

SPECIAL RESOLUTION A

*THAT ARTICLE 2 OF THE CONSTITUTION BE RESCINDED AND REPLACED WITH THE
FOLLOWING:*

CAMP KOOLAREE SOCIETY

CONSTITUTION

1. The name of the Society is CAMP KOOLAREE SOCIETY

2. The purposes of the Society are:
 - a) To administer, operate and maintain the camping facility known as Camp Koolaree,
 - b) To provide adequate camping facilities and supervised programs for people of all ages to enjoy recreation in an outdoor Christian ministry environment and fellowship within a Christian context;
 - c) To provide retreat, conference and cultural programs to enable people to experience nurturing fellowship, to grow in the understanding of one another and of God;
 - d) To provide facilities for church and community groups to hold retreats, conferences, educational and cultural events;

 - e) To administer Camp Koolaree without purpose of gain for the members of the Society, and to ensure that any profits or other accretions to Camp Koolaree shall be used for promoting the purposes of the Society.

SPECIAL RESOLUTION B

THAT THE BYLAWS BE RESCINDED, AND REPLACED WITH THE FOLLOWING:

CAMP KOOLAREE SOCIETY

BYLAWS

The bylaws of the Society are those set out in the Model Bylaws Societies Regulation 2015 Schedule 1, with the following variations, deletions and additions:

PART 1 – INTERPRETATION

Definitions

1.1 In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time.

“BC Conference” means British Columbia Conference of the United Church of Canada or its successor

“Supervising Conference”- for the purposes of these bylaws, “Supervising Conference” means BC Conference of the United Church of Canada and any successor body. BC Conference may make a Decision to delegate this duty to another Court of the United Church of Canada.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

United Church of Canada policy apply

1.4 The Society, and any and all subsidiary bodies, shall be organized and supervised according to The Manual of The United Church of Canada.

1.5 The Society, and any and all subsidiary bodies, shall adhere, at all times, to the applicable policies, standards, and regulations of The United Church of Canada made by the General Council from time to time or its Executive and the BC Conference or its Executive.

1.6 A resolution to amend the constitution or bylaws is subject to written consent from B.C. Conference and the administrative approval of the General Council. B.C. Conference and the General Council shall make a Decision, and if approved give written notice of its Decision within 30 days of receipt of a request by the Society for a Decision before the creation of, or changes to articles of incorporation, constitution, and bylaws of the Society may be enacted by the Society.

PART 2 — MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application, with full voting rights taking effect 30 days after acceptance.

2.2 A majority of the members must be persons who are not members of the board of governance, or members of or delegates to the board of governance of the BC Conference.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws and applicable regulations of The United Church of Canada and the B.C. Conference.

Amount of membership dues

2.4 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.6 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.6 A person's membership in the Society is terminated:

- a) by 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,
- c) on being expelled, or
- d) on having been a member not in good standing for 6 consecutive months.

2.7 The following conditions must be met for a member to be expelled:

- a) A member may be expelled by a special resolution of the members passed at a general meeting.
- b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- c) The person 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.

PART 3 – GENERAL MEETINGS OF MEMBERS (no changes from Model Bylaws)

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,

- (ii) the vice-president, if the president is unable to preside as the chair, or
- (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a

general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
 - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors, the majority of which must be members or adherents of the United Church of Canada

4.2 The Executive Secretary of BC Conference shall be ex officio a corresponding Member of the Board of the Society. In this capacity the Executive Secretary shall receive notices and minutes of all meetings; and shall have the right to attend all meetings as a non-voting member. The Executive Secretary shall not be part of the quorum of any meeting. The Executive Secretary may appoint another person to represent her or him.

Election or appointment of directors

4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, removal, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removal of a Director

4.6 A director may be removed from the Board of Directors by a majority vote of all the other directors in a motion made at a board meeting, subject to the following conditions:

- a) The minutes of the meeting must include a brief statement of the reasons for the removal.
- b) If requested, the person who is the subject of the removal from the Board must be allowed a special resolution for reinstatement to be voted on by the members at a special meeting of the members, and be given an opportunity to be heard at this special meeting of the members.

PART 5 – DIRECTORS' MEETINGS(no changes from Model Bylaws)

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

6.2 The Society must forthwith notify the B.C. Conference of the names of all those elected or appointed as directors. The B.C. Conference has the right to consent to or reject the election or appointment within 14 days after being notified, but such consent must not be unreasonably withheld. If the B.C. Conference does not reply to the Society within 14 days, it is deemed to have consented to the election or appointment.

Directors at large

6.3 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.5 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- (f) send to supervising conference copies of the:
 - i. Board's annual report on the Society's activities and any reports to which reference is made or provided with the annual report,
 - ii. financial statements, which must be audited or independently reviewed by a qualified person,
 - iii. annual budget, as approved at the AGM,
 - iv. minutes of the AGM, and any reports presented,
 - v. copies of all reports, returns, licenses, correspondence and other documents sent to or received from federal, provincial, regional or local governments and their agents,
 - vi. Society's insurance policy, which must include fire, comprehensive liability and such other insurable items in such amounts as B.C. Conference may require, with the naming of The United Church of Canada as additional insured,
 - vii. list of the Society's directors and officers.

Absence of secretary from meeting

6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY (no changes from Model Bylaws)

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – DISSOLUTION

Dissolution

8.1 The Society must forthwith notify The United Church of Canada and the B.C. Conference of The United Church of Canada in writing of the commencement of any proceedings that may result in the winding-up or dissolution of the Society.

8.2 In the event of the dissolution of The Camp Koolaree Society or in the event of Camp Koolaree ceasing to function, all funds or assets remaining after payment of debts shall be vested in and transferred to, or to the order of, The United Church of Canada.

PART 9 — BORROWING AND FINANCE

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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

9.2 The Society must not become indebted for an amount greater than may be prescribed by the B.C. Conference without its prior written approval.

Property

9.3 The Society must not sell, transfer, mortgage, purchase or lease real property without the prior written consent of the B.C. Conference.

Financial Restrictions

9.4 The Society must pay to the B.C. Conference any amount assessed by the latter to support Camp Koolaree's operations.

9.5 The Society must notify the B.C. Conference of capital fundraising initiatives, and fundraising appeals that affect or may affect other parts of The United Church of Canada, and the B.C. Conference

may consent to or reject such initiatives or appeals. Such consent must not be unreasonably withheld, and if the B.C. Conference does not reply to such notice within 14 days after receiving it, it is deemed to have consented.

9.6 BC Conference shall make a Decision, and if approved give written notice of its Decision within 30 days of receipt of a request by the Society for a Decision before any of the following may be enacted by the Society:

- a) Acceptable levels of insurance coverage.
- b) Capital fundraising initiatives and appeals affecting other parts of The United Church of Canada.
- c) Prescribed limits of indebtedness.
- d) Any sale, transfer, mortgaging, acquisition, or leasing of real property.
- e) Any proceedings that might result in the voluntary winding up of the Society.