

Bylaws of the Campbell River TV Association

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Definitions and Interpretations:

In these bylaws:

"Act" or "the Act" means The Society Act of the Province of British Columbia and amendments thereto.

"auditor" includes a partnership of auditors;

"bylaws" means the bylaws of The Society;

"constitution" means

- (a) the constitution established for The Society under this or the former Act, and
- (b) with respect to The Society that was subject to the original Act, the declaration for incorporation of that society, or other similar document;

“corporate member” means a corporation registered under the BC Company Act or the Canada Business Corporations Act that is a member of The Society;

"debt obligation" means a bond, debenture, note or other similar obligation, whether secured or unsecured, of The Society;

"director" means a member elected or appointed to a position on the Board of Directors;

“honourary member” means an ordinary or corporate member that has been elected by the Directors under these bylaws;

“immediate family” means all persons normally domiciled in the same residence as the member;

“inactive” means a membership that is currently valid but has not been receiving services from The Society;

“ordinary member” means an individual person who has applied for and been accepted as a member of The Society;

"ordinary resolution" means

- (a) a resolution passed in a general meeting by the members of The Society by a simple majority of the votes cast in person or, if proxies are allowed, by proxy,
- (b) a resolution that has been submitted to the members of The Society and consented to in writing by seventy-five percent (75%) of the members who would have been entitled to vote on it in person or by proxy at a general meeting of The Society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of The Society, or

(c) if The Society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by a simple majority of votes cast in respect of the resolution;

“proxy” means a person legally authorized to act on behalf of an ordinary or corporate member.

"Society" means The Campbell River TV Association.

"special resolution" means

(a) a resolution passed in a general meeting by a majority of not less than seventy-five percent (75%) of the votes of those members of The Society who, being entitled to do so, vote in person or, if proxies are allowed, by proxy

(i) of which the notice that the bylaws provide, and not being less than fourteen (14) days' notice, specifying the intention to propose the resolution as a special resolution has been given, or

(ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than fourteen (14) days' notice has been given,

(b) a resolution consented to in writing by every member of The Society who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of The Society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of The Society,

(c) if The Society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least seventy-five percent (75%) of the votes cast in respect of the resolution, or

(d) an extraordinary resolution passed before January 5, 1978;

"Subscription" shall mean all fees, dues, assessments, or other like sums payable by a member under the bylaws of The Society.

In these bylaws, unless the context otherwise requires, words importing the singular number

shall include the plural number and the male gender shall include the female gender, as the case may be, and vice versa, and general references to persons shall include firms and corporations. In all bylaws of The Society, wherever reference is made to any Statute or section thereof, such reference shall be deemed to extend and apply to any amendment to said Statute or section, as the case may be.

When construing the bylaws, reference shall be had to The Society Act and words and expressions used in the bylaws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

Part 1 - Terms of admission of members and their rights and obligations:

1. The members of The Society are the subscribers to the Constitution and bylaws, and every other person or corporation who has agreed or agrees to become a corporate member, honorary member, ordinary member, or any other class of member, by whatever name called, and who is a member of The Society on the date these bylaws become the bylaws of The Society or who is subsequently admitted to membership in The Society according to the bylaws of The Society from time to time in force.
2. As a condition of membership, all persons or corporations seeking to be members of The Society (save for honorary members) shall lend to The Society the sum of one hundred dollars (\$100.00), which shall be paid by the applicant for membership at the time of application.
3. Once the sum of one hundred dollars (\$100.00) has been advanced to The Society, a member shall be issued a non-interest bearing debenture of a face value of one hundred dollars (\$100.00) which shall not be transferable or assignable, except to a member of the immediate family or legal representative. The debentures shall, on the winding up or dissolution of The Society, be a first charge on the assets of The Society.

4. The moneys due under the said debenture otherwise shall be returned only when a member in good standing resigns or due to death, or when a corporate member in good standing cancels its membership or dissolves.
5. The Society shall deduct from any moneys due to an ex-member or to the legal representative of a deceased member any moneys due to The Society for subscriptions, service charges or other debts due to The Society.
6. There shall be three (3) classes of membership in The Society, namely: honorary membership, corporate membership and ordinary membership.
 - a) Honourary Members shall be elected annually to such membership by the unanimous vote of all the Directors of The Society present at any properly constituted meeting of the Directors. Once elected as an honorary member of The Society, the person so elected shall hold membership for one year or for such lesser term as the Directors shall have been pleased to have established. The honorary members of The Society shall not be entitled to vote at, but shall be entitled to notice of and to attend meetings of the ordinary members of The Society. Honourary members shall not participate in any distribution of the property of The Society upon dissolution of The Society; and they shall not be required to pay any membership fees, dues or subscriptions. Nothing, however, shall prevent an honorary member of The Society from also being an ordinary member of The Society. Honourary members at the discretion of the Directors may either be persons or bodies corporate. Provided further that corporate honorary memberships shall only be given to charitable, religious, educational or other related institutions and bodies.
 - b) Corporate Membership in The Society shall be restricted to bodies corporate

which may be admitted to membership in The Society. A corporate member shall be liable for the payment of all subscriptions and other assessments as if it were an ordinary member of The Society, and in addition such other and further additional subscriptions and assessments that the Directors may from time to time in the future levy against corporate members. Further, the Directors of The Society may in their discretion limit the type and amount of the services of The Society that a corporate member may receive.

