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CAROL PREST

CONSTITUTION

BC Society • Societies Act

NAME OF SOCIETY: BC LAND SUMMIT SOCIETY

Incorporation Number: S0060192
Business Number: 85021 7449 BC0001
Filed Date and Time: December 14, 2016 08:49 AM Pacific Time

The name of the Society is BC LAND SUMMIT SOCIETY

The purposes of the Society are:

2. The purposes of the Society are to:

- a) Advance and promote inter-disciplinary collaboration amongst professional practitioners in fields of endeavour related to land and land use in British Columbia.
- b) Provide inter-disciplinary education, professional development, and training opportunities for professional practitioners in fields of endeavour related to land and land-use in British Columbia.
- c) Promote cooperation, understanding, and mutual respect amongst the members of the society,
- d) Promote and improve public understanding and appreciation of issues related to land and land-use in British Columbia;
- e) Co-operate with governments, corporations, associations and individuals in furtherance of these purposes,
- f) Solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, sell and convert property, both real and personal, into cash, and use the funds of the Society and the proceeds, income, and rents derived from any property of the Society in furtherance of these purposes,
- g) Purchase, lease, sell or hold such property, equipment and materials as are deemed necessary to accomplish the Society's purposes, and
- h) Do all such other things as may be incidental and ancillary to the attainment of these purposes.

3. This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

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BYLAWS:

Part 1 – Definitions & Interpretation

1.1 **Definitions:** In the constitution and these bylaws, unless the context requires otherwise:

- a) “Act” means the Societies Act,
- b) “AGM” means an annual general meeting,
- c) “Board” means the directors of the Society for the time being, acting as a body,
- d) “director” means a director of the Society,
- e) “general meeting” includes an AGM and/or a special general meeting,
- f) “member” means a member of the Society,
- g) “membership term” means the five years beginning on the January 1st in the year immediately following a Summit, and ending five years later,
- h) “registered address” means a member’s address as recorded in the register of members,
- i) “Society” means BC Land Summit Society,
- j) “Summit” means a conference organized and hosted by the Society at five year intervals, which the Society’s members and their members attend,
- k) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
- l) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act, and
- m) the singular includes the plural and vice versa,
- n) persons include corporations and associations.

1.2 1) The definitions in the Act on the date these bylaws.

2) If there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

1.3 The Society must on request provide a member a copy of the current constitution and bylaws, without charge.

1.4 The constitution and bylaws can only be altered by special resolution.

1.5 In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, must be divided equally amongst the members of the Society in good standing as of the date of winding-up or dissolution. This provision was previously unalterable.

Part 2 - Membership

- 2.1**
- 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
 - 2) A member of the Society must support its purposes.
 - 3) The applicants for incorporation cease to be members as of the date of incorporation of the Society.
- 2.2**
- 1) The members of the Society are the:
 - a) Appraisal Institute of Canada – BC – Institut Canadien des Evaluaturs - BC
 - b) British Columbia Institute of Agrologists,
 - c) British Columbia Society of Landscape Architects,
 - d) Planning Institute of British Columbia,
 - e) The Real Estate Institute of British Columbia, and
 - f) such other members as the current members in good standing may from time to time unanimously admit to membership.
 - 2) A member admitted under bylaw 2.2 (1)(f) must be an incorporated organization with an established interest in land, land use and land use planning in British Columbia.
 - 3) A member listed in bylaw 2.2 (1) must appoint an Authorized Representative to represent it and exercise the rights of membership, who must so far as is reasonably practicable be an employee of the member. An Authorized Representative has the rights to notice of, attend, speak and vote at a general meeting. A member may at any time revoke in writing the appointment of an Authorized Representative, but if it does so, must forthwith appoint another person as its Authorized Representative.
- 2.3** An application for membership must:
- a) be written and in a form approved by the Board,
 - b) include the full name, address, e-mail address, and telephone numbers of the applicant,
 - c) be signed on behalf of the applicant,
 - d) provide the information required under bylaw 2.2 (2),
 - e) appoint an Authorized Representative,
 - f) include annual membership dues (if any) and other applicable fees.
- 2.4**
- 1) A organization may apply to the Board for membership, and becomes a member on:
 - a) meeting the requirements of bylaws 2.2 and 2.3 , and
 - b) unanimous resolution of the members.
 - 2) The Board must fix the amount of annual membership dues (if any), and the date by which those dues must be paid, and of any other fees or assessments payable by members.
 - 3) Except where determined by the Act or the bylaws, the privileges and responsibilities of members must be determined by resolution of the Board.
 - 4) A member must not hold an annual conference, symposium, or similar event in the calendar year of a Summit without the prior written consent of the Board.
- 2.5**
- 1) Membership is not transferable.

