

BYLAWS

PART 1 – INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires,

(a) “Act” means the *Societies Act* of British Columbia as amended from time to time

~~(b)~~ “Airport” means the Pitt Meadows Regional Airport;

~~(b)(c)~~ “Airport Executive Committee” is a Board approved Committee consisting of the CAO of City of Pitt Meadows, CAO of City of Maple Ridge, and the Airport General Manager that functions as a support and approval mechanism to oversee, monitor, advise on, and approve a variety of development, administrative, and financial functions, as well as provide a vital link for information sharing to the Members.

~~(c)(d)~~ “Airport Master Plan” has the meaning assigned in Bylaw 15.1;

~~(d)(e)~~ “Board” means the Board of Directors of the Society;

~~(e)(f)~~ “Bylaws” means these Bylaws as amended from time to time;

~~(f)(g)~~ “Committee” has the meaning assigned in Bylaw 7.9

~~(g)~~ “Directors” means the Directors of the Society for the time being, ~~and includes both Member~~

~~— Directors and Community Directors, and “Director” means any one of them;~~

(h) “Expert Directors” has the meaning assigned in Bylaw 6.8 and “Expert Director” means any one of them;

(i) “General Manager” has the meaning assigned in Bylaw 9.1

(j) “Member” means every person who becomes and remains a Member in accordance with the Bylaws;

~~(k) “Member Directors” has the meaning assigned in Bylaw 6.7 and “Member Director” means any one of them~~

~~(h)~~(k) “Member Representative” has the meaning assigned in Bylaw 3.7

~~(m)~~(l) _____ “registered address” of a Member means that Member’s address as recorded in the register of Members;

~~(n)~~(m) _____ “Society” means the Pitt Meadows Airport Society; and

~~(o)~~(n) _____ “*Societies Act*” means the *Societies Act*, SBC, 2015 c. 18.

- 1.2 The definitions in the Act apply to these Bylaws.
- 1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.
- 1.4 Unless otherwise expressly provided, words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.
- 1.5 Unless otherwise expressly provided, a reference in these Bylaws to a statute is a reference to that statute as from time to time in force, re-enacted or replaced.

PART 2 – FUNDAMENTAL MATTERS

- 2.1 The Society shall be carried on without purposes of gain for its Members or Directors and any profits or other accretion to the Society shall be used in furtherance of its purposes. No Member of the Society or Director shall be paid any remuneration for services rendered to the Society but may be paid reasonable expenses in acting as a Member or Director. This clause was previously unalterable.
- 2.2 Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall be distributed equally between the City of Pitt Meadows and the City of Maple Ridge. This clause was previously unalterable.

PART 3 - MEMBERSHIP

- 3.1 Membership in the Society shall be limited to:

- (a) the City of Pitt Meadows; and
- (b) the City of Maple Ridge;

- 3.2 The Society shall not, at any time, have more than two (2) Members.
- 3.3 Every Member shall uphold the constitution and comply with these Bylaws.
- 3.4 There shall be no annual membership dues.
- 3.5 A Member shall cease to be a Member of the Society
- (a) by delivering its resignation in writing to the Secretary-Treasurer of the Society or by mailing or delivering it to the address of the Society; or
 - (b) on dissolution.
- 3.6 All Members are in good standing except those who have ceased to be a Member as provided in Bylaw 3.5 and every Member shall be entitled to vote at all meetings of the Society.
- 3.7 For the purposes of a meeting of the Members, each Member shall be represented by one (1) individual who shall be the Member's Mayor or another individual representing that Member who is chosen by that Member and who is a Councillor of that Member (the "Member Representative") ~~and the individual Member Representative may not be one of the Member Directors.~~
- 3.8 A Member Representative is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that Member Representative shall be reckoned as a Member for all purposes with respect to a meeting of the Society.

