

Schedule "A"

Society Act

BYLAWS OF THE ABBOTSFORD BINGO ASSOCIATION

(Amended and approved by the membership December 6, 2014)

Part 1 – Interpretation

1. Definitions:

- (1) In these bylaws, unless the context otherwise requires,
 - (a) "**Association**" means the Abbotsford Bingo Association
 - (b) "**Membership**" has the meaning set out paragraph 3 of these bylaws.
 - (c) "**Directors**" means directors of the Association for the time being, who may also be referred to as the Board of Directors or the Board.
 - (d) "**Registered address**" of a member means his address as recorded in the register of members.
 - (e) "**Society Act**" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (f) 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; and words importing the male person include a female person and a corporation, including non-profit, charitable or religious organizations and Societies.

Part 2 – Membership

Application

3. The membership of the Association is restricted to those original Certificate of Affiliation holders on record with the Association as at May 1st, 2004.

Duties of membership

Every member of the Abbotsford Bingo Association shall:

4. Uphold the constitution and comply with the bylaws of the Association, and all rules, regulations and directives of the Association made from time to time.
5. By writing and or email, delegate a representative of the organization or Society of which he is a member, as well as an alternate representative to represent the member in meetings of the Association. Both the representative and the alternate representative may attend all meetings of the Association, but the alternate

representative may only vote on behalf of the member in the absence of the representative.

6. Annually, prior to the Annual General Meeting of the Association, provide the Secretary of the Association with the name, address and phone numbers or email of all the officers and directors, as well as the representative and alternate representative of the member for the ensuing year.
7. Ensure that their representative or alternate representative attends meetings of the Association for which due notice has been provided to the member.

Resignation

8. A member shall cease to be a member of the Association:
 - (1) When they cease to exist, or
 - (2) When they fail to attend three (3) consecutive General Meetings.

Membership General

9. Membership in the Association cannot be transferred, or assigned, or reinstated.

Part 3 – Meetings of Members

10. General Meetings of the Association 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, at such times as they deem necessary by giving fourteen (14) days written notice to the member, convene an Extraordinary General Meeting.
13. General Meeting:
 - (1) Notice of a General Meeting shall specify the place, day, and hour of the 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 Annual General Meeting of the Association shall be held no later than December 31st each year.
15. Meetings of the Association, its Directors and committees, shall be governed by Roberts Rules of Order
16. A representative of a member shall only be entitled to represent one member at any meeting of the Association.

Part 4 – Proceedings at General Meetings

17. Special business is:
- (1) All business at an Extraordinary General Meeting except the adopting of rules of order; and
 - (2) All business transacted at an Annual General Meeting, except,
 - (a) The adopting of rules of order;
 - (b) The consideration of financial statements;
 - (c) The report of the Directors;
 - (d) The report of the auditor, if any;
 - (e) The election of Directors;
 - (f) The appointment of the auditor, if required;
 - (g) 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.
 - (3) A quorum is three (3) members present or a greater number that the members may determine at a General Meeting by special resolution.
 - (4) No business, other than the election of a Chairman and adjournment or termination of a meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
 - (5) If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until the meeting is adjourned or terminated.
18. If within thirty (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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
19. Subject to bylaw 22, the President or Vice-President, or in the absence of both, one of the other Directors of the Association present shall preside as Chairman of a General Meeting.
20. If at a General Meeting:
- (1) There is no President, Vice-President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - (2) The President and all the other Directors present are unwilling to act as Chairman; the members present shall choose one of their numbers to be Chairman.

21. (1) A General Meeting may be adjourned from time to time and 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 meeting.
22. (1) All resolutions proposed at a meeting must be seconded and the Chairman of the meeting may move or propose a resolution.

(2) In case of a tie vote, the Chairman 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 shall not pass.

(3) Directors shall not have a vote at any Extraordinary General Meeting of the Association, save and except their entitlement to vote as a delegate to represent a member at such a meeting.
23. (1) Voting shall be by show of voting cards.

(2) Voting by proxy is not permitted.
24. A 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 Association.

