

**FINAL DRAFT SVCA NEW BYLAWS  
SECHELT VILLAGE COMMUNITY ASSOCIATION  
CONSTITUTION AND BYLAWS**

**PART 1: DEFINITIONS AND INTERPRETATION**

**Definitions**

1.1 In these bylaws, unless the context otherwise requires:

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

“**Society**” means the Sechelt Village Community Association

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

“**Directors**” means the directors of the society for the time being;

“**Registered address**” of a member means the member's address as recorded in the register of members;

“**Specified area**” means the area defined as the “Village of Sechelt” Neighbourhood by the District of Sechelt, and shown on the map ‘Appendix A, Village Boundaries’.

Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

**Definitions in the Act apply**

1.2 The definitions in the *Society Act* on the date these bylaws become effective 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.

**Amendment of Bylaws**

1.4 These bylaws must not be altered or added to except by special resolution.

**PART 2: MEMBERSHIP**

**Application for Membership**

2.1 Every adult person residing in, or owning property in, or owning a business in, the Specified area, may become a member in the Association by paying dues at the prevailing rate.

A person may apply to the directors for membership in the Association and on acceptance by the Directors is a member.

A member becomes entitled to vote at a general meeting upon payment of the annual membership dues. In the event that a member owns multiple properties, or is a business owner and a resident in the specified area, they are entitled to only one vote.

### **Duties of Members**

**2.2** Every member must uphold the constitution and comply with these bylaws.

### **Amount of Membership Dues**

**2.3** The amount of the first annual membership dues must be determined by the directors, and shall be for twelve months starting on April 1<sup>st</sup> of the year. After the first year the annual membership dues must be determined at the annual general meeting of the society.

### **Ceasing to be a Member of the Society**

**2.4** A Person Ceases to be a Member of the Society:

- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
- (b) on his or her death or, in the case of a business, on dissolution,
- (c) on being expelled, or
- (d) on having been a member not in good standing for 12 consecutive months.

### **Expulsion of Member**

**2.5** A member may be expelled by a special resolution of the members passed at a general meeting:

- (a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (b) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### **A Member not in Good Standing**

**2.6** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, on or before March 31 of the year, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

**2.7** 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.

## **PART 3: GENERAL MEETINGS OF MEMBERS**

### **Time and Place of General Meetings**

- 3.1** General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the Board determines.
- 3.2** Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3** The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4** The first annual general meeting of members will be held before March 31, 2023, and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Notice of General Meeting**

- 3.5** Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- 3.6** Notice of a general meeting shall be given by emailing a notice to each member who has provided an email address to the Society and who is entitled to vote at the general meeting, not less than 14 days and not more than 30 days prior to the proposed date of the general meeting and by posting a notice on the Society's website not less than 21 days and not more than 30 days prior to the proposed date of the general meeting.
- 3.7** The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

### **Ordinary business at general meeting**

- 3.8** 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 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.

### **Special Business**

- 3.9** Special business is:
- (a) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
  - (b) all business at an extraordinary general meeting except the adoption of rules of order, and the ordinary business outlined in section 3.9 of these bylaws.

### **Notice of special business**

**3.10** 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**

**3.11** 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 present at the meeting, if both the president and vice-president are unable to preside as the chair.

#### **Alternate chair of general meeting**

**3.12** 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 present must elect an individual present at the meeting to preside as the chair.

#### **Quorum required**

**3.13** 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 present.

#### **Quorum for general meetings**

**3.14** The quorum for the transaction of business at a general meeting is 12 voting members.

#### **Lack of quorum at commencement of meeting**

**3.15** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (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 date, time and place determined by the Chair of the meeting, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

#### **If quorum ceases to be present**

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

#### **Adjournments by chair**

**3.17** 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 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**

**3.18** 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**

**3.19** 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 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**

**3.20** 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**

**3.21** 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 permitted**

**3.22** A voting member may appoint a proxy holder, provided that the proxy:

- (a) must be in writing,
- (b) is valid only at the meeting for which the appointment is given or at any adjournment of that meeting, and
- (c) may be revoked at any time.

A proxy holder must be a member of the society.

Unless limited in the appointment, a proxy holder stands in the place of the voting member appointing the proxy holder and can do anything that member can do, including propose and second resolutions, participate in the discussion and vote.

#### **Matters decided at general meeting by ordinary resolution**

**3.23** 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 7 directors.

#### **Election of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election of directors must elect the Board.

#### **Directors may fill casual vacancy on Board**

**4.3** 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**

**4.4** 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.

#### **Removal of Director by Members**

**4.5** The members may, by special resolution, remove a director, before the expiration of his or his or her term of office and may elect a successor to complete the term.

### **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 4 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. The directors may pass a directors' resolution without a meeting if not less than 70% of those directors, consent to the resolution in writing or by electronic mail addressed to the president.

**5.5** The president or vice-president, may chair meetings of the directors. The president or vice-president may also appoint one of the directors to chair a meeting.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors. In the case of a tie, the Chair does not have a second or casting vote.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Following the annual general meeting the Directors must elect or appoint from the members of the Board of Directors 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) maintaining custody of all records and documents of the Association, except those required to be kept by the Treasurer; and
- (f) Maintain the register of members.

#### **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;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act; and
- (f) maintaining a register of members.

### **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

#### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

**7.2** A director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society. (from our old bylaws)

#### **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.

### **PART 8: BORROWING**



- 8.1** The association shall be carried out without purpose of financial gain for its members.
- 8.2** Any profits or other accretions to the association shall be used for promoting its purposes.
- 8.3** No officer, director or group thereof may borrow money on behalf of the association