PART 4 – MEETINGS OF MEMBERS

- 4.1 Meetings of the Members of the Society, including the annual general meeting, shall be held at the time and place, in accordance with the *Societies Act*, that the Board determines.
- 4.2 Every meeting of the Members, including an annual general meeting, is a general meeting.
- 4.3 The Board may, when it thinks fit, convene a general meeting.
- 4.4 A Member may request that the Board call a general meeting at any time and when so requested the Board will call a meeting within 14 days.
- 4.5 Notice of a general meeting or an annual general meeting must be sent to the Members no less than 7 days in advance of the date of the meeting.

4.6 A notice of a general meeting or an annual general meeting must 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.

4.7 An annual general meeting must be held once every calendar year.

4.8 An annual general meeting is deemed to have been held if:

- (a) the matters that must, under the *Societies Act* or the Bylaws, be dealt with at that meeting, including the presentation of the financial statements and auditor's report, if any, to the Members are dealt with in a resolution; and
- (b) all of the Members consent in writing to the resolution on or before the date by which the annual general meeting must be held.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS

5.1 At a general meeting the following business is ordinary business:

- (a) calling the meeting to order
- (b) the adoption of rules of order;
- (c) the election of a chairperson pursuant to Bylaw 5.4;
- (d) approving the minutes of the last general meeting;
- (e) the consideration of the financial statements;
- (f) the report of the Directors, if any;
- (g) the report of the auditor, if any;
- (h) the appointment of Directors;
- (i) the appointment of the auditor, if required; and
- (j) the other business that, under these Bylaws, ought to be transacted at a general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

5.2 (a) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- (b) 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.
 - (c) A quorum is two (2) Member Representatives present.
- 5.3 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. In any other case it shall stand adjourned to the same day in the next week, at the same time and place.
- 5.4 The President, the Vice President or, in the absence of both, one of the other Directors present shall preside as chairperson of a general meeting.
- 5.5 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 chairperson, the Member Representatives present shall choose one of the Member Representatives to be chairperson.
- 5.6 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.
- 5.7 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 5.8 Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.9 No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- 5.10 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote, if any, to which he or she may be entitled as a Member Representative and the proposed resolution shall not pass.
- 5.11 A Member in good standing, present at a meeting of Members is entitled to one vote.
- 5.12 Voting is by show of hands or by ballot, as directed by the chairperson of the meeting.
- 5.13 Voting by proxy is not permitted.

- 5.14 The chairperson of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 5.15 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
- 5.16 The Members may, by resolution, adopt rules of order but if no such rules of order are adopted, the proceedings of the Members shall be governed by Robert's Rules of Order Newly Revised or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Roberts Rules of Order Newly Revised.

PART 6 – DIRECTORS

- 6.1 The Board 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 a general meeting, including the full management and control of the assets, liabilities, revenues and expenditures of the Airport and the ability to make rules and regulations governing its operations, but subject, nevertheless, to
- (a) all laws affecting the Society;
 - (b) these Bylaws;
 - (c) the Airport Master Plan;
 - (d) policies established by the Members; and
 - (e) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting.
- 6.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 6.3 The Board shall be composed of ~~not less than eight (8)~~ seven (7) and ~~not more than eleven (11)~~ Directors, and must include the CAO of City of Pitt Meadows and the CAO of City of Maple Ridge, or his/her designate as required.-
- ~~6.36.4~~ Elected City Officials cannot be Directors.
- ~~6.46.5~~ Except as otherwise provided in these Bylaws, each person appointed as a Director shall become a Director effective on January 1 of the following year.

~~6.5~~6.6 All Directors must be qualified under the *Societies Act* to be Directors.

~~6.6~~6.7 A Director who ceases to be qualified to be a Director must immediately resign from the Board.

~~6.7 Each of the Members described in Bylaw 3.1 will appoint four (4) Directors to the Board, (the "Member Directors") subject to the requirements in Bylaw 6.5~~

6.8 ~~On the recommendations of the Airport Executive Committee, the Members~~The Directors shall appoint ~~up to three (3)~~five (5) additional Directors having such skills or representing such constituency as the Directors feel to be in the best interests of the Society (the "Expert Directors"), subject to the requirements in Bylaw 6.5. Without limiting the generality of the foregoing, the ~~Directors~~Members may appoint as Expert Directors persons with expertise in one or more of the following:

- (a) airport operations;
- (b) the aeronautics industry;
- (c) real estate development;
- (d) property management;
- (e) finance;
- (f) accounting;
- (g) economic development;
- (h) planning;
- (i) marketing; and
- (j) communications and public engagement.