c) Ordinary Membership in The Society shall be open to individual persons. Ordinary members of The Society shall be entitled to one vote per ordinary member at all meetings of members of The Society; ordinary members shall be entitled to participate in any distribution of the property of The Society upon dissolution of The Society; ordinary members shall pay such subscriptions and assessments as are from time to time set by the Directors of The Society in accordance with the powers vested in them by these bylaws or by the bylaws themselves.

7. The Secretary of The Society shall ensure that adequate membership records are kept by The Society and that all member information is adequately safeguarded to ensure data security and protection of personal privacy.

8. Every member of The Society is entitled to share equally in all the benefits and services offered by The Society, subject only to the special restrictions imposed by these bylaws or by the directors of The Society on corporate members or on other members who require more than the usual amount of the services of The Society, and subject to the reasonable availability of such services, bearing in mind the capacity of The Society to physically and/or economically provide the requested services and the obligation of The

Society to provide such services for the other members of The Society.

9. No member of The Society shall, in an individual capacity, be liable for any debt or liability of The Society.
10. The Society shall not divide its capital into shares or declare any dividend, and except on dissolution, it shall not distribute its property among the members of The Society according to these bylaws.

Part 2 - Conditions under which membership ceases and manner in which a member may be expelled and/or reinstated:

11. Effective on the date of receipt by The Society of notice from the member, members may resign from membership or terminate or suspend services by any reasonable process established by The Society. A member terminating membership in The Society shall be refunded the member's debenture within a reasonable time. A member shall remain liable for payment of any assessment or other sum levied or which became payable to The Society prior to receipt of such resignation, termination or suspension.
12. An ordinary membership may be transferred to another member of the immediate family upon the death of an existing member. All rights, benefits and obligations applying to the deceased member shall apply to the new member.
13. The Directors may, by simple majority vote, terminate memberships that have been inactive for twelve (12) months. A debenture shall be returned to a member in good standing, and to other members after outstanding assessments and debts have been paid.
14. The Directors shall have the power, by a vote of not less than seventy-five percent (75%) of all duly elected or appointed Directors of The Society at any duly constituted meeting of the Directors, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest

or reputation of The Society or whom wilfully commits a breach of the constitution or bylaws of The Society. No member shall be expelled or suspended without first being notified of the charge or complaint and having been given an opportunity to be heard in person, with counsel present if the member so desires, by the Directors at a meeting called for that purpose.

15. Any notice required to be sent under the above bylaw may be given by The Society to the member either personally or by sending it by registered post to the member's last known address.
16. Any member of The Society who has been suspended or expelled from The Society in accordance with these bylaws and who is not in default in the payment of any annual membership fee, subscription or otherwise indebted to The Society may appeal to the next Annual General Meeting of The Society to reverse the decision of the Directors as to the suspension or expulsion from membership in The Society, and if fifty percent (50%) plus one of the members entitled to vote and present vote in favour of reversing the decision of the Board of Directors, active membership in The Society shall be restored.
17. Provided further that a member who decides to appeal an expulsion or suspension to the next Annual General Meeting of The Society shall give written notice of said intention to the Secretary of The Society. After receipt of such written notice, and subject to the member paying the regular monthly service charges, if any, for the services received from The Society, the member shall be entitled to receive all the benefits and services of The Society until a decision is made by members at the next Annual General Meeting.
18. Upon the failure of any member to pay any subscription or indebtedness due to The Society, The Society may after such default cancel all services of such member, but service shall be reinstated for such member upon the payment by the member of the

aforesaid subscription and indebtedness and upon the payment of any service or other charges which may be incurred in order to reconnect the member to the services offered by The Society.

19. Any member who resigns, withdraws, or otherwise ceases to be a member, or is expelled from The Society shall, subject to these bylaws, forthwith forfeit all right, claim and interest arising from or associated with membership in The Society.

