



SOCIETY ACT

COPY OF RESOLUTION

- The following is a copy of
[] a special resolution* passed
[!] an ordinary resolution
[] a directors' resolution

in accordance with the by-laws of the Society on the 29 day of November 2016
(Day) (Month) (Year)

"RESOLVED

That the existing Constitution and Bylaws be replaced with the accompanying Constitution and Bylaws marking the transition to the NEW Societies Act (November 28, 2016) as directed by the Registrar of companies & Royal Assent to Bill 24 passed May 15, 2015.

Dated this 29 day of November 2016
(Day) (Month) (Year)

Crofton Community Centre Society

by Rick Shay (Signature) President (Relationship to Society)

* Strike out words which do not apply.
[Note- (a) Nospecial 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 V5W 9V3.

Crofton Community Centre Society

Constitution :- (As Filed for Transition to Societies Act February 24, 2017)

(Society Act Certificate of Incorporation No.S0003907)

1. The Purposes of the Society are:-
 - (a) To own one or more long term Adult low-rental housing projects for “The Poor” to benefit the citizens of Crofton for the purpose of relief of wellbeing and poverty in the community, “The Poor” as defined by the Province of British Columbia (where such definition is required).
 - (b) To own “The Crofton Community Centre” and operate it by renting space to the adult public at large on a 1st come 1st served basis.
 - (c) To sell, improve, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Society and to sell or dispose of the undertaking of the Society or any part thereof, except that in the case of buildings or real estate, approval of three quarters (3/4) of the members present must be obtained at a General meeting, advertised 30 days prior to the date of such meeting.

CROFTON COMMUNITY CENTRE SOCIETY

BY-LAWS

MEMBERSHIP

1. The first membership shall consist of the subscribers to the Declaration for the formation of the Society, and they shall be deemed to be active members.
2. Membership in the Society shall be of the following classes:
 - a. Active participating members, who shall hold full privileges under the Regulations governing the Society. Active membership shall be open to any person age 16 or over who has been accepted by the Society at a general meeting with a majority plus one.
 - b. A member may terminate their membership at anytime by writing the Secretary of the Society requesting that their name be removed from the Membership Roster.
 - c. Honorary members, who may be elected, from time to time, and whose tenure of membership will be one year. The number of honorary members on the roll at any one time shall not exceed 20.

ANNUAL MEMBERSHIP FEES

3. Each member shall pay to the Society an annual membership fee of \$1.00 or such further sum as may be determined from time to time by a majority vote of the members present at an annual meeting or a special meeting specifically called for this purpose. Honorary members shall pay no membership fees.

Membership fees shall be paid in advance. It is to be distinctly understood that members wishing to participate in the various activities of the Society may be assessed additional dues as determined by the directors. No member shall be in good standing while he/she is in default in payment of any fees or dues.

MEMBERS WHO ARE NOT IN GOOD STANDING

4. Members not in good standing shall have no vote at any meeting of the Society nor may they enjoy any privilege of the Society. Privileges or membership of a member in the Society may be canceled or terminated by a majority vote of the members present at a general meeting of the Society whether annual or special.

THE ANNUAL GENERAL MEETING

5. The Annual General Meeting of the Society shall be held in the month of March each year on a date to be selected by the Directors and such date shall be selected not later than February 15th of that year.

ELECTION OF DIRECTORS

6. At least one month prior to the Annual meeting, the Directors shall appoint a nominating committee. The nominating committee shall present to the Annual Meeting the names of suitable candidates for election as directors and executive officers. Nominations can be made at the meeting by any member in good standing.

SPECIAL MEETINGS OF THE SOCIETY

7. Special Meetings of the Society may be called by the President when such Special Meetings are in the President's opinion deemed necessary, and shall be called by the President upon the demand of the Directors, or upon a petition signed by not less than 12 (twelve) or 10% of the members in good standing in the Society, whichever is less. At least 14 (fourteen) day's notice in writing of every special meeting shall be given.