6.9 On the coming into force of these Bylaws, the Members will ~~each~~ appoint ~~Member~~ Directors to the following terms:

- (a) the term of ~~2 two (2)~~ of the ~~Member~~ Directors appointed by ~~each of~~ the Members will expire December 31, 2022
~~2018~~;
- (b) the term of ~~2 of the~~three (3) ~~Member~~ Directors appointed by each of the Members will expire December 31, ~~2019~~2024.

~~6.10 The Member Directors appointed under Bylaw 6.9 will, within 90 days of their appointment, appoint the first Expert Directors in accordance with Bylaw 6.8. One Expert Director will be appointed to a term that expires December 31, 2018, and two Expert Directors will be appointed to terms that expire December 31, 2019.~~

~~6.11~~ 6.10 Subsequent to the appointments in Bylaws 6.9 and 6.10, each Director appointed shall serve for a term of three (3) years.

~~6.12 A Member Director may be removed by the Member who appointed him or her before the expiration of his or her term of office and a new Member Director may be appointed by the Member to complete the term of the removed Member Director.~~

~~6.13~~ 6.11 An Expert Director appointed under Bylaw 6.8 may be removed before the expiration of his or her term of office by a special resolution of the Members ~~or a resolution of the Board~~ and a new Expert Director may be appointed by the ~~Board~~ Members to complete the remainder of the term of the removed Expert Director.

~~6.14~~ 6.12 Directors may serve a maximum of two consecutive terms, except the CAO of City of Pitt Meadows and CAO of City of Maple Ridge who are both named as permanent Directors of the Board, ~~as either a Member Director, an Expert Director or a combination thereof.~~

~~6.15~~ 6.13 Terms of Directors are deemed to be consecutive if there is a break of less than twelve (12) months between terms.

~~6.16~~ 6.14 The Directors are each entitled to participate in and vote at a meeting of Directors or a Committee.

~~6.17~~ 6.15 No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.

PART 7 – PROCEEDINGS OF DIRECTORS

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

7.2 A meeting of the Board may be held by telephone or other communications facilities that permit all participants in the meeting to hear each other, and a Director who participates in the meeting by those means shall be counted as present at the meeting.

7.3 The quorum for a meeting of the Board shall be the majority of Directors holding office at the time of the meeting.

7.4 The President shall be chairperson of all meetings of the Board, 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 chairperson. If neither the President nor the Vice President are present, the Directors present may choose one of their numbers to be chairperson at that meeting.

7.5 All meetings of the Board shall be open to the public except that

- (a) the chairperson may exclude from a meeting those that the chairperson considers to be improperly conducting themselves;
- (b) the Board may exclude from the meeting, all persons other than the Directors, Members and officers of the Society, if the Directors adopt a resolution that states that in the opinion of the Board, the Society's interest requires the exclusion;
- (c) A resolution adopted under (b) requires an affirmative vote of a majority of the Directors present at the meeting if the resolution involves any of the following matters:
 - i personnel matters about an identifiable individual;
 - ii a financial, commercial or economic transaction of the Society, including a proposed or pending acquisition or disposition of land for the Society's purposes;
 - iii litigation matters and the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (d) a resolution adopted under (b) requires an affirmative vote of at least two-thirds (2/3) of the Directors present at the meeting if the resolution involves a matter that is not set out in (c); and
- (e) a Director who cannot or does not intend to keep confidential the nature and details of the matters for which a resolution is passed under (b) through (d) is expected to defer to the decision of the majority of the Board, until the Board resolves to reveal the details or the subject matter or discusses it at a public meeting, by immediately leaving the meeting or that part of it during which those matters are under consideration.

7.6 Any two (2) Directors may call a meeting of the Board at any time.

7.7 At least two (2) days' notice of a Board meeting must be given unless all the Directors agree to a shorter notice period.