Part 3 - Provisions as to general and special meetings:

20. The Annual General Meeting of The Society shall be held in November in the CRTV service area on a day to be fixed by the Board of Directors, and fourteen (14) days notice of such meeting shall be given to each member.
21. Other meetings of the members, whether general or special, may be convened by order of the Directors for any time and at any place in the CRTV service area for the transaction of such business as may be properly brought before a general or special meeting of The Society, provided that not less than fourteen (14) days notice of the time and place of such meeting shall be given to all members, and provided that, if it is intended that any special resolution or resolutions or any attempt to modify these bylaws be made to the meeting, due notice of such special resolution or resolutions or bylaw amendments shall also be given to the members at the same time they are given notice of the meeting.
22. Provided further, if at any general or special meeting of The Society, it is proposed that any special resolution or resolutions be passed, and at which any attempt is made to amend the bylaws of The Society, then a true copy of the proposed resolution(s) or amendment(s) shall be made available through the CRTV office and via electronic mail or the CRTV web site.
23. Any notice required to be sent under the above bylaws may be given by The Society to

any member either personally, by sending it by post to the member's last known address, or by publication in the local newspapers. When notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying postage and posting a letter containing the notice, and to have been effected on the day following the date of posting. When notice is provided by publication, service of the notice shall be deemed to be effective on the date of first publication, given that the publication date complies with due notice requirements elsewhere in these bylaws.

24. No error or omission in giving notice of any Annual General Meeting, General Meeting or Special Meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be the last address of record of The Society.
25. Twenty-five (25) ordinary members present in person shall constitute a quorum at any Annual, General or Special Meeting of The Society, and in the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned for at least seventeen (17) days and not more than twenty-seven (27) days to a time and place determined by the Chair of the meeting or by any of the Directors of The Society present and a quorum at any such adjourned meeting shall be twenty-five (25) ordinary members present in person.
26. If an Annual, General or Special Meeting of The Society is adjourned because of a lack of a quorum of twenty-five (25) ordinary members, the Secretary of The Society shall forthwith give to each member notice of the adjournment and fourteen (14) days notice of

the new time and place for the said meeting.

27. If at any Annual, General or Special Meeting of The Society which has been once adjourned there are fewer than twenty-five (25) ordinary members present, the Chair of the meeting, or in the absence of a Chair any Director present, shall adjourn the meeting to the next Annual General Meeting of The Society.
28. Any meetings of The Society or of the Directors may be adjourned to any time and from time to time and only such business may be transacted at reconvened meeting as might have been transacted at the original meeting from which such adjournment took place. No notice, save as provided in these bylaws, shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
29. Every ordinary and corporate member in good standing is entitled to one (1) vote which must be cast in person by the member, duly authorized designate, or duly authorized proxy. Provided, however, and notwithstanding anything else contained in the bylaws of The Society, an ordinary member of The Society shall be permitted to authorize a proxy vote for any immediate family member who shall then be entitled to vote on behalf of such member. Such proxy shall be in a form approved by the Secretary of The Society and shall be filed with The Society prior to the meeting at which it is to be used. The proxy shall be revocable at any time by the member and shall in any event only be valid in accordance with provisions of The Society Act for the meeting it is intended to be used at or any reconvened meeting thereof.
30. At all meetings of The Society every question shall be decided by a simple majority of votes of the ordinary and corporate members present in person or by proxy unless otherwise required by the bylaws of The Society, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any

member. Upon a show of hands, every member having voting rights shall have one vote and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of The Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a simple majority of votes given by the ordinary members present in person or by proxy and the corporate members by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of The Society in General Meeting upon the matter in question. In case of an equality of votes at any General Meeting, whether upon a show of hand or at a poll, the Chair shall be entitled to a casting vote.

31. The President of The Society, or failing the President the Vice-president shall preside as Chair at every Annual, General or Special Meeting of The Society. If there is no such Chair present, the Director or Directors present shall choose one of their number to be Chair. If no Directors are present, then the meeting may by majority vote choose any member present to be the Chair.
32. An ordinary member or corporate member shall be entitled to vote at any meeting even if the member is in arrears in the payment of any subscription or indebtedness due to The Society. Provided, however, that no person or corporation who has ceased to be a member pursuant to these bylaws shall be entitled to vote unless the entire indebtedness to The Society is discharged and the person been restored to the membership list of The Society prior to the meeting of The Society at which the vote is to occur..
33. The Directors may, whenever they think fit, and they shall on the requisition in writing

by not fewer than ten percent (10%) of the members, forthwith proceed to convene a Special Meeting of the Association, provided however the requisition for such a meeting must state the object of the meeting, and must be signed by the requisitioners and must be deposited at the registered office of The Society. The cost of such meeting shall be borne by The Society.

34. Provided, however, that General and Special Meetings of members of The Society may be held at any time without notice, if all the members of The Society are present, or if the absent members signify their assent in writing to such a meeting and waive all requirements of notice, and at such a meeting any business (except to pass a special resolution or amend these bylaws) may be transacted that the members in a General or in a Special Meeting may transact.

