

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the Society is ANARCHIST MOUNTAIN COMMUNITY SOCIETY.
2. The purposes of the Society are:
 - (a) uniting all persons interested in the conservation of natural environment of the Anarchist Mountain area;
 - (b) acting as an advisory body to monitor, comment upon and recommend short and long-term goals for the overall future of the community of Anarchist Mountain, sensitive ecosystems within the Anarchist Mountain area and any commercial development that may be considered in the Anarchist Mountain area;
 - (c) discussing with and making recommendations to developers, local government, the provincial government or federal authorities on matters that affect members of the society, residents of the Anarchist Mountain area, or any person with an interest in the Anarchist Mountain area;
 - (d) participating in educating the public and acting as a forum for discussion and debate on issues affecting the Anarchist Mountain area with respect to the stewardship and conservation of sensitive areas and to encourage the sustainability of the biodiversity of the Anarchist Mountain area;
 - (e) other such complementary purposes not inconsistent with these purposes.
3. The purpose of the Society shall be carried on without purpose of gain for its members, and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.
4. In the event of the winding-up or dissolution of the Society, all the funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations having purposes similar to the purposes of this Society as may be determined by its members at the time of winding-up or dissolution and if effect cannot be given to the aforesaid provision, such funds and assets shall be given or transferred to such other organization or organizations as may be so determined by such members; provided in any case that to qualify as an organization eligible to receive any funds or

assets of the Society, such organization must be a registered charity under provisions of the *Income Tax Act* or a department or agency of the federal or provincial government.

5. Paragraphs 3 and 4 of this Constitution are unalterable.

BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other 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) "general meeting" means a meeting of the members of the Society;
- (c) "registered address" of a member means his address as recorded in the register of members.
- (d) "*Society Act*" means the *Society Act* of British Columbia from time to time in force and all amendments to it.

1.2 The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

1.3 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

2.1 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members in accordance with these Bylaws and, in either case, have not ceased to be members.

2.2 A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.

2.3 Every member shall uphold the Constitution and comply with these Bylaws.

2.4 The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined from time to time at the annual general meeting.

2.5 A person shall cease to be a member of the Society:

- (a) by delivering his resignation in writing to the secretary or by mailing or delivering it to the address of the Society;
- (b) on his death, or in the case of a corporation on its dissolution;
- (c) on being expelled in the manner provided by these Bylaws; or
- (d) on having been a member not in good standing for 12 consecutive months.

2.6 A member may be expelled by a resolution of the directors passed at a directors meeting, whereupon such member shall cease to be in good standing.

2.7 The directors must provide the person who is the subject of the proposed expulsion with a brief statement of the reasons for the proposed expulsion and an invitation to attend the directors meeting.

2.8 The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the directors meeting before the resolution is put to a vote.

2.9 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 - MEETINGS OF MEMBERS

3.1 General meetings shall be held at such time and place, in accordance with the *Society Act*, as the directors from time to time decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The directors may, when they think fit, and shall when requisitioned in accordance with the *Society Act*, convene an extraordinary general meeting.

3.4 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.

3.5 The accidental omission to give notice of a general 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.

3.6 The first annual general meeting shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall 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.

3.7 General meetings may be conducted in whole or in part using various communication methods, as the directors may determine, and may be, without limitation, in person, by teleconference calls and by webcast.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 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 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

such other business as, 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.

4.2 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.3 If at any time during a general meeting there ceases to be a quorum present, any business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 A quorum is 25% of the members present or such greater number as the members may determine at a general meeting.

4.5 If within 30 minutes after the time appointed for a general meeting a quorum is not present the meeting, if convened on the requisition of members, shall be terminated; but in any other case it shall 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 after the time appointed for the meeting the members present shall constitute a quorum.

4.6 Subject as herein provided the president or, in his absence, the vice president, or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.

4.7 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 shall choose one of their number to be chair.