QUORUM AT ALL MEETINGS

8. The quorum for the transaction of business at a general meeting of the Society is 12 (twelve) members.

BOARD OF DIRECTORS

9. The Board of Directors of the Society shall consist of not more than 15 (fifteen) and not less than 5 (five) Directors. The first Directors shall be the persons appointed by the subscribers to the said declaration and shall hold office until the first Annual General Meeting.
10. All the Directors appointed or elected pursuant to the preceding provisions of Paragraph #9 shall take office at the end of the Annual General Meeting of the Society in each year.
11.
 - a. All Directors will be elected for a two year term and shall retire from office at the Annual General Meeting at the end of their term but shall be eligible for re-election or re-appointment.
 - b. The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.

DUTIES OF DIRECTORS

12. The first meeting of the Directors after the Annual General Meeting in each year of the Society, shall be held at the call of the President within two (2) weeks following the Annual General Meeting.
13. The Directors shall meet at least quarterly and at such other times as may be determined by the Board.
14. The quorum necessary for the transaction of the business of the Directors and unless so fixed shall be a majority of the Board of Directors.
15. The Society may by special resolution remove any Director.
16. Subject to the provisions of the "Society Act" and of these By-Laws, the Directors may exercise all the powers of the Society and conduct the business, discipline and management of the Society and its affairs.
17. Any officer may be removed at any time by a resolution of the Directors, and another person may be elected instead by the members of the Society in good standing at a General, Annual or Special meeting of the Society.
18. The Directors and the executive officers shall be the Executive Committee of the Society during their term of office and shall have power to make such appointments and pay such expenses as and when required to fulfill the functions of the Society.

DUTIES OF EXECUTIVE OFFICERS

- 19.a. It shall be the duty of the President: to preside as chairperson at all meetings of the Society and of the Directors; to enforce due observance of the Society and of the constitution. To announce the result of all balloting or other voting; to call special meetings of the Directors and to exercise a general care and supervision over the affairs of the Society. The President shall be ex-officio a member of all Committees.
- b. In the absence of the President, the Vice-President shall preside as chairperson at all meetings of the Society and of the Directors. In the absence of the President and the Vice-President, the meeting shall appoint a Chairperson to preside at such meetings
- c. The person presiding at any meeting of the Society or of the Directors shall have no vote except in the case of a tie when they shall have the casting vote.

The Secretary shall keep minutes and records of the Society and of the Directors; the Secretary shall keep a register of all members of the Society and of the Directors, and of all changes occurring from time to time therein, and in all respects the Secretary shall conform to the Board of Directors. The Secretary shall at all times be ex-officio a member of all Committees. The Secretary shall deliver forthwith all minutes, records, registers and books of the Society to such persons as the Directors may by resolution authorize to receive same for the Society. The Secretary shall be responsible for the care of all letters and communications and shall conduct all correspondence.

- d. The Treasurer shall receive all monies of the Society and all cheques for money belonging to the Society and forthwith deposit same in an account in the name of the Society in a financial institution, to be designated by the Directors. Such monies shall be paid out only on the authority of the Directors. All cheques paid out by the Treasurer for the Society must be signed by two (2) people as designated by the Directors. The Treasurer shall keep regular books, accounts, receipts and vouchers, regarding all transactions and furnish a statement thereof to the Society or the Directors whenever called upon to do so. The Treasurer shall deliver forthwith all books, accounts, receipts, bankbooks, statements and records to such person as the Directors may by resolution authorize to receive same for the Society.

AUDITORS

20. At any General Meeting or by special resolution the Society shall appoint an accountant. Such accountant shall review all accounts and books of the Society and report the results of the Review at the Annual General Meeting.

AMENDMENT OF BY-LAWS

21. These By-Laws may be altered, amended or added to at any Annual or General Meeting by special resolution.

SPECIAL RESOLUTIONS

22. Notice in writing shall be duly given of intention to propose any resolution as special resolution to a General Meeting, and such notice shall contain a copy of the proposed resolution and shall state the date and place of the meeting of the society at which the resolution will be proposed as a special resolution; such notice shall be given by delivering a copy thereof to the Secretary of the Society and by mailing a copy thereof to members at least 14 days before such meeting. The vote in favour of the resolution of a majority of not less than three fourths of the members of the Society present at such meeting, entitled to vote, shall be necessary to pass special resolution.