Part 4 - Appointment and removal of directors and other officers and their duties, powers and remuneration

Section 1 – Directors

35. The affairs of The Society shall be managed by a Board of Seven (7) Directors who may exercise all such powers and do all such acts and things as may be exercised or done by The Society and are not by the bylaws of The Society or by law expressly directed or required to be done by The Society at a meeting of the members or otherwise.
36. Candidates for office of Director of The Society, save where a Director is appointed to fill a casual vacancy as provided by these bylaws, or where there is a Special Meeting to elect Directors as provided by these bylaws, shall be nominated at the Annual General Meeting of The Society, and shall, after being nominated, stand for election in accordance with the provisions of Section 5 of Part 4 (Conduct of Elections) of these bylaws.

37. The term of office for each Director elected in accordance with Section 5 of Part 4 (Conduct of Elections) herein shall be for a period of three (3) years, with the normal term of office beginning upon the Director being declared elected, and ending when the successor for the office of Director has been declared elected.
38. The present Directors of The Society elected at any past Annual General Meeting of The Society or subsequently appointed to be a Director in accordance with the bylaws then in force shall continue to be the Directors of The Society until the annual General Meeting to be held in 2004 at which time the three (3) Directors whose terms would then normally expire shall, subject to the bylaws of The Society and subject to their right to seek re-election, cease to be Directors of The Society. Directors elected to fill these three vacant seats shall be elected to three-year terms of office. All remaining Directors of the present Directors of The Society shall then, subject to the bylaws of The Society, continue to be Directors of The Society until the Annual General Meeting to be held in 2005 when they, subject to their right to seek re-election and the bylaws of The Society, shall cease to be Directors of The Society.
39. The present Directors of The Society elected at any past Annual General Meeting of The Society or subsequently appointed to be a Director in accordance with the bylaws then in force shall continue to be the Directors of The Society until the annual General Meeting to be held in 2005 at which time the four (4) Directors whose terms would then normally expire shall, subject to the bylaws of The Society and subject to their right to seek re-election, cease to be Directors of The Society.
40. At the Annual General Meeting to be held in the year 2005, the two (2) candidates receiving the highest number of votes shall be elected to fill two (2) vacant posts of Director for three-year terms. The two (2) candidates receiving the third and fourth

largest number of votes shall be elected to fill the remaining two (2) vacant posts of Director for one-year terms.

41. The present Directors of The Society elected at any past Annual General Meeting of The Society or subsequently appointed to be a Director in accordance with the bylaws then in force shall continue to be the Directors of The Society until the annual General Meeting to be held in 2006 at which time the two (2) Directors whose terms would then normally expire shall, subject to the bylaws of The Society and subject to their right to seek re-election, cease to be Directors of The Society.
42. At the Annual general meeting to be held in the year 2006, candidates for the two (2) vacancies open for election shall be elected to three-year terms.
43. Beginning with the Annual General Meeting to be held in the year 2007 and at the Annual General Meeting to be held in every third year thereafter, a minimum of three (3) persons, who are Ordinary Members of The Society shall be nominated as Directors of The Society to three-year terms of office. Beginning with the Annual General Meeting to be held in the year 2008 and at the Annual General Meeting to be held in every third year thereafter, a minimum two (2) persons who are Ordinary Members of The Society shall be nominated as Directors of The Society. Beginning with the Annual General Meeting to be held in the year 2009 and at the Annual General Meeting to be held in every third year thereafter, a minimum two (2) persons who are Ordinary Members of The Society shall be nominated as Directors of The Society.
44. At the Election of Directors, those nominated Ordinary Members polling the most votes shall, having due regard for the number of vacancies available, be declared elected as Directors of The Society. The declaration as to names of those who have successfully been elected as Directors of The Society normally shall be made by the President of The

Society, but failing such a declaration by the President, the declaration may be made by any other Officer or Director of The Society.

45. If there is a tie in the number of votes cast for the office of Director, and if there is not sufficient vacancies on the Board of Directors for those receiving the tie vote, then the President of The Society, and failing the President the Vice-president of The Society; and failing both of them the Secretary of The Society, shall have a deciding vote. In the event that a tie in the number of votes cast for the office of Director involves the re-election of all of these three named officers, the winner(s) shall be determined by a draw of lots under the direction of the Returning Officer.
46. The qualification for a Director shall be coincident with qualification for ordinary membership in The Society except that only members who are Canadian citizens and reside in the CRTV service area may serve as Directors in accordance with regulations of the Canadian Radio-Television Commission and these bylaws. The office of Director shall be vacated immediately upon the incumbent ceasing to be an ordinary member of The Society, moving from the service area, or for any reason ceasing to be a Canadian Citizen. No corporate member, either itself or through its proxy, shall be entitled or eligible to hold office in The Society or to become a Director or Officer of The Society.
47. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the remaining Directors from among the Ordinary Members of The Society.
48. If at any time there are fewer than three (3) Directors of The Society the remaining Directors shall forthwith call a Special Meeting of the members of The Society for the purpose of holding an Election to fill all the vacancies existing as of the date of the Special Meeting. At a Special Meeting called for this purpose, Ordinary Members of The

Society shall be nominated for office, and after the close of nominations an election, if necessary, by secret ballot shall be held. Those Ordinary Members receiving the most votes, having due regard of the number of vacancies available, shall then be declared elected by the Chair of the meeting. In the case of a tie in the number of votes cast at such a Special Meeting and if there are not sufficient vacancies on the Board of Directors for those receiving the tie vote, then the Chair of the meeting shall have a casting or deciding vote.