7.8 The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

- 7.9 The Board may delegate any, but not all, of its powers to a committee consisting of one (1) or more Directors as it thinks fit (a "Committee").
- 7.10 A Committee shall, in the exercise of the powers delegated to it, conform to any rules imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.
- 7.11 A Committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson 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 chairperson of the meeting.
- 7.12 The members of a Committee may meet and adjourn as they think proper.
- 7.13 For a first meeting of the Board held immediately following the appointment of a Director or Directors at an annual or other general meeting of Members, it is not necessary to give notice of the meeting to the newly appointed Director or Directors for the meeting to be constituted, if a quorum of the Board is present.
- 7.14 Questions arising at a meeting of the Board or a Committee shall be decided by a majority of votes.
- 7.15 In case of an equality of votes on a question arising at a meeting of the Board or a Committee the chairperson does not have a second or casting vote and the motion is defeated.
- 7.16 No resolution proposed at a meeting of the Board or a Committee need be seconded and the chairperson of a meeting may move or propose a resolution.
- 7.17 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 at a meeting of Directors.
- 7.18 No Director or employee of the Society shall have any direct or indirect financial interest in any purchase order or contract entered into or issued on behalf of the Society unless such Director or employee absents himself from all meetings where the order or contract is approved or discussed or any vote is taken in any matter affecting such an interest in an order or contract. The provisions of this Bylaw shall not apply to the reimbursement of a Director in respect of expenses incurred with the Board's approval in carrying out the business of the Society.
- 7.19 No Director or employee will use any information obtained in connection with his or her position with the Society for personal benefit or for the benefit of any other person unless such information has been disclosed to the public or has been made available to the public. Without limiting the generality of the foregoing, a Director who has knowledge of a proposed action or decision by the Society shall not purchase or sell assets or shares or advise any other party to purchase or sell assets or shares the value of which could be expected to be materially affected by the proposed action or

decision until such time as the proposed action or decision has been announced or has been made available to the public.

7.20 A Director, former Director, employee or former employee must, unless otherwise authorized by the Board,

- (a) keep in confidence any record held in confidence by the Board until the record is released to the Members;
- (b) keep in confidence information considered in any part of a Board meeting that is discussed in a closed meeting unless or until the information is released to the Members.

7.21 The Board or a Committee may, by resolution, adopt rules of order but if no such rules of order are adopted, the proceedings of the Board or Committee shall be governed by Robert's Rules of Order Newly Revised or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Robert's Rules of Order Newly Revised.

PART 8 – DUTIES OF OFFICERS

8.1 The Society shall have ~~four~~three ~~(4)~~(3) officers, who shall be the President, Vice President, and Secretary, ~~and~~ Treasurer.

8.2 The Board shall elect from among their number a President, a Vice President, and a Secretary ~~-Treasurer and a Treasurer-~~, each of whom shall hold office for one year and shall retire from office at each annual general meeting, when their successors shall be elected. A Director, other than the Director elected President, may hold more than one (1) officer position.

8.3 The President shall preside at all meetings of the Members and of the Directors.

8.4 The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

8.5 The Vice President shall carry out the duties of the President during the absence of the President.

8.6 The Secretary -Treasurer shall

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and the Board;

- (c) keep minutes of all meetings of the Society and the Board;
- (d) have custody of all records and documents of the Society;
- (e) have custody of the common seal of the Society; and
- (f) maintain the register of Members.

~~8.7 The Treasurer shall~~

- (g) receive and bank monies collected from the Members or other sources;
- (h) keep accounting records in respect of the Society's financial transactions;
- (i) prepare the Society's financial statements; and
- (j) make the Society's filings with respect to taxes.