Part 5 – Directors and Officers

25. (1) The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but nevertheless, to:
 - (a) All laws affecting the Association;
 - (b) These bylaws; and
 - (c) Rules, not being inconsistent with these bylaws, which are made from time to time by the Association in a General Meeting.
26. (1) The President, Vice-President, Secretary, Treasurer, Immediate Past President and one or more other persons shall be Directors of the Association

(2) The number of Directors shall be a minimum of (4) to a maximum of (6) (plus the Immediate Past President) or another number as determined from time to time at a General Meeting, each of whom shall serve a two (2) year term.

- (3) The Directors of the Society shall be elected at the Annual General Meeting.
- (4) Directors shall be elected for two year terms. One half of the Directors will have their terms expire in even numbered years and one half in odd numbered years. If a Director leaves their position before their term has expired, a member selected by the Board of Directors to replace the Director shall be appointed only to the end of the original term, at which time they may stand for nomination.
- (5) The total number of members of the Board shall not exceed (6) (plus the Immediate Past President) who shall serve terms such that the Vice-President and Treasurer are elected in those years where the last digit of the year is a zero or an even number, and the President and Secretary shall be elected when the last digit of the year is an odd number.
- (6) A Director shall only be entitled to serve as a Director for such a period as the organization remains a member of the Association.
- (7) Separate elections shall be held for each office to be filled.
- (8) The Directors may at any time and from time to time, appoint a member as a Director to fill a vacancy in the Board of Directors.
- (9) A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Association, but is eligible for re-election at the meeting.
- (10) If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
- (11) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
27. The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
28. 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 by him while engaged in the affairs of the Association.

Part 6 – Proceedings of Directors

29. (1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceeding, as they see fit.
- (2) Notice of a meeting of the Directors may be given orally, personally or by telephone, or by email or any other means of communication in common usage.

(3) Where the Directors have established a fixed time and place for the holding of their meeting, no notice to any Director is required.

(4) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Director entitled to receive notice does not invalidate the proceedings at the meeting

(5) The President shall be Chairman of all meetings of the Directors, but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as Chairman; but if neither is present the Directors present may choose one of their numbers to be Chairman at that meeting.

(6) A Director may at any time, and the Secretary, on request of a Director, shall, convene a meeting of the Directors.

30. (1) The Directors may delegate any, but not all of their powers to committees consisting of a Director or Directors as they think fit.

(2) A committee formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and when directed by the Board of Directors or when their mandate expires, shall report every act, or thing done in the exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

(3) An individual in good standing in a member organization may be appointed to any committee that is chaired by a Director.

31. (1) A committee shall elect a Chairman, but if no Chairman is elected, or if at a meeting the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the Director or Directors present who are members of the committee shall choose one of their number to be Chairman of the meeting.

(2) The members of a committee may meet and adjourn as they think proper.

(3) For a first meeting of the 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 a newly elected or appointed Director or Directors for a meeting to be constituted, if a quorum of the Directors is present.

32. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter or email, of any meeting of the Directors and may at any time withdraw the waiver, and until 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 Association, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

33. (1) Questions arising at a meeting of the Directors and committee or Directors shall be decided by majority votes.

(2) The President is the Chief Executive Officer of the Association and shall supervise the other officers in the execution of their duties.

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

Part 7 – Duties of Officers

35. The President shall:

(1) Preside at all meetings of the Association and of the Directors.

(2) Be the Chief Executive Officer of the Association and shall supervise the other officers in the execution of their duties;

(3) Be entitled to appoint committees.

36. The Vice-President shall:

(1) Carry out all the duties of the President during the President's absence.

(2) Review the bylaws once during each year to ensure that they continue to serve the needs of the membership and to report annually to the Board of Directors annually prior to the Annual General Meeting with respect to the same.

(3) Review job descriptions and other staff guidelines to ensure that they are current and constructive and to report annually to the Board of Directors prior to the Annual General Meeting with respect to same.

