated as follows:
 - a. **Association or Group Member**
Associations or not-for-profit group or organization, with an interest in the purpose of the Society, may apply for membership and shall have one vote exercised through a delegate to the Society, who shall be called a director. This delegate shall be named by the association or Group with a letter of accreditation sent to the Society.
 - b. **Commercial or corporate Member**
Any business, commercial or corporate entity with an interest in the purpose of the Society may apply for membership and may be entitled to have one vote as per Part 6.26.3 of our bylaws. This delegate shall be named by a commercial or corporate entity with a letter of accreditation sent to the Society.

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c. Friends of Tabor Mountain

Any individual who has an interest in the objectives of the society will become a member of "Friends of Tabor Mountain". This group at the AGM shall elect one person from their members to serve as a voting director.

4. Every member must uphold the constitution and comply with these bylaws.
5. 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 annual general meeting of the society.
6. Membership year shall be January 1st to December 31st.
 - a. 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 annual general meeting of the society.
 - b. Membership year shall be January 1st to December 31st.
7. A person, group or corporation ceases to be a member of the society by;
 - a. Delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - b. On his or her death or in the case of a corporation on dissolution; on being expelled; or
 - c. On having been a member not in good standing for 12 consecutive months.
8. A member may be expelled by;
 - a. A special resolution of the members passed at a general meeting.
 - b. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - c. The person, group or corporation who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

Part 3 ---Voting:

10. As per the Society Act of BC a voting member of a society has only one vote.
 - a. An association or Group member shall have one vote through their authorized delegate
 - b. A commercial or corporate member shall have a vote as per Part 6.26.3 of our bylaws.

Part 4 — MEETING OF MEMBERS

11. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide. All meeting of the Society shall be conducted under the

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Roberts Rules of Order.

12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The directors may, when they think fit, convene an extraordinary general meeting.
14. (1) Notice of a general meeting shall specify the place, day, and hour of meeting and in case of special business, the general nature of that business.
(2) 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 that meeting.
15. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 5 —PROCEEDINGS AT GENERAL MEETINGS

16. Special business is
 - a. All business at an extraordinary general meeting except the adoption of rules of order; and
 - b. All business 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. the other business that, under these bylaws, 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.
17. (1) No business, other than the election of a chair and the adjournment or termination of the meeting, must be conducted at a general meeting at a time when a quorum is not present.
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
(3) A quorum is 50% plus one of the elected directors or a greater number that the members may determine at a general meeting.
18. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated; but in any other case, it must stand adjourned to the same day in the next week, at the same time and place,

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and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

19. Subject to bylaw 18 the President of the society, the Vice-President or in the absence of both, one of the other directors present, must preside as Chair of a general meeting.
20. If at a general meeting
 - a. There is no President, Vice-President or other director present within 15 minutes after the time appointed for holding the meeting; or
 - b. The President and all the other directors present are unwilling to act as Chair, the members present must choose one of their number to be the Chair.
21. (1) A general meeting may be adjourned from time to time and from place to place, but no business must be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
22. (1) A resolution proposed at a meeting need not be seconded and the chairman of a meeting may move or propose a resolution.
(2) In case of a tie vote, the chairman does not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution does not pass.
23. (1) A member in good standing present at a meeting of members is entitled to one vote.
(2) Voting is by show of hands.
(3) Voting by proxy is not permitted.
24. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 6 — DIRECTORS AND OFFICERS

25. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
 - a. All laws affecting the society;
 - b. These bylaws; and
 - c. rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

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(2) No rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

(3) A Director of a society must

- a. Act honestly and in good faith and in the best interest of the society,
- b. Exercise the care, diligence and skill of a reasonable prudent person in exercising the powers and performing the functions as a director

26. (1) From the directors, The President, Vice-President, Secretary, Treasurer, and one or more other persons are elected and shall be called the executive committee of the society. The executive committee shall hold office of a period of two years. Thereafter the term of the executive shall be two years on a staggered term as determined by the directors.

(2) When the membership groups change their delegates (directors) the new delegates (directors) shall have a letter of accreditation sent to the society.

(3) The number of Commercial or corporate members elected to the Board of Directors shall not exceed three.

27 (1) The directors may delegate any, but not all, of their powers to committees.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors and must report every act or thing done in exercise of those powers in the earliest meeting of the directors to be held next after the act or thing has been done

28. The members of a committee may meet and adjourn as they think proper.

29 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

30 A director of a society who is, directly or indirectly, interested in a proposed contract or transaction with the society must disclose fully and promptly the nature and extent of the interest to each of the other directors and shall follow the guidelines of the BC Society Act section 28 (Accountability) and 29 (Validity of contracts).

