

Camosun Community Association Constitution  
Final Draft to Amend passed at the AGM, February 16, 2006  
Article 4 Operations and the Bylaws:

---

*Article 4 Operations*

The operations of the Association are to be carried out chiefly in the Camosun area of south-east Saanich, namely, the area bounded by Knight Street and the south slope of Mt Tolmie in the north; the boundary of the District of Oak Bay and the District of Saanich in the east; the boundary between the City of Victoria and the District of Saanich in the south and west, following the west side of Keats to its intersection with Knight Street. (map attached)

## **BYLAWS**

### **1. Membership**

- 1.1 Membership is open to all adults (age 19 and older) who own real estate or reside in the Camosun Area. The Secretary or Membership Director can accept applications for membership.
- 1.2 Membership fees shall be on an annual basis and determined by the Executive.
- 1.3 All members shall abide by the constitution, bylaws, policies and the rulings of the Association and/or its Executive. Members that are found to be in violation of the constitution, bylaws, policies and rulings of the Association and/or executive shall be considered to be not in good standing. A member can be expelled from the Association by a two-thirds (2/3) vote by the Executive of the Association. Membership shall cease upon written resignation accepted by the association

### **2. VOTING**

- 2.1 All members of the Association shall be entitled to one voter per member at all general meetings of the Association.
- 2.2 Proxy voting is not allowed.
- 2.3 All voting at meetings shall be by simple majority unless otherwise stated in these bylaws. In the event of a tie, the motion is defeated.

### **3. EXECUTIVE**

11/24/2008

- 3.1 The Executive shall consist of five elected directors: President, Vice-president, Secretary, Treasurer and Membership Director.
- 3.2 The immediate past president shall also be a director.
- 3.3 Additional area directors representing designated neighbourhoods, blocks or other areas shall either be appointed by the Executive or from nominations solicited from area residents or property owners.
- 3.4 The elected executive directors plus the appointed directors form the CCA Board of Directors.
- 3.5 A director of the Board of Directors must be members in good standing of the Association.
- 3.6 Vacancies on the Executive occurring after the Annual General Meeting may be filled by appointment by the President and approved by the Executive. Such appointments are effective only until the next Annual General Meeting.
- 3.7 Executive members shall be elected to office at the annual General Meeting of the Association.
- 3.8 The period of office for members of the Board of Directors shall be from the Annual General Meeting until the next Annual General Meeting.
- 3.9 A nominating committee consisting of a chairperson, appointed by the Executive, and at least one additional Director, shall ensure that at least one member is nominated for each directorship on the Executive by the time of the Annual General Meeting.
- 3.10 Nominations may be made from the floor, at the Annual General Meeting until nominations are closed, by vote, at the AGM.

#### **4. Duties of the Directors**

A Director of the Camosun Community Association must act honestly and in good faith and in the best interests of the society, and exercise the care, diligence and skill of a reasonable prudent person, in exercising the powers and performing the functions as a Director

##### **4.1 President**

- The president presides at all General Meetings and Executive Meetings and acts as the official representative of the Association. The President is automatically an ex Officio member of any sub committee of the Association.
- The president may appoint other members to represent the Association for specific events or purposes.

- The president or his/her delegate(s) is authorized to act on behalf of the Association. The President may appoint committees and assign duties to Executive members as appropriate to advance the objectives of the Association.

#### **4.2 Vice-President**

- The Vice-President assists the President in the performance of his/her duties.
- In the event of the absence of the President, the Vice-President shall assume the duties of the President.

#### **4.3 Secretary**

- The secretary keeps records of meetings of the Association and the Executive and all business and correspondence of the Association.

#### **4.4 Treasurer**

- The Treasurer is responsible for all the finances of the Association and shall maintain an accurate accounting of revenues, expenditures, assets and liabilities of the Association.
  - The Treasurer shall present a financial statement at the Annual General Meeting.

#### **4.5 Membership**

- The Membership Director maintains the official list of members and is the executive member specifically responsible to promote membership in the Association.

#### **4.6 Past President**

- The immediate Past President serves primarily in an advisory capacity for the Board of Directors

4.7 Directors of the Association are expected to actively participate in the business of the Association. Any director who is absent without prior approval from the President, for two consecutive Board of Director meetings, is liable for removal from office by the Executive.

4.8 No director of the Association shall conduct business on behalf of the Association without prior approval from the executive.

4.9 A director of the Association who conducts business on behalf of the Association must report his/her activities back to the Board of Directors.

4.10 A director of the Association may be removed from office by a motion passed by two-thirds (2/3)-majority vote at a General Meeting of the Association.

4.11 A director of the Association that is found to be in violation of the constitution, bylaws, policies and rulings of the Association and/or its Executive shall be considered to be not in good standing. A director of the Association not in good standing can be removed from the Board of Directors by a two-thirds (2/3) vote of the Executive.

#### **4.12 Disclosure of Interests**

A director of the Association who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extend of the interest to each of the other Directors.

#### **4.13 Accountability**

A director in section 4.12 must account to the society for profit made as a consequence of the Association entering or performing the proposed contract or transaction.

(a) Unless

- (i) The director discloses the interest as required by section 4.12,
- (ii) After the disclosure, the proposed contract or transaction is approved by the Directors, and
- (iii) The Director abstains from voting on the approval of the proposed contract or transaction, or

(b) Unless

- (i) The contract or transaction is reasonable and fair to the Association at the time it was entered into, and
- (ii) After full disclosure of the nature and extend of the interest in the contract or transaction it is approved by special resolution.

## **5 Finance**

5.2 Association funds shall be kept in an account at a public financial institution (Bank, Credit Union, Trust Company, etc)

5.3 There shall be no remuneration made to any member of the Association by the Association other than reimbursement of prior authorized expenses incurred for the Association.

5.4 Any elected members of the Executive Committee may have signing authority. All financial transactions of the Association must be authorized/signed by the Treasurer or the President and one of these members.

5.5 The Accounts shall be audited annually.

5.6 The Association may not borrow money.

## 6 Meetings

6.2 The Annual General Meeting (AGM) of the Association shall be held at a time and place scheduled by the Executive normally in March. At the AGM, a financial statement is made available to members and the elections are held for the next Executive.

6.3 General meetings of the Association may be called by a majority of the Executive Committee or at the request of 10% of the member of the Association.

6.4 Official notice of the General Meetings shall be by notice published in the Community Newsletter or local press at least ten(10) days prior to the meeting. The notice shall indicate the time and place of the meeting and the status (General or Annual General) of the meeting.

6.5 A minimum of four (4) Executive Committee meetings shall be held during the year. They shall be held at the call of the President or at least half of the Executive Committee.

6.6 The Constitution and Bylaws may be amended only by special resolution at a General Meeting of the Association. Motions for such amendments must be made prior to the official notice of the General Meeting, and that there is to be motion(s) to amend the Constitution and Bylaws must be indicated in the official notice. Copies of any motion must be available for any requesting same at least seven (7) days prior to the General Meeting.

6.7 Motions to amend the Constitution and Bylaws of the Association must be passed by three-quarters (3/4) majority vote at the General Meeting.

## 7 Special Resolutions

7.1 A society must file with the registrar an original and one copy of each special resolution, which special resolutions must be in the form established by the registrar.

7.2 After a special resolution is filed under subsection (1), the registrar must retain one copy of the special resolution and must return the other copy to the society, certified as having been filed with the registrar.

7.3 A special resolution, other than one changing the number of directors or removing a director, does not take effect until it is filed with the registrar.

**8 Quorum**

8.2 Quorum at a General Meeting is 15 members or 15% of the membership, whichever is greater.