4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.10 Except as otherwise provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.11 No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

4.12 In case of an equality of votes the chair may have a second or casting vote in addition to the vote to which he may be entitled as a member.

4.13 Every member in good standing present at a general meeting is entitled to one vote.

4.14 Voting is by show of hands.

4.15 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 shall be reckoned as a member for all purposes with respect to a meeting of the Society.

4.16 Every member of the Society, including a corporation that is a member, entitled to vote at a meeting of members of the Society may, by proxy, appoint one or more (but not more than five) proxy holders to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

4.17 A member may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

4.18 A person must not be appointed as a proxy holder unless the person is a member, although a person who is not a member may be appointed as a proxy holder if:

- (a) the person appointing the proxy holder is a corporation;
- (b) the Society has at the time of the meeting for which the proxy holder is to be appointed only one member entitled to vote at the meeting; or
- (c) the members present in person or by proxy at and entitled to vote at the meeting for which the proxy holder is to be appointed, by a resolution on which the proxy holder is not entitled to vote but in respect of which the proxy holder is to be counted in the quorum, permit the proxy holder to attend and vote at the meeting.

4.19 A proxy for a meeting of members must:

- (a) be received at the registered office of the Society or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting; or
- (b) unless the notice provides otherwise, be provided, at the meeting, to the chair of the meeting or to a person designated by the chair of the meeting.

A proxy may be sent to the Society by written instrument, fax or any other method of transmitting legibly recorded messages.

4.21 A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the member giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

- (a) at the registered office of the Society, at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or
- (b) by the chair of the meeting, before the vote is taken.

4.22 A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

<p>ANARCHIST MOUNTAIN COMMUNITY SOCIETY</p> <p>(the “Society”)</p> <p>The undersigned, being a member of the Society, hereby appoints [name] or, failing that person, [name], as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of members of the Society to be held on [month, day, year] and at any adjournment of that meeting.</p> <p style="text-align: right; margin-right: 20%;">Signed [month, day, year]</p> <hr style="width: 50%; margin-left: auto; margin-right: 0;"/> <p style="text-align: right; margin-right: 20%;">[Signature of member]</p> <hr style="width: 50%; margin-left: auto; margin-right: 0;"/> <p style="text-align: right; margin-right: 20%;">[Name of member—printed]</p>
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4.23 Subject to Paragraph 4.24, every proxy may be revoked by an instrument in writing that is:

- (a) received at the registered office of the Society at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or
- (b) provided, at the meeting, to the chair of the meeting.

4.24 An instrument referred to in Paragraph 4.23 must be signed as follows:

- (a) if the member for whom the proxy holder is appointed is an individual, the instrument must be signed by the member or his or her legal personal representative or trustee in bankruptcy;
- (b) if the member for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative of the corporation.

4.25 The chair of any meeting of members may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

PART 5 - DIRECTORS AND OFFICERS

5.1 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) such rules, not being inconsistent with these Bylaws, as are made from time to time by the Society in general meeting.

5.2 No rule made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.3 The president, vice president, secretary and treasurer shall be elected by resolution of the directors from among their number and may be removed and replaced by resolution of the directors.

5.4 The number of directors shall be six or such greater number as may be determined from time to time at a general meeting.

5.5 The directors shall retire from office at each annual general meeting when the members shall elect their successors to hold office until the next following annual general meeting. A retiring director is eligible for re-election.

5.6 A separate election shall be held for each director to be elected.

5.7 An election may be by acclamation but otherwise shall be by ballot.

5.8 If no successor is elected the person previously elected or appointed continues to hold office.

5.9 The remaining directors may at any time and from time to time appoint a person as a director to fill a vacancy in their number, and a director so appointed holds office until the next following annual general meeting (but is eligible for re-election).

5.10 No act or proceeding of the directors is invalid by reason only of there being less than the prescribed number of directors in office.

5.11 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

5.12 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses reasonably incurred by him while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

6.1 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

6.2 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be four of the directors.