REMUNERATION OF OFFICERS OR EMPLOYEES

23. a. The remuneration, if any, of any employee of the Society shall be fixed from time to time by resolution of the Directors.
- b. No Officer or Director may be remunerated in any capacity, however officers and directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the society. **The society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.**
24. Dissolution of the Society by surrender of its certificate of incorporation may be resolved upon by a special resolution of the Society.
25. The Society may by special resolution authorize the borrowing of monies in the manner prescribed by the Societies Act.
26. The Secretary of the Society shall have the custody of the seal which may be affixed to any document upon resolution of the Directors and by such Officer or Officers, member or members of the Board of Directors as are thereunto authorized by such resolution.

ACTS OF DIRECTORS IN CASE OF VACANCY

27. Notwithstanding any vacancy or vacancies in the membership of the Board of Directors, the other Directors may act if and so long as their number is not less than that required for a quorum of directors.
28. All acts done by any meeting of the Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

Unalterable By-Laws

29. The Society will not alter or delete the affordable housing purpose set out in paragraph 1 (a) of its constitution without first obtaining the written consent of the British Columbia Housing Management Commission.

Disposition of assets at dissolution/winding-up

30. Upon winding up or dissolution of the society, any funds of the society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such recognized Canadian charitable organization in British Columbia promoting aims similar to those of the society as may be decided by members of the society at the time of winding up or dissolution. **The society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.**

SOCIETY
NOTICE OF ADDRESS OF SOCIETY

Form 5

Sections 3 and 10

Enquiries: 250 356-8673

Filing Fee: \$15.00
(SEE IMPORTANT NOTE
BELOW)

SOCIETYACT

INSTRUCTIONS :

1. Please type or print clearly in block letters and ensure that the form is signed and dated in ink. Complete all areas of the form. The Registry may have to return documents that do not meet this standard.
2. In Box A, enter the exact name as shown in Item 1 of the society's constitution, or on the Certificate of Incorporation or Change of Name.
3. In Box B, enter the Incorporation Number. This number is assigned at the time of incorporation and is located in the upper right-hand corner of the Certificate of Incorporation.
4. In Box C, enter the complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, provide a description that would readily allow a person to locate the office.
5. Filing Fee: \$15.00. Submit this form with a cheque or money order made payable to the Minister of Finance. (The filing fee is not applicable if you are incorporating a society.)
6. Additional information and forms are available on the Internet at: www.fin.gov.bc.ca/registries

Important Note:

This form is used to register the address of a society at the time of incorporation (no filing fee is charged) OR to change the address of a society after it is incorporated (filing fee of \$15.00 is applicable).

Notice of every change of address is effective on the day after the Notice is filed by the Registrar of Companies.

L;I CERTIFICATE OF INCORPORATION NUMBER

80003907

OFFICE USE ONLY - DONOT WRITE IN THIS AREA

Freedom of Information and Protection of Privacy Act (FIPPA)
The personal information requested on this form is made available to the public under the authority of the *Society Act*. Questions about how the *FIPPA* applies to this personal information can be directed to the Administrative Assistant of the Corporate and Personal Property Registries at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

1111 FULL NAME OF SOCIETY

Crofton Community Centre Society

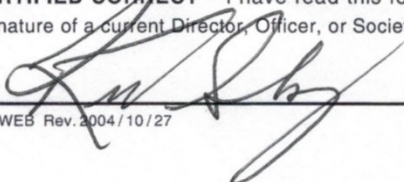
B The address of the society is: (must be a physical address)

CROFTON COMMUNITY
CENTRE SOCIETY 8104
MUSGRAVE ST.
BOX 406
CROFTON, BC V0R 1R0

PROVINCE	POSTAL CODE
B.C.	V0R 1R0

D **CERTIFIED CORRECT** - I have read this form and found it to be correct.
Signature of a current Director, Officer, or Society Solicitor

X



FIN 742/WEB Rev. 2004/10/27

DATE SIGNED
YYYY MM DD
2015 11 29