- 2) Membership must be renewed by a date set by the Board.
 - 3) The Society must send a renewal notice to each member a reasonable time before that member's membership must be renewed.
 - 4) An application for membership received within 30 days before a general meeting must be postponed until after that meeting.
 - 5) A membership cannot be renewed at a general meeting.
- 2.6** A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, fax or telephone number, or Authorized Representative.
- 2.7** Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws,
 - c) all policies and regulations enacted by the Board, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.8** A member ceases to be a member on:
- a) delivering a written resignation to the Society,
 - b) dissolution on winding-up,
 - c) having been a member not in good standing for 30 days, or
 - d) being expelled.
- 2.9** A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Society, or
 - b) annual membership dues by or before the date set for their payment.
- 2.10** 1) A member can only be expelled by a resolution of which all the other members of the Society are in favour.
- 2) The notice of a special resolution for expulsion must be accompanied by a brief written statement of the reason or reasons for the proposed expulsion.
- 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

Part 3 - Meetings of Members

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** 1) The Board may, when it thinks fit, convene a special general meeting.
- 2) The members may convene a general meeting pursuant to section 58 of the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, date and hour of meeting,
 - b) include the text of any special resolution to be proposed at the meeting,
 - c) 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, and
 - d) be sent to all members not fewer than seven days but not greater than 60 days before the meeting.
- 2) The accidental omission to give notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceeding at that meeting.
- 4.2** 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a member either personally, by mail, or by e-mail or other electronic means to the member at the member's address, e-mail address, or fax number, as shown in the register of members.
- 4.4** 1) A notice sent by mail from the Society's office is deemed to have been received two days after being mailed.
- 2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is:
- a) elect a chair, if required,
 - b) determine that there is a quorum,
 - c) adopt rules of order,
 - d) approve the agenda,
 - e) minutes of the last AGM and any intervening general meetings,
 - f) consider the report of the Board on its activities and decisions since the last AGM,
 - g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
 - h) appoint an auditor, if any,
 - i) elect directors,
 - j) business arising out of the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,

- k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
 - l) any members' proposals under section 81 of the Act, and
 - m) adjourn.
 - 2) The financial statements presented to an AGM must comply with the Act.
 - 3) The business at a special general meeting is limited to:
 - a) adopting rules of order,
 - b) that set out in a requisition under bylaw 3.2, if applicable, and
 - c) that determined by the Board under bylaw 3.2.
- 5.2**
- 1) Quorum at a general meeting is a simple majority of the Authorized Representatives of the members present, but not less than three of them present.
 - 2) Business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time unless a quorum of voting members is present.
 - 3) 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.
 - 4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. The Society is not obligated to take any action to facilitate the use of any communications medium at a general meeting.
- 5.3** 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 a requisition of members, the meeting is terminated, and
 - b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for the meeting, the voting members who are present constitute a quorum for that meeting.
- 5.4**
- 1) A general meeting can only be adjourned by ordinary resolution.
 - 2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 3) When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting.
 - 4) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5**
- 1) The Chair must chair each general meeting.

2) If the Chair is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as a chair, the directors who are present must elect a director to be chair.

3) If the Chair is not present within 15 minutes after the time set for a meeting, or able or willing to act as chair, and the directors who are present have not elected another director to be chair, the members present may elect an individual who is present to be chair.

5.6 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution is fails.

2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

5.7 1) A question, resolution or motion arising at a general meeting must be decided by ordinary resolution, unless it must under the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.

2) Voting is by show of hands, except when a secret ballot is required by:

a) the bylaws or Act,

b) ruling of the chair, or

c) ordinary resolution, voting on which must be by show of hands.

3) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.

4) To have the right to vote, a person must be the Authorized Representative of a member in good standing.

5) Proxy voting is prohibited.

5.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

6.1 Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.

6.2 1) A director must, when exercising the powers and performing the functions of a director:

a) act honestly and in good faith with a view to the best interests of the Society,

b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,

c) act in accordance with the Act and Regulations, and

d) subject to paragraphs (a) to (c), act in accordance with the bylaws.

2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.

3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

4) Nothing in a contract or the bylaws relieves a director from

- a) the duty to act in accordance with this Act and the Regulations, or
- b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

6.3 1) There must be five directors.