49. If a vacancy in the Board of Directors is filled by an election held at a Special Meeting of The Society or is filled by an appointment made pursuant to these bylaws and if the unexpired term for such otherwise vacant position is over one (1) year, then at the next following Annual General Meeting of The Society, nominations will be received for candidates to hold the office of that Directorship for the balance of its normal term and an election will be held for that office in accordance with the bylaws of The Society.
50. If any member of the Board of Directors resigns from office or, without reasonable excuse to be determined by the remainder of the Board of Directors, is absent from three (3) or more Directors' Meetings in succession, or is suspended or expelled from The Society, the Directors shall declare that office vacated and may appoint a successor to hold the vacated office.
51. The office of Director shall also *ipso facto* be vacated if the Director:
 - a) is found lunatic or becomes of unsound mind;
 - b) becomes bankrupt;
 - c) is concerned, directly or indirectly, solely or through any other person, related or otherwise with any contract whatever or has interest in any contract with or for The Society, having failed to declare a potential conflict of interest or to have the

potential conflict addressed and accommodated by the Board of Directors following duly adopted policies of the Board; or

d) moves to a principal residence to outside the CRTV service region.

Section 2 - Duties and Powers of Directors and their Meetings

52. The Directors of The Society may administer the affairs of The Society in all things and make or cause to be made for The Society in its name, any kind of contract which The Society may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as The Society is by its constitution or otherwise authorized to exercise and do.
53. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by The Society for such consideration and upon such terms and conditions as then may seem advisable.
54. Provided, however, that nothing herein shall authorize or permit the Directors of The Society to sell or otherwise dispose of the whole or the greater part of the assets and equipment of The Society used to provide cable services to its members unless such sale or other disposition is approved pursuant to Part 11 of these bylaws.

*** amended – see Special Resolution filed and registered October 14, 2008 .**

55. The Directors of The Society, subject to the approval of the Canadian Radio and Television Commission as may be required, shall from time to time in their absolute discretion determine the fees to be charged to members of The Society for the services provided by The Society. Further and without limiting the foregoing, the Directors may

determine separate and different fees payable monthly by members of The Society. The Directors further may from time to time in their absolute discretion set and determine such other fees and charges as they deem necessary to recompense The Society from any expenses incurred by it due to the connection, disconnection and/or reconnection of any cable service provided by The Society.

56. A simple majority of Directors shall form a quorum for the transaction of business. The Board of Directors may hold its meeting at such place or places within the Province of British Columbia as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' Meetings may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two (2) Directors. Notice of such meetings shall be delivered in person, or by telephone or electronic mail to each Director not less than one (1) day before the meeting is to take place or shall be mailed to each Director not later than four (4) days before the meeting is to take place. The Statement of the Secretary or President that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A Directors' Meeting may also be held, without notice, immediately following the Annual General Meeting or any Special Meeting of The Society. The Directors may consider or transact any business, either special or general, at any meeting of the Board.
57. Questions arising at any meeting of Directors shall be decided by a simple majority of votes. Each Director shall have one vote. Provided, however, that the Chair of the

meeting of the Board of Directors shall not cast a vote unless it is to break a tie vote of the other Directors of The Society. All votes at any such meeting shall be taken by ballot if so demanded by any Director present; but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, those duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

58. A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
59. The Board of Directors shall receive no remuneration for their services. They will, however, be reimbursed for all moneys of their own spent by them in carrying out their duties as Directors and Officers of The Society. The Directors shall receive a sum per Board meeting attended to cover expenses incurred, the amount to be set annually by resolution at the Annual General Meeting commencing with the Annual General Meeting of 2005.
60. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
61. The members of the Board of Directors of The Society shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with these bylaws.

62. Subject to The Society Act, every Director of The Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of The Society, and the heirs, executors, administrators, estate and effects respectively of every Director, shall from time to time and at all times be indemnified and saved harmless out of the funds of The Society from and against all costs, charges and expenses arising out of any action, suit or proceedings which is brought, commenced or prosecuted against that Director for or in respect of any act, deed, matter or thing whatsoever made, done or permitted personally or any other Director or Directors in or about the execution of the duties the office, and also from and against all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by individual wilful neglect or default.