PART 7 ANNUAL GENERAL MEETING

31. Special Business is:

- a. All business transacted at an annual general meeting, except, the adoption of rules of order;
- b. All business transacted at an annual general meeting, except,
- c. The consideration of the financial statements;
- d. The report of the directors;
- e. The report of the auditor;
- f. The appointment of the auditor, if required; and
- g. The other business that, under these bylaws, ought to be transacted at an annual

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general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

32. In order to be a voting member club, the club must have been a member in good standing for a period of not less than 3 months immediately preceding the day on which the meeting is held.
33. Voting is by show of hands or secret ballot
34. A quorum for the annual general meeting of members shall be 50% plus one of the elected directors including the director for Friends of Tabor Mountain.

Part 8 — DUTIES OF OFFICERS

35. The President presides at all meetings of the society.
(2) The President is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
36. The Vice-President must carry out the duties of the President during his absence.
37. The secretary must do the following:
 - a. Conduct the correspondence of the society;
 - b. Issue notices of meetings of the society and directors;
 - c. Keep minutes of all meetings of the society and directors;
 - d. Have custody of all records and documents of the society except those required to be kept by the treasurer;
 - e. Have custody of the common seal of the society if applicable
 - f. Maintain the register of members.
38. The treasurer must
 - a. keep the financial records, including books of account, necessary to comply with the Society Act; and
 - b. Render financial statements to the directors, members and others when required.
39. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
40. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
41. Disclosure of interest: A director of a society who is, directly or indirectly, interested in a proposed contract or transaction with the society must disclose fully and promptly the nature and extent of the interest to each of the other directors and shall follow the guidelines of the Society Act section 28 and 29.

Part 9 — SEAL

42. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
43. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 10 — BORROWING

44. 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 foregoing, by the issue of debentures.
45. No debenture must be issued without the sanction of a special resolution.
46. 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 11 —AUDITOR

47. This Part applies only where the society is required or has resolved to have an auditor.
48. The first auditor must be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
49. At each annual general meeting the society must appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
50. An auditor may be removed by ordinary resolution.
51. An auditor must be promptly informed in writing of appointment or removal.
52. No director and no employee of the society must be auditor.
53. The auditor may attend general meetings.

Part 12 —NOTICES TO MEMBERS

54. (1)A notice may be given to a member, either personally or by E- mail.
(2) All members must be given two weeks notice of AGM by public communication.

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55. Notice of a general meeting must be given to
- (1) Every member shown on the register of members on the day notice is given; and
 - (2) The auditor, if Part 10 applies.
 - (3) No other person is entitled to receive a notice of general meeting.

Part 13 – Bylaws

56. On being admitting to membership, each member is entitled to and the society must give on request without charge, a copy of the constitution and bylaws of the society.
57. Additions thereto or deletions there from these Bylaws may only be passed at the Annual General Meeting or Special General Meeting by Special resolution.
58. Notice of motion to amend must be presented to the executive at least 60 days in advance of such a meeting.
59. The executive shall place cause and notice to amend before the Members at least 30 days in advance of such a meeting.
60. All Special Resolutions to amend shall require a 75% majority of the voting Members present at such meetings.

PART 14 – STANDING COMMITTEES OF THE SOCIETY

61. The executive may as the need arises and at its discretion, establish a Standing Committee.
62. The executive may disband a Standing Committee.
63. The Standing Committee shall Report to the executive at each general meeting.
64. The objectives of the Standing committee shall be determined by the executive.

PART 15 - INSPECTIONS OF BOOKS AND RECORDS

65. The books and records of the Society shall be open to inspection by Directors and Members in good standing at its meetings and upon written request to the Officers having custody of the records and such Officer shall appoint a time and place for further inspection.

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APPENDIX ONE

HISTORICAL ASSETS TABOR MOUNTAIN

It is recognized that the establishment of Tabor Mountain as recreation site will encompass assets, including extensive historical trails and structures. The rights, control and access to the various societies' trails and structures, are considered to be, and recognized by the Tabor Mountain Recreation Society (TMRS), as assets.

It is acknowledged that Tabor Mountain Recreation Society is a consortium of various user groups who have an interest on Tabor Mountain and each group has representation in the Society and will work collaboratively in the best interests of the Society.

As a whole the Tabor Mountain Recreation Society will not in bad faith, cause or contribute to the loss of those assets, or the loss of enjoyment of those assets, that existed before the formation of the Tabor Mountain Recreation Society, or during the tenure of the Tabor Mountain Recreation Society cause or allow disruption of the historical assets enjoyed by those societies that enjoy assets inside the Tabor Mountain Recreation Society land base before the Tabor Mountain Recreation Society was created.

On the dissolution of the society and after payment of all debts and liabilities, the Tabor Mountain Recreation Society shall return the remaining assets of the society to the societies that had claim to the assets before the creation of the Tabor Mountain Recreation Society.

We the Tabor Mountain Recreation Society recognized that the Prince George Snowmobile Club (PGSC) has a lease land agreement on Tabor Mountain before Tabor Mountain Recreation Society was created and on said land the Prince George Snowmobile Club has a clubhouse and a campsite on leased land, and existing cabin known as the Yamaha Cabin on the trail system. Tabor Mountain Recreation Society recognizes that the above lease land and assets are the sole property of the Prince George Snowmobile Club.