- 8.8 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- 8.9 The Members may by special resolution remove a Director as the President, Vice President, or Secretary ~~or~~ Treasurer before the expiration of his or her term of office, and the Board may elect a successor to complete the term of office.
- 8.10 Neither the President, the Vice President, nor the Secretary, ~~nor the~~ Treasurer shall be remunerated for being or acting as an officer, but shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

PART 9 – EMPLOYEES

- 9.1 The Board shall appoint a person as Chief Administrative Officer, also known as the "General Manager" to manage the operation of the Airport in accordance with the policies established by the Board (the "General Manager").
- 9.2 The General Manager is responsible for:
- (a) Ensuring that all provisions of the *Aeronautics Act* and the Airports Operating Manual are adhered to and are effectively administered to provide for safe and secure airport operations;
 - (b) Ensuring that all provincial and municipal laws, regulations and bylaws, including but not limited to

those relating to land use, building permits and business licensing, are effectively administered and adhered to;

- (c) Managing all property through leasing, licensing or other arrangements as authorized by the Board;
 - (d) Administering all contracts for capital projects other works and services as authorized by the Board;
 - (e) Ensuring a high level of transparency and communication with the community, including engaging in public consultations relating to projects, in keeping with the practices of the Cities of Pitt Meadows and Maple Ridge;
 - (f) Performing such further and other duties as the Board may direct.
- 9.3 The Board may appoint such agents and engage such employees as it may deem necessary from time to time and said persons will have such authority and will perform such duties as will be prescribed by the Board at the time of the appointment.
- 9.4 The General Manager must not be a Director.

PART 10 - SEAL

- 10.1 The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 10.2 The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary-Treasurer or President and Vice President.
- 10.3 All instruments, agreements, contracts or other documents which are not executed by affixing the common seal of the Society may be executed by
- (a) such persons as may be prescribed from time to time by resolution of the Board;
 - (b) the President and the Secretary-Treasurer;
 - (c) the Vice President and the Secretary-Treasurer; or
 - (d) the President and the Vice President.

PART 11 - BORROWING

11.1. In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, borrow or raise and 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.

11.2. No debenture shall be issued without first obtaining the consent of the Members by special resolution.

11.3. The Members may by special resolution restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

PART 12 - AUDITOR

12.1. The Society shall engage an auditor qualified to act under both the *Societies Act* and the *Community Charter* who shall be a person who is a member or partnership whose partners are members in good standing of the Chartered Professional Accountants, Canada or the Chartered Professional Accountants, British Columbia, or a person certified by the Auditor Certification Board established under the *Business Corporations Act* (British Columbia).

12.2. The auditor shall be appointed by the Board, who shall also fill all vacancies occurring in the office of the auditor.

12.3. An auditor may be removed and a new auditor appointed by the Board.

12.4. An auditor shall be promptly informed in writing of appointment or removal.

12.5. No Director and no employee of the Society shall be appointed as auditor.

12.6. The auditor may attend general meetings.

12.7. The fiscal year end of the Society shall be December 31 in each year.

PART 13 – NOTICES TO MEMBERS

13.1 A notice may be given to a Member or Director, either personally or by pre-paid mail to him or her at his or her registered address.

13.2 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 notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

13.3 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.
- 13.4 No person, other than those referred to in Bylaw 13.3 is entitled to receive a notice of general meeting.
- 13.5 Nothing in these Bylaws shall preclude or prohibit notice being given to a Member, Director or auditor by alternative means, including email, but any notice given by such alternative means shall only be deemed effective if express acknowledgement of receipt is given by the recipient.

PART 14 – DEALINGS IN LAND

- 14.1 The fee-simple interest in any land held by the Society must not be sold, transferred or otherwise disposed of without first obtaining the consent of the Members by special resolution

PART 15 – PLANNING AND REPORTING

- 15.1 The Board shall develop a master plan for the operation, management and development of the Airport (the “Airport Master Plan”) and shall present the Airport Master Plan to the Members for approval.
- 15.2 Once the Airport Master Plan has been approved by the Members, all Directors, Officers and employees of the Society must act in accordance with the Airport Master Plan.
- 15.3 The ~~Board~~Airport Executive Committee shall revise and update the Airport Master Plan periodically as it deems appropriate, or as otherwise directed by the Members, but no revision or update of the Airport Master Plan shall be effective until it has been approved by the Members.
- 15.4 The Board shall, not less than two (2) times per calendar year, or as otherwise directed by the Members, provide a formal report to the Members concerning the operation and management of the Airport.

PART 16 – BYLAWS

- 16.1 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.