37. The Secretary shall:

(1) Conduct the correspondence of the Association;

(2) Issue notices of meetings of the Association and Directors;

(3) Keep minutes of all meetings of the Association and Directors;

(4) Have custody of all records and documents of the Association except those required to be kept by the treasurer;

(5) Have custody of the common seal of the Association, if one in existence;

- (6) Maintain a register of members;
 - (7) Promptly complete and submit forms, documents, correspondence and answer all oral enquiries referred to him or her concerning the Association and its membership;
 - (8) Receive all correspondence and to be custodian of all minutes, correspondence and other Association documents or records.
38. The Treasurer shall:
- (1) Keep the financial records, including books of account, necessary to comply with the Society Act;
 - (2) Render financial statements to the Directors, members and others when required;
 - (3) Ensure all monies received and payable to the Association are promptly deposited into the Association's accounts and that receipts are provided for the same;
 - (4) Ensure a detailed inventory of the Association's assets is maintained;
 - (5) Ensure a detailed account from the results of any operation operated by the Association is maintained on behalf of the members.
39. (1) The offices of the Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.
- (2) If a Secretary Treasurer holds office, the total number of Directors must not be less than 4 or the greater number that may have been determined under bylaw 28(2).
40. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

Part 8 – Seal

41. The Directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
42. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 9 – Signing Authority – Signing Officers

43. All Association activities requiring authorized signatures shall be signed by a minimum of two (2) signing officers.

44. Signing officers shall be the Association President, Vice-President, Treasurer and Secretary (or Secretary Treasurer).

Part 10 - Documents

45. Directors, officers, committee members may have custody of the Association documents or copies of documents while in office. All documents retained by the executive officers, Directors, committee members, are the property of the Association and shall be given to the president or incumbent:

(1) When requested or when one leaves the area for an extended period of time; and

(2) Following an election. Where appropriate, turnover will follow the audit.

Part 11 – Audits and Inspections

46. The Board of Directors shall appoint auditors. Audits shall be conducted and presented to the members at least annually. The annual audit shall coincide with the annual change of elected officers. Other audits will also be conducted from time to time, by the Association. Members of the Board cannot serve as auditors.
47. Directors or member representatives of the Association may, by written request, examine the Association's records or books. An examination or review shall only take place at the Association's office and in the presence of the Treasurer or Secretary Treasurer. The review will be undertaken at a date and time acceptable to the Treasurer or Secretary Treasurer. Members will be notified of any review or audit at the first Association meeting following the review. Members shall be informed of any irregularities should they appear.

Part 12 – Financial

48. Contracts and other expenses will be reviewed by the Board of Directors.
49. The ABA Trust (the Trust) which was settled on March 22nd, 2006 is the legal and beneficial owner of the shares in the capital of 0752529B.C. Ltd ("0752529"). Abby Properties Ltd ("Abby Properties") holds an interest in the lands legally described as: Lot1, Section 24, Township 13, New Westminster District, Plan LMP34910 ("the lands"). Abby Properties holds an interest in the land as nominee, agent and bare trustee of behalf of 0752529 pursuant to the terms of a declaration of Bare Trust Agreement dated April 3rd, 2006("the Joint Venture Agreement"). The President, Vice-President and Treasurer of the Association shall be trustees of the Trust and Directors and Officers of 0752529 and Abby Properties pursuant to the terms of the Trust and Joint Venture Agreement.

Part 13 – Notice to Members

50. A notice may be given to a member, either personally or by mail or email to the member at the member's registered address as it appears on the ABA registry of members.
51. A notice sent by mail or email is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle
52. 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 Part 11 applies.
 - (c) No other person is entitled to receive a notice of a General Meeting.

Part 14 – Bylaws

53. Each member is entitled to, and the Association must give the member without charge, a copy of the constitution and the bylaws of the Association.
54. These bylaws must not be altered or added to except by special resolution.

Part 15 – Dissolution of the Society

55. On dissolution of the Association, the Board of Directors shall appoint three (3) individuals from existing members as Liquidators. The Liquidators shall immediately distribute the assets in accordance with article 4 of the Constitution.