2) The Authorized Representative of each of the members listed in bylaws 2.2 (1)(a), (b), (c), (d) and (e) becomes a director on the date of being appointed as an Authorized Representative, and continues to be a director while an Authorized Representative.

3) A director has a term of office beginning on the date the director is appointed as an Authorized Representative, and ending on the date that appointment ends.

4) A director ceases to be a director on:

- a) the director's appointment as an Authorized Representative being withdrawn,
- b) death, or
- c) resigning in writing.

6.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

6.5 A director must not be remunerated for being or acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

6.6. A director and a senior manager must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of directors then in office, but not less than three.

3) A meeting of the Board may be called by:

- a) the Chair, or
- b) any three directors, or
- c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or fax. Notice of a meeting of the Board must be given not less than five days before the meeting, unless notice is waived by all directors.

7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

7.4 1) Except where otherwise required, a question, resolution or motion arising at a meeting of the Board must be decided by a simple majority.

2) A resolution proposed at a meeting of the Board must be moved and seconded by directors other than the chair of the meeting.

3) In the case of an equality of votes at a meeting of the Board, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.

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

7.6 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and determine the name, members, chair, duties, authority, and responsibility of each committee.

2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the Board.

3) The chair of a committee must be a director.

4) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

7.7 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Officers

8.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a Chair, a Vice-Chair, a Secretary and a Treasurer, who are the elected officers, and may elect or appoint such other officers as it deems necessary.

2) The Board may:

a) dismiss an elected officer at any time, and elect another director to take that person's place, and

b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

3) An elected officer ceases to be an elected officer on:

a) ceasing to be a director,

b) being dismissed under bylaw 8.1 (2)(a), or

c) resigning in writing.

8.2 The Chair:

- a) must supervise the other officers in the execution of their duties,
- b) must chair all meetings of the Board and all general meetings, and
- c) has the powers and duties generally pertaining to the office of Chair, subject to resolution of the Board.

8.3 In the absence or inability of the Chair, the Vice-Chair must perform the duties of the Chair.

8.4 The Secretary is responsible for doing, or making the necessary arrangements for:

- a) issuing notices and taking minutes of general meetings and Board meetings,
- b) keeping the records and documents of the Society in accordance with the Act, including the register of members,
- c) conducting the correspondence of the Society, and
- d) filing the annual report and making any other filings with the Registrar under the Act.

8.5 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.

8.6 The Treasurer is responsible for doing, or making the necessary arrangements for:

- a) receiving and banking all monies received by the Society,
- b) keeping accounting records in respect of the Society's financial transactions,
- c) preparing the Society's financial statements, and
- d) making the Society's filings with respect to taxes.

8.7 1) The Board may appoint an Executive Director, who may also be titled the Chief Executive Officer or General Manager, and determine the remuneration and terms and conditions of employment of that person.

2) The Executive Director:

- a) must be qualified under section 44 of the Act,
- b) is an appointed officer and a senior manager within the meaning of the Act,
- c) reports to the Board, and
- d) may receive notice of, attend, and speak at, but not vote at, Board meetings

Part 9 – Borrowing & Investment

9.1 The Society may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations

9.2 The Board must only invest the funds of the Society in investments in which a prudent investor might invest.

- 9.3** 1) A member may without charge inspect a record that the Society is required to keep under section 20 of the Act.
- 2) The Board may by resolution restrict the members' rights to inspect the register of members, under section 25 of the Act.
- 3) A director may without charge inspect a record of the Society that the Society is required to keep under section 20 of the Act.
- 4) A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.
- 9.4** The Board must determine, by resolution, the:
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority.

Part 10 – Auditor

- 10.1** This Part applies only where the Society is required or has resolved to have an auditor.
- 10.2** At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.
- 10.3** An auditor may be removed by ordinary resolution.
- 10.4** An auditor must be promptly informed in writing of appointment or removal.
- 10.5** The auditor may attend general meetings.
- 10.6** The Board must fill all vacancies arising in the office of auditor between AGMs.



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CAROL PREST

STATEMENT OF DIRECTORS AND REGISTERED OFFICE

BC Society • Societies Act

NAME OF SOCIETY: BC LAND SUMMIT SOCIETY

Incorporation Number: S0060192
Business Number: 85021 7449 BC0001
Filed Date and Time: December 14, 2016 08:49 AM Pacific Time

REGISTERED OFFICE ADDRESS INFORMATION

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