Section 3 - Officers and Employees

63. The Board of Directors may from time to time appoint such executives, managers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of The Society and such executives, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board, or by these bylaws. Furthermore, the Directors may direct that any executive or employee of The Society, as a condition of being an employee of The Society, be bonded for such amount and on such terms as the Directors believe to be in the best interest of The Society.
64. There shall be a President, a Vice President, a Secretary and a Treasurer and such other Officers as the Board of Directors may determine from time to time. No person may hold more than one office. The Officers shall be elected by the Board of Directors from among

their number at the first meeting of the Board after the Annual Election of such Board of Directors, or at the next regular or special meeting of the Board following any office becoming vacant, provided that in default of such election, the then incumbents, being members of the Board, shall hold office until their successors are elected.

65. The duties of all officers of The Society shall be such as the terms of their engagement call for or the Board of Directors requires of them.
66. The President shall, when present, preside at all meetings of the members of The Society and of the Board of Directors. The President, subject to the directions of The Society as given at any general or special meeting or of the Board of Directors and between meetings of The Society and of the Directors, shall also be charged with the supervision of the affairs and operations of The Society. During the absence or inability of the President, duties and powers of the office may be exercised by the Vice-president, and if the Vice-president or such other Directors as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.
67. The Vice-president shall, in order of precedence of their election, perform all the duties of and be subject to the same rules as the President whenever the President ceases to hold office for any reason or is prevented from attending to those duties, and shall preside at all meetings of The Society or the Board of Directors in the absence of or upon the request of the President.
68. The Treasurer, or person performing the usual duties of a Treasurer, shall ensure that full and accurate financial accounts of of The Society are kept and shall ensure that all moneys or other valuable effects are deposited in the name and to the credit of The Society in such bank or banks as may from time to time be designated by the Board of

Directors. The Treasurer shall

- a. ensure that the funds of The Society are properly dispersed,
- b. properly and duly render to the Board of Directors an account of the financial position of The Society, and
- c. perform such other duties as may from time to time be determined by the Board of Directors.

69. The Directors shall appoint a Secretary who shall communicate or cause to be communicated notices for all meetings of the Board of Directors and members when directed so to do; have charge of the minutes of The Society; sign with other signing officer or officers of The Society such instruments as require the Secretary's signature and shall perform such other duties as the terms of engagement call for or the Board of Directors may from time to time require.

70. The Board of Directors may from time to time appoint or hire a Manager or a Board of Managers or both a Manager and a Board of Managers, none of whom may be Directors of The Society, and may delegate thereto full authority to manage and direct the business and affairs of The Society (except such matters and duties as by law must be transacted or performed by the Board of Directors or by the members in general meeting) and to employ and discharge agents and employees of The Society, or may delegate thereto any less power. Such Manager, Board of Managers or Manager and Board of Managers, shall comply with all lawful orders given by the Board of Directors of The Society and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of The Society.

71. All Officers shall be subject to removal from office or employment by the Board of Directors at any time with or without cause and with or without notice to the person so

removed. The employment of all Managers, members of Board of Managers, Agents and Employees shall be subject to any contract of employment between them and any of them and The Society (including any collective union agreements) and failing such a contract or contracts the provisions of the common law shall apply.

72. In case of the absence or inability to act of any Officer, Agent or Employee of The Society or for any reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such person or persons to any other person or persons.

Section 4 -Miscellaneous Duties

73. Deeds, transfers, licences, contracts and engagements on behalf of The Society which require the formal approval of the Board of Directors shall be signed by either the President or Vice-president and by the Secretary; and the Secretary shall ensure that the Seal of The Society is affixed to such instruments as require the same. Contracts in the ordinary course of The Society's operations may be entered into on behalf of The Society by the President, Vice-president, Treasurer or any other person authorized by the Board. The President, Vice-president, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors, may transfer any and all shares, bonds or other securities from time to time standing in the name of The Society in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of The Society transfers or shares, bonds or other securities from time to time transferred to The Society, and may affix the Common Seal to any such transfers or acceptances of transfers and may make, execute and deliver under the Common Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an Attorney or Attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the bylaws of The Society, the Board of Directors may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligations of The Society may or shall be executed.

74. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of The Society, shall be signed by such officer or officers, agent or agents of The Society and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of The Society through its bankers and endorse notes and cheques for deposit with The Society's bankers, for the credit of The Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of The Society by means established for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between The Society and The Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
75. The securities of The Society shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of The Society signed by such officer or officers, agent or agents of The Society and in such manner as shall, from time to time, be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians for the Board of Directors shall be fully protected in acting in accordance with the directions of the Board

of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Section 5 - Conduct of Elections