6.3 The president shall be chair of all meetings of the directors, but if the president is not present within 30 minutes after the time appointed for holding the meeting the vice president shall act as chair; and if neither is present the directors present may choose one of their number to be chair at that meeting.

6.4 A director may at any time, and the secretary on the request of a director shall, convene a meeting of the directors.

6.5 If a director is unable to attend a meeting of the directors, such director may designate an alternate to attend in his place, such designation to remain in effect for as long as the director making the designation so determines.

6.5 The directors may from time to time establish and delegate any of their powers to committees each consisting of one or more directors and such other person or persons (if any) as the directors think fit.

6.6 A committee shall, in the exercise of the powers delegated to it, conform to any rules imposed on it by the directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the directors to be held after it has been done.

6.7 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.

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

6.9 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.10 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, facsimile, or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meeting of directors need be sent to that director; and
- (b) any and all meetings of the directors, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

6.11 Questions arising at a meeting of the directors and at a meeting of any committee shall be decided by a majority of votes.

6.12 In case of an equality of votes the chair shall not have a second or casting vote in addition to the vote to which he may be entitled as a director, and the proposed resolution shall not pass.

6.13 No resolution proposed at a meeting of directors or at a meeting of any committee need be seconded and the chair of a meeting may move or propose a resolution.

6.14 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

PART 7 - DUTIES OF OFFICERS

7.1 The president shall, subject to these Bylaws, preside at all general meetings and all meetings of the directors.

7.2 The president shall supervise the other officers in the execution of their duties.

7.3 The vice president shall carry out the duties of the president during the absence of the president.

7.4 The secretary shall:

- (a) conduct the correspondence of the Society;
- (b) issue notices of general meetings and meetings of the directors;
- (c) keep minutes of all general meetings and meetings of the 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 (if any) of the Society; and
- (f) maintain the register of members.

7.5 The treasurer shall:

- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act; and
- (b) render financial statements to the directors, members and others when required.

7.6 The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

7.7 If the secretary is absent from a meeting the directors shall appoint another person to act as secretary at the meeting.

PART 8 - SEAL

8.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

8.2 The common seal shall 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 9 - BORROWING

9.1 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 such manner as they decide, and in particular but without limiting the foregoing by the issue of debentures.

9.2 No debenture shall be issued without the sanction of a special resolution.

9.3 The members may by special resolution restrict the borrowing powers of the directors, but any restriction so imposed expires at the next annual general meeting.

PART 10 - AUDITOR

10.1 This Part applies only where the Society is required or has resolved to have an auditor.

10.2 The first auditor shall be appointed by the directors, who shall also fill all vacancies occurring in the office of auditor.

10.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-appointed or his successor is appointed at the next annual general meeting.

10.4 An auditor may be removed by ordinary resolution.

10.5 An auditor shall be promptly informed in writing of his appointment or removal.

10.6 No director and no employee of the Society shall be auditor.

10.7 The auditor has the right to attend general meetings.

PART 11 - NOTICES

11.1 A notice may be given to a member either personally or by prepaid mail addressed to him at his registered address.

11.2 A notice sent by mail shall be deemed to have been given on the second day following that 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, postage prepaid.

11.3 Notice of a general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 10 applies.

11.4 No other person is entitled to receive notices of general meetings.

PART 12 - BYLAWS

12.1 On being admitted to membership each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and these Bylaws.

12.2 These Bylaws shall not be altered or added to except by special resolution or as otherwise provided in the Society Act.

DATED the __ day of _____, 2007.

Witness(es):

Signature: _____

Print Full Name: _____

Resident Address: _____

Applicant for Incorporation:



Witness(es):

Signature: _____

Print Full Name: _____

Resident Address: _____

Applicant for Incorporation:



Witness(es):

Signature: _____

Print Full Name: _____

Resident Address: _____

Applicant for Incorporation:



Witness(es):

Signature: _____

Applicant for Incorporation:

Print Full Name: _____

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Signature: _____

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Applicant for Incorporation:



Applicant for Incorporation:

