INCORPORATION APPLICATION - BYLAWS
Filed Date and Time: September 22, 2026 04:03 PM Pacific Time
Society Incorporation Number: S0086192

Robinson Museum Development Society Bylaws

Bylaws of *Robinson Museum Development Society* (the "Society")

Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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.

Part 2 — Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

(a)may not vote at a general meeting, and

(b)is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Part 3 — General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and, if applicable, place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

(a)adoption of rules of order;

(b)consideration of any financial statements of the Society presented to the meeting;

(c)consideration of the reports, if any, of the directors or auditor;

(d)election or appointment of directors;

(e)appointment of an auditor, if any;

(f)business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a 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.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

(a)the individual, if any, appointed by the Board to preside as the chair;

(b)if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

(i)the president,

(ii)the vice-president, if the president is unable to preside as the chair, or

(iii)one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual in attendance at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

(a)in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b)in any other case, the meeting stands adjourned to the same day in the next week, at the same time and and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.

If quorum ceases to be in attendance

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

(a)elect an individual to chair the meeting, if necessary;

(b)determine that there is a quorum;

(c)approve the agenda;

(d)approve the minutes from the last general meeting;

(e)deal with unfinished business from the last general meeting;

(f)if the meeting is an annual general meeting,

(i)receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

(ii)receive any other reports of directors' activities and decisions since the previous annual general meeting,

(iii)elect or appoint directors, and

(iv)appoint an auditor, if any;

(g)deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h)terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 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.

Part 4 — Directors

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

4.2 **Youth Director Authorization:** In accordance with the *Societies Act*, individuals aged 16 or 17 may serve as directors on the board. The Board shall maintain at least one seat (Member-at-Large) designated for a youth director under the age of 18. However, the majority of the board of directors must be 18 years of age or older at all times.

4.3 **Election and Term:** Directors shall be elected or appointed at the Annual General Meeting (AGM). Directors serve a one-year term but are eligible for re-election.

Election or appointment of directors

4.4 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.6 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 5 — Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 — Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

(a)president;

(b)vice-president;

(c)secretary;

(d)treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a)issuing notices of general meetings and directors' meetings;

(b)taking minutes of general meetings and directors' meetings;

(c)keeping the records of the Society in accordance with the Act;

(d)conducting the correspondence of the Board;

(e)filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

(a)receiving and banking monies collected from the members or other sources;

(b)keeping accounting records in respect of the Society's financial transactions;

(c)preparing the Society's financial statements;

(d)making the Society's filings respecting taxes.

Part 7 — Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 A director may receive remuneration from the Society for acting as a director or in another capacity, provided that such remuneration is authorized by the Board, complies with Section 85 of the Societies Act, and at all times the majority of the directors are not under contract with or employed by the Society.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

(a)by the president, together with one other director,

(b)if the president is unable to provide a signature, by the vice-president together with one other director,

(c)if the president and vice-president are both unable to provide signatures, by any 2 other directors, or

(d)in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Schedule 2

(section 14)

Fees

Item	Column 1 Matter	Column 2 Fee ($)
1	For incorporation, amalgamation, continuation, conversion or restoration of a society	100.00*
2	For filing a record, other than a transition application, required or permitted to be filed under the Act, for which there is no other fee	15.00*
3	For a certificate or for certification of a copy of, or extract from, a record	25.00*
4	For a search conducted by persons other than government personnel	7.00*

5	For a search conducted by government personnel other than a search referred to in item 14	10.00
6	For registration, or reinstatement of registration, of an extraprovincial non-share corporation	100.00*
7	For a copy of, or extract from, a record filed with the registrar, for every page or part of a page	0.50*
8	For changing the name of a society or filing a change of name or assumed name of an extraprovincial non-share corporation	50.00*
9	For filing an annual report	40.00*
10	For a transition package for a society, consisting of a certified copy of the society's constitution and bylaws	40.00*
11	For priority service when offered	100.00*
12	For pre-vetting of records to be filed with the registrar, when offered	100.00*
13	For filing a constitution alteration application or a bylaw alteration application	50.00*
14	For a search of a maximum of 3 names, including assumed names, on application for reservation of a name. (The fee will not be refunded if a name is not accepted.)	30.00*

* In addition to a fee marked by an asterisk, a further operator fee of $1.50, plus any tax imposed under Part IX *[Goods and Services Tax]* of the *Excise Tax Act* (Canada) applicable to the operator fee, may be charged for any transaction done by electronic means from a location outside a government office or at a government office by a person who is not a government employee.

Schedule 3

(section 17)

Reporting Society Provisions

Auditor

1 The Society must have an auditor.

Requirements for changing auditor

2 At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless

(a)the incumbent auditor has declined reappointment, or

(b)at least 14 days' written notice of the proposed resolution has been given to

(i)all persons entitled to receive notice of the meeting, and

(ii)the incumbent auditor.

Comparative financial statements

3 The financial statements of the Society must be prepared as comparative financial statements relating separately to

(a)the period determined under section 35 (2) of the *Societies Act*, and

(b)the preceding period, if any, in relation to which financial statements for the Society were prepared.

Exception to requirement for comparative financial statements

4 Despite Reporting Society Provision 3, the financial statements of the Society may deal with only the period determined under section 35 (2) of the *Societies Act* if the reason for doing so is set out in the financial statements.

Providing financial statements and auditor's report to auditor and members

5 At least 10 days before the date of each annual general meeting, the Society must send to the auditor and to each member a copy of

(a)the financial statements that are to be presented at the meeting, and

(b)the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

Providing financial statements and auditor's report to security holder

6 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

[Provisions relevant to the enactment of this regulation: *Societies Act*, S.B.C. 2015, c. 18, ss. 228, 230, 245 and 250.]

Copyright © King's Printer, Victoria, British Columbia, Canada

BRITISH COLUMBIA

Number: S0086192

Societies Act

Certificate of Incorporation

ROBINSON MUSEUM DEVELOPMENT SOCIETY

I Hereby Certify that ~

ROBINSON MUSEUM DEVELOPMENT SOCIETY was incorporated under the *Societies Act* on September 22, 2026 at 04:03 PM Pacific Time.

Issued under my hand at
Victoria, British Columbia

KATHLEEN ASSAF

ELECTRONIC CERTIFICATE