76. The Board of Directors shall appoint a Returning Officer from among those of their members who are not standing for election at the next Annual General Meeting. It shall be the duty of the Returning Officer to ensure that all supervised elections comply with rules of fair practice and due process and with these bylaws.
77. Candidates for the office of Director of The Society at any Annual General Meeting of The Society shall be nominated and seconded by members of The Society present at the meeting and entitled to vote. A nomination is not debatable. The person nominated must either be present at the meeting or, in the alternative, the nominee's written consent agreeing to stand for office must be filed with the Returning Officer prior to or at the time of nomination. The person nominated may decline the nomination at any time up until the day of the election or, if there be no election, until declared elected by acclamation. The Returning Officer shall confirm the eligibility of all nominees prior to the date of the election or, if there be no election, prior to any declaration of election by acclamation.
78. Nominations may be closed by the Returning Officer without motion or by the members on a motion. However, the Returning Officer shall not close nominations until a reasonable period of time has elapsed and nominations requested on at least three (3) occasions.
79. If only the number of eligible candidates required to fill office or offices are nominated and if the nominations are closed, the Returning Officer shall declare the person or persons so nominated to be elected to office.
80. If however, there be more eligible for office than offices available, an election by secret

ballot shall be held. The conduct of this election held by The Society shall be under the charge of the Returning Officer. It shall be the duty of the Returning Officer to ensure a true and proper election by secret ballot, and after a fair opportunity for all ballots to be cast as provided for herein, to examine all ballots, decide on their validity, count the ballots cast and to declare the result. The Returning Officer's declaration as to the result of the vote is final and binding.

81. The Returning Officer (or others in charge of the election) shall designate two scrutineers to assist in the counting of ballots. The Returning Officer or others in charge are not obligated to adopt the Scrutineer's Report.
82. The following procedures shall be adopted on the close of nominations at an Annual General Meeting, if an election is to be held.
 - a) After nominations have closed, all nominees, or their nominator if the nominee not be present, shall be given the opportunity to address the Meeting of The Society and will also be given equal time to address the members of The Society over Channel 10 or other available local origination channel.
 - b) Voting to elect Directors shall take place at the main business office of The Society on a work day, not earlier than ten (10) days nor later than fourteen (14) days following the date of the Annual General Meeting of The Society.
 - c) For the convenience of members, an advance poll will take place on a business day not earlier than five (5) days prior to the date set for the election, for those members of The Society who cannot vote on the regular voting day.
 - d) Votes shall be cast at the advance poll from the start of normal business hours continuously to normal closing time and on the regular election day continuously between 8:00 o'clock in the morning and 8:00 o'clock in the evening.

- e) Each candidate may appoint a scrutineer to observe the election and to count ballots.
83. The Notice of the Annual General Meeting shall also, in addition to setting forth the day, time and place of the said meeting, set forth the day, time and place of the advance poll and the regular voting day.
84. The form of ballot to be used shall include the candidate's name and occupation as listed on the most recent federal tax return. Candidates on the ballots shall be listed alphabetically by surname.
85. The President may announce the number of votes received by each candidate for office. Upon written request of not less than ten percent (10%) of all members in good standing, the President shall be required to announce the number of votes received by each candidate for office.
86. It shall further be the duty of the Returning Officer to retain possession all ballots and the Scrutineers' Reports until such time as the Directors of The Society pass a motion that said ballots and Scrutineers' Reports be destroyed. The Returning Officer shall then supervise the destruction of said ballots and Scrutineers' Reports.

Part 5 - Exercise of borrowing powers

87. The Directors, subject to the provisions of these bylaws, may from time to time:
- a) borrow money on the credit of The Society;
 - b) issue, sell or pledge securities of The Society;
 - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of The Society, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of The Society; provided that debentures, save as provided

in these bylaws, shall not be issued without the sanction of a special resolution of The Society; and

- d) authorize any Director, officer or employee of The Society or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by The Society as the directors may authorize, and generally to manage, transact and settle the borrowing of money by The Society.

Part 6 - Audit of Accounts, Finance and Expenditures

88. The members shall at each Annual General Meeting appoint an auditor or auditors to hold office until the next Annual General Meeting. The remuneration of the auditors of The Society so selected shall be fixed by the Board of Directors.
89. If an appointment of auditors is not made at an Annual General Meeting or the Annual General Meeting is not held, the Directors may appoint an auditor of The Society for the current fiscal year and fix the remuneration to be paid by The Society for services.
90. The Directors may fill any casual vacancy in the office of auditor; but while any such vacancy continues, the surviving or continuing auditor or auditors (if any) may act.
91. The auditor of The Society shall be a member in good standing of the Institute of Chartered Accountants for the Province of British Columbia.
92. A Director, Manager, officer, or any employee of The Society, and any person who is a partner of or in the employment of any of the aforesaid, shall not be eligible to be appointed auditor of The Society; provided The Society may by unanimous vote of all the members entitled to vote for the election of Directors, appoint as auditor a Director,

Manager, officer or employee of The Society or any such person as aforesaid.

