

# KOOTENAY INTERNET COMMUNICATIONS SOCIETY CONSTITUTION

1. The name of the society is the Kootenay Internet Communications Society
2. The purposes of the society are to:
  - a) Inform and educate residents of the Kootenay region in the advantages and uses of the Internet and other modern electronic communications media.
  - b) Establish and maintain publicly accessible Community Internet Access facilities so that residents and visitors can access the Internet and receive basic instruction in its use, regardless of their status.
  - c) Promote the use of the Internet and other electronic communications media for the continuing and future economic, social and cultural well being and development of the Kootenay region.
  - d) Establish and encourage an open exchange of opinions, ideas and information between individuals, groups, businesses, or communities in the Kootenay region and elsewhere concerning the uses of the Internet and other electronic media.
  - e) Rent, lease, purchase or acquire land, buildings, equipment and other materials necessary to carry out the Aims and Objects of the Society.
  - f) Set up a Trust Fund or Foundation to receive and distribute gifts and donations given in support of the Society and the achievement of its Aims and Objects.
  - g) Own such property as is necessary for the Society to pursue and achieve its aims.
  - h) Raise funds in order to carry out the above purposes by means of:
    - i. solicitation of money, or donations of facilities or equipment.
    - ii. the carrying on of business activities provided such business activities are permitted under the Society Act from time to time in force and provided such business activities are permitted to a charitable organization under the Income Tax Act from time to time in force.
3. In the event of a winding up or dissolution of the Society, 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 concerned with the social problems or organizations promoting the same purposes of this Society as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided however that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
4. The above purposes of the Society shall be carried out without purpose or gain for its members, and any profits or other accretions to the Society shall be used for promoting its purposes, and all of the above purposes shall be carried on an exclusively charitable basis.
5. No director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonable incurred by him while engaged in the affairs of the Society.
6. Paragraphs 3, 4, 5 and 6 of the Constitution are alterable in accordance with the Society Act.

# KOOTENAY INTERNET COMMUNICATIONS SOCIETY BYLAWS

## PART I – INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires,
  - a) "**directors**" means the directors of the society for the time being;
  - b) "**Society Act**" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - c) "**registered address**" of a member means that person or corporation's mailing or electronic address as recorded in the register of members.
  - d) "**person**" means an individual, group, incorporated or unincorporated business, corporation, institution, or government that chooses to be represented as a single member of the Society.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa.

## PART 2 – MEMBERSHIP

3. 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.
4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
7. A person shall cease to be a member of the society
  - a) by delivering a letter of resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society, or via telex, fax, or electronic mail to the society, with suitable proof of delivery;
  - b) on that person's 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 12 consecutive months.
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 shall be given by a brief statement of the reason or reasons for the proposed expulsion.  
(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or personal debt due and owing to the society and is not in good standing so long as the debt remains unpaid.

### **PART 3 - MEETINGS OF MEMBERS**

10. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. (1) 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.  
(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,
14. The first annual general meeting of the society 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.

### **PART 4 - PROCEEDINGS AT GENERAL MEETINGS**

15. 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 the 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
    - vii. the other business that, 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.
16. (1) No business, other than the election of a moderator and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.  
(3) A quorum is 7 members present, or a greater number that the members may determine at a general meeting.
17. If within 30 minutes from 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 from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to Bylaw 19, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as moderator of a general meeting.
19. 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 moderator, the members present shall choose one of their number to be moderator.
20. (1) 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.  
(2) 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.

- (3) 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.
- 21. (1) All resolutions proposed at a general meeting must be seconded and the moderator of a meeting may move, propose or second a resolution.
  - (2) In case of an equality of votes the moderator shall not have a casting or second vote in addition to the vote to which the moderator may be entitled as a member and the proposed resolution shall not pass.
- 22. (1) A member in good standing present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands.
  - (3) Voting by proxy is not permitted.
- 23. 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.

## **PART 5 - DIRECTORS AND OFFICERS**

- 24. (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) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (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.
- 25. (1) The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the society.
  - (2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
- 26. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
  - (2) Separate elections shall be held for each office to be filled.
  - (3) An election may be by acclamation, otherwise it shall be by ballot.
  - (4) If no successor is elected the person previously elected or appointed continues to hold office.
- 27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
  - (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
- 28. (1) If a director resigns from office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
  - (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 29. The members may by special resolution remove a director before the expiration of that director's term of office, and may elect a successor to complete the term of office.

30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

## **PART 6 - PROCEEDINGS OF DIRECTORS**

31. (1) The directors may meet together at the places they think fit, including meetings by electronic means, to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The president shall be moderator of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as moderator; but if neither is present the directors present may choose one of their number to be moderator at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
33. A committee shall elect a moderator of its meetings; but if no moderator is elected, or if at a meeting the moderator 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 moderator of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. 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 of members, 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 appointed or elected director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. 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, telegram, cable, telex, fax, or electronic mail, 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 shall be sent to that director; and
  - b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
37. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the moderator does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded, and the moderator of a meeting may move or propose a resolution.
39. 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 by a meeting of directors.

## **PART 7 - DUTIES OF OFFICERS**

40. (1) The president shall preside at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
41. The vice president shall carry out the duties of the president during that person's absence.
42. The secretary shall
  - a) conduct the correspondence of the society;
  - b) issue notices of meetings of the society and directors;
  - c) keep minutes of all meetings of the society and 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 of the society; and
  - f) maintain the register of members.
43. 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.
44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- (2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

## **PART 8 – SEAL**

46. The directors may provide a seal for the society and may destroy a seal and substitute a new seal in its place.
47. 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 no prescribed in the presence of the president and secretary; or president or secretary treasurer.

## **PART 9 – BORROWING**

48. In order to carry out the purposes of the society the directors may, on behalf of and in the name or the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
49. No debenture shall be issued without the sanction of a special resolution.
50. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## **PART 10 – AUDITOR**

51. This Part applies only where the society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
53. At each annual general meeting the society shall appoint an auditor to hold office until is re-elected or another auditor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be promptly informed in writing, or via telex, fax, or electronic mail, of appointment or removal.
56. No director and no employee of the society shall be auditor.
57. The auditor may attend general meetings.

## **PART 11 – NOTICES**

58. A notice may be given to a member either personally or by mail, telex, fax, or electronic mail, to the member's registered address.
59. (1) A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that the notice is given it is sufficient to prove that the notice was properly addressed and put into a Canadian post office receptacle.  
(2) A notice sent by telex, fax, or electronic mail to the society, shall be deemed to have been given on the next day following that on which the notice is sent.
60. (1) 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.  
(2) No other person is entitled to receive a notice of general meeting.

## **PART 12 – BYLAWS**

61. On being admitted to membership, each member is entitled to and the society shall provide without charge, a copy of the constitution and bylaws of the society.
62. These bylaws shall not be altered or added to except by special resolution.