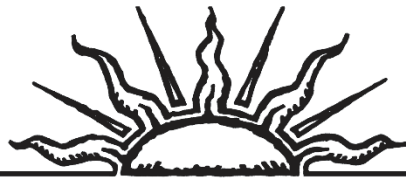




SOUTHERN CORTES COMMUNITY ASSOCIATION

CONSTITUTION

1. The name of the society is the SOUTHERN CORTES COMMUNITY ASSOCIATION.
2. The objects of the society are:
 - a) to foster a spirit of cooperation in the community,
 - b) to carry out necessary projects for the benefit of the community,
 - c) to contact and negotiate with agencies outside the community on behalf of the community,
 - d) to be responsible for the regulation and maintenance of the Community Hall.
 - e) to promote activities of a recreational and beneficial nature,
 - f) that the society be entitled to acquire property and administer same,
 - g) to aid and assist all charitable work,
 - h) to be responsible for the regulation and maintenance of the Manson's Landing Cemetery, and
 - i) to operate a licensed playschool.



SOUTHERN CORTES COMMUNITY ASSOCIATION

BYLAWS

PART 1: MEMBERSHIP

1. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.
2. Membership in the Community Association shall be open to all residents of Cortes Island of the age of eighteen and over who desire to become a member, upon payment of a membership fee as determined from time to time at an Annual General Meeting by the members.
3. A person ceases to be a member of the society
 - a) by delivering his or her resignation in writing to the Secretary of the society or by mailing or delivering to the address of the society,
 - b) on his or her death, or in case of corporation, on dissolution, or
 - c) on having been a member not in good standing for 12 consecutive months.
4. A person may apply to the Executive for membership in the society and on acceptance by the Executive is a member.
5. On being admitted to membership each member is entitled to, upon request and without charge, a copy of the constitution and bylaws of the society.
6. Every member must uphold the constitution and comply with these bylaws.
7. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.



SOUTHERN CORTES COMMUNITY ASSOCIATION

8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) 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 2 GENERAL MEETINGS

9. The Annual General Meeting of the society must be held at least once in every year not more than fifteen (15) months after the adjournment of the previous Annual Meeting
10. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
11. The Executive may, when it sees fit, convene an Extraordinary General Meeting.
12. (1) Notice of a General Meeting must specify the place, day and hour of the meeting, and in the 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.
13. Notice of each General Meeting shall be posted in conspicuous places on the notice boards at the Manson's Landing Community Hall at least two weeks before the date of the meeting.
14. At each General Meeting twelve members of the society shall be considered a quorum.
15. All members in good standing of the society shall be entitled to vote at General Meetings on any question brought before the meeting.



SOUTHERN CORTES COMMUNITY ASSOCIATION

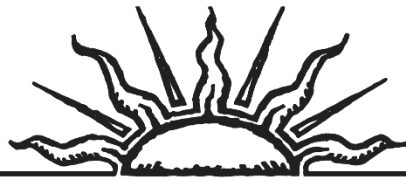
PART 3 PROCEEDINGS OF GENERAL MEETINGS

16. Special business is

- a) All business at an Extraordinary General Meeting except the adoption of the rules of order, and
- b) All business conducted at an Annual General Meeting, except the following:
 - i. the adoption of the rule 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 the directors;
 - vi. the appointment of the auditor, if required;
 - vii. the other business that is brought under consideration by the report of the Executive issued with the notice conveying the meeting.

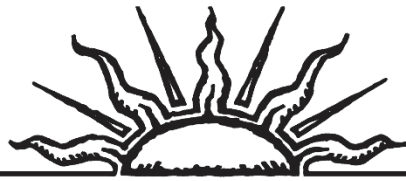
17. (1) Business, other than the election of the chair and the adjournment or termination of the meeting, must not be conducted when a quorum is not present.

(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.



SOUTHERN CORTES COMMUNITY ASSOCIATION

18. If within 30 minutes of 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, 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 20, the President of the society, or the Vice President or, in the absence of both, one of the 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 are unwilling to act as chair, the members present must choose one of their members to be the chair.
21. (1) A General Meeting may be adjourned from time to time and from place to place, but the business must not 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 by bylaw 21 (2), it is not necessary to give notice or of the business to be conducted at an adjourned meeting.
22. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.