93. The auditors shall make a report to the members and Directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before The Society at any Annual Meeting during their tenure of office, and the report shall state:
 - a) whether or not they have obtained all the information and explanations they have required, and
 - b) whether, in their position, the financial records referred to in their report are properly drawn up so as to exhibit a true and correct view of the state of The Society's affairs as at the date of the financial records and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the accounts of The Society.
94. Every auditor of The Society shall have the right of access at all times to all records, documents, books, accounts and vouchers of The Society, and is entitled to require from the Directors and officers of The Society such information and explanation as may be necessary for the performance of the duties of auditor.
95. The rights and duties of an auditor of The Society shall extend back to the date up to which the last audit of The Society's books, accounts and vouchers was made.
96. The auditors of The Society are entitled as of right to attend any meeting of members of The Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement of explanation they desire with respect to the accounts.
97. The auditors shall, within ten (10) days prior to the Annual General Meeting of The

Society, furnish The Society with an audited and signed statement containing general particulars of The Society's liabilities and assets, and a statement of The Society's income and expenditures which said statement shall then in accordance with The Society Act be filed with the Registrar of Companies.

Part 7 - Custody and Use of the Seal of The Society

98. The Board of Directors may adopt a Seal which shall be the Common Seal of The Society.
99. The Directors shall provide for the safe custody of the Common Seal of The Society, which shall not be affixed to any instrument except as provided by these bylaws and unless in the presence of:
- a) The President or Vice-president and the Secretary in the case of deeds, transfer, licences, contracts and engagements,
 - b) and in the case of all other matters excepting deeds, transfer, licences, contracts and engagements, by such other officer or officers or Director or Directors of The Society as may be prescribed from time to time by resolution of the Board of Directors.
100. For the transaction of business without the Province, The Society may, if permitted by The Society Act and subject to any restrictions imposed therein, have an official Seal for use in any other Province, State or Country.

Part 8 - Alteration of bylaws by Special Resolution Stating Requisite Majority

101. The bylaws of The Society shall not be altered or added to except by a special resolution of The Society passed by a majority of not less than seventy-five percent (75%) of the members of The Society present and entitled to vote at a General Meeting of The Society and at which notice specifying the intention to propose the said resolution as a special

resolution has been duly given to members of The Society in accordance with the bylaws of The Society.

Part 9 - Preparation and Custody of Minutes of Proceedings of The Society and of Meetings of The Society and of the Directors, and Other Books and Records of The Society

102. The Directors shall see that all necessary books and records of The Society required by the bylaws of The Society or by any applicable Statute or Law are regularly and properly kept.
103. The books of account and other records of The Society shall at all times be open to inspection by the Directors.
104. The fiscal year of The Society shall terminate on a day in each year to be fixed by the Board of Directors and the financial statements of The Society's affairs for presentation to the members at the Annual Meeting shall be made up to that date.

Part 10 - Time and Place at Which Books and Records of The Society May Be Inspected by Members

105. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of The Society or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of The Society except as conferred by law or authorized by the Directors or by resolution of the members, passed at a General or Special Meeting of The Society, whether previous notice thereof has been given or not. Provided, however, a member of The Society shall be at liberty during business hours at the main office of The Society to inspect the books and records of The Society which record the state of the member's own account with The Society, and the minutes of any general or special

meeting of The Society or of the Board of Directors and of any monthly financial statement of the monetary affairs of The Society or the statements and reports of the auditors of The Society. Provided further a member on paying the cost of photocopying shall receive a copy of the member's own records and any of the aforesaid minutes or financial statements.

Part 11 - Sale of the Whole or the Majority of the Assets of The Society

106. All or substantially all of the assets of The Society used to provide cable services to its members shall not be sold or otherwise disposed of except with the prior approval of such sale or disposition by a special resolution of The Society; provided, however, that such special resolution may be passed either before or after this Section 106 becomes effective.

*** amended – see Special Resolution filed October 14, 2008.**

107. Upon dissolution of The Society, all assets of The Society shall be distributed equitably among the ordinary members in good standing at the time of dissolution.

Part 12 - Order of Business and Conduct of Meetings

108. The following agenda for the conduct of business at the Annual General Meeting of The Society shall be followed:

- a) Report of Notice of meeting
- b) Adoption of Rules of Order
- c) Roll call of Directors
- d) Reading and confirming the Minutes of the last Annual and Extraordinary meetings.
- e) Correspondence
- f) Report of Directors

- g) Report of Committees
 - h) Financial Report
 - i) Nomination of Auditors
 - j) Appointment of Auditors
 - k) Taking up unfinished business
 - l) New business and consideration of Motions
 - m) Welfare
 - n) Adjournment
109. The agenda for the conduct of the business at any other General, Special, or Extraordinary Meeting of The Society shall be determined by the Board of Directors.
110. Rules of Order: The Board of Directors shall establish Rules of Order for General, Special, or Annual General Meetings which shall be approved by a simple majority of the members present at that meeting and eligible to vote.