SOUTHERN CORTES COMMUNITY ASSOCIATION

23. (1) That persons voting at the society's AGM or Special Meeting shall be restricted to members in good standing who have been members for no less than thirty (30) days prior to the meeting in question, with the exceptions of persons who were members in the previous year but whose membership has lapsed within the past three (3) months and who are renewing it on the day of the meeting.
 - (2) Voting is by show of hands, unless members decide otherwise.
 - (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 4 ELECTION OF THE EXECUTIVE

25. All members in good standing of the society shall be eligible to hold office, to nominate candidates, and to vote in elections.
26. The President, Vice President, Secretary, Treasurer and five more directors shall be the Executive of the society
27. The number of Directors must be five (5) or more to a maximum of nine (9).
28. The Directors shall be elected for a two (2) year term, except at the first Annual General Meeting following the adoption of these bylaws, half of the Directors shall be elected for a two (2) year term and the remaining half shall be elected for a one (1) year term.
29. The Directors must retire from office at the Annual General Meeting when their successors are elected.
30. An election may be by acclamation, otherwise it must be by ballot or show of hands.



SOUTHERN CORTES COMMUNITY ASSOCIATION

31. REPEALED

32. REPEALED

PART 5 DUTIES OF THE EXECUTIVE

33. The President is the Chief Executive Officer of the society and must supervise the other directors in the execution of their duties.

34. The Vice President must carry out the duties of the President during the President's absence.

35. The Secretary shall keep a proper record of the proceedings of all meetings of the society and the Executive.

36. The Treasurer shall:

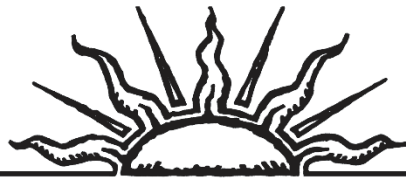
- a) Keep the financial records, including books of account, necessary to comply with the Society Act; and
- b) Render financial statements to the directors, members and others when required.

37. (1) The Executive shall be responsible to the society for the execution of the objects of the society as set forth in the Constitution

(2) The Executive shall meet at least once a month.

38. The Executive may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a General Meeting, but subject, nevertheless, to

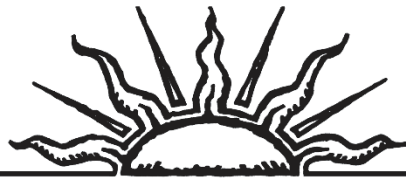
- a) all laws affecting the society
- b) these bylaws, and
- c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a General Meeting.



SOUTHERN CORTES COMMUNITY ASSOCIATION

39. A rule, made by the society in a General Meeting, does not invalidate a prior act of the Executive that would have been valid had the rule not been made.
40. (1) The Executive may at any time and from time to time appoint a member in good standing to fill a vacancy in the Executive.

(2) A Member so appointed holds office until the conclusion of the next Annual General Meeting of the society, but is eligible for re-election at that meeting.
41. An act or proceeding of the Executive is not invalid merely because there are less than the prescribed number of directors in office.
42. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
43. 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.
44. The Executive may require an audit of the society's financial records from time to time.
45. All cheques shall be signed by any two (2) of four (4) directors designated by the board as signing officers.
46. The Executive shall be empowered, without reference to the society, to make necessary expenditures for the repair and maintenance of the Hall for the general community activities.



SOUTHERN CORTES COMMUNITY ASSOCIATION

PART 6 STANDING COMMITTEES

47. As soon as possible after its election the Executive shall appoint from among the Directors chairpersons for any committees required
48. The members of the Standing Committees shall be appointed by the Executive from the general membership of the society.
49. Each Standing Committee shall meet as often as is necessary to carry out the duties assigned to it by the Executive.
50. As soon as possible after its election the Executive shall appoint from among the Directors the liaison person between Playschool Standing Committee and the society, and the liaison person shall be responsible for reporting to each Annual General Meeting. The Playschool Committee shall be responsible for the financial and functional independence of the Playschool.

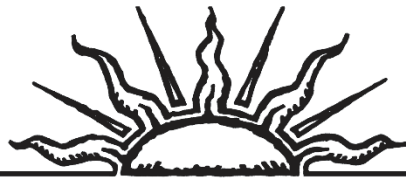
PART 7 PROCEEDINGS OF THE EXECUTIVE

51. (1) The Executive may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings as they see fit.

(2) The Executive may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

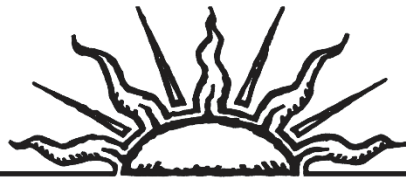
(3) The President is the chair of all Executive meetings unless the Executive decides otherwise from time to time.

(4) A Director may at any time, and the Secretary, on the request of a Director, must convene a meeting of the Executive.



SOUTHERN CORTES COMMUNITY ASSOCIATION

52. (1) The Executive may delegate any, but not all, of their powers to committees of a Director or Directors, as they see fit.
- (2) A committee so formed in the exercise of powers so delegated must conform to any rules imposed on it by the Executive, and must report every act or thing done in exercise of those powers to the earliest Executive Meeting after the act or thing has been done.
53. A committee must 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 of the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.
54. The members of a committee may meet and adjourn, as they think proper.
55. For the first meeting of the Executive held immediately following appointment or election of a Director or Director at an Annual or other General Meeting of members, or for a meeting of the Executive at which a Director is appointed to fill a vacancy in the Executive, 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 is present.
56. 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 letter, telegram, telex, cable of any meeting of the Executive and may at any time withdraw the waiver, and until the waiver is withdrawn
- a) A notice of meeting is not required to be sent to that director, and
- b) Any and all meetings of the Executive, notice of which has not been given to that Director, if a quorum is present, are valid and effective.

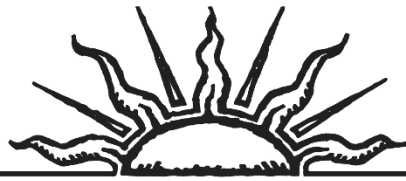


SOUTHERN CORTES COMMUNITY ASSOCIATION

57. (1) Resolutions arising at a meeting of the Executive or Committee of Directors must be decided by a majority of votes
- (2) In the case of a tie vote, the chair does not have a second or casting vote and the resolution does not pass.
58. A resolution proposed at a meeting of the Executive or Committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
59. A resolution, in writing, signed by all directors, or a resolution circulated electronically and agreed to by all Directors, and placed within the minutes of the Executive, is as valid and effective as if regularly passed at a meeting of the Executive.

PART 8 BORROWING

60. 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 the debentures.
61. A debenture must not be issued without the authorization of a special resolution.
62. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.



SOUTHERN CORTES COMMUNITY ASSOCIATION

PART 9 OWNERSHIP OF COMMUNITY PROPERTY

63. Ownership of the Community Hall and the Manson's Landing Cemetery shall be vested in the society.
64. Title to the Hall property shall be registered in the name of the society.
65. Taxes on the property of the society shall be payable from the funds of the society.
66. Title to the Manson's Landing Cemetery shall be registered in the name of the society.

PART 10 SEAL

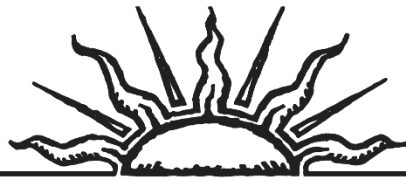
67. The seal of the society shall be in the custody of the Secretary and shall be applied by the Secretary in the presence of either the President or Vice President..

PART 11 ALTERING THESE BYLAWS

68. These Bylaws must not be altered or added to except by special resolution passed by a majority of three- quarters at a General Meeting. Notice of such special resolution to be stated on the notice announcing the General Meeting. Voting by proxy is not permitted.

PART 12 FISCAL YEAR END

69. The Fiscal Year End has been changed to December 31st as per the Special Resolution approved at the December 5, 2021 General Meeting.



SOUTHERN CORTES COMMUNITY ASSOCIATION

PART 13 OPERATIONS

70. The operations of the Community Association are to be chiefly conducted on Cortes Island. This clause is alterable.
71. The Southern Cortes Community Association guarantees access to any recreational facility, which is constructed in part or in whole with funds received from Her Majesty in the Right of the Province of British Columbia, to any person or persons who wish to use it in accordance with the purpose of the facility; the charge for using the said facility to those members of the public who are not members of the Association shall be either a daily or an hourly charge, or other such charges, as agreed between the Association and the Ministry of the Provincial Secretary and Government Services, or the Ministry of Government charged with this responsibility. This clause shall be unalterable.
72. In the event of the dissolution of the Southern Cortes Community Association, where the Association has received funds from Her Majesty in the Right of the Province of British Columbia to construct, in part or whole any recreational facility, the Ministry of the Provincial Secretary and Government Services shall be advised prior to such action and any assets remaining after payment of all debts and obligations shall be distributed to a registered charitable organization with similar purposes in British Columbia as recognized by Revenue Canada, or to a suitable level of local government. This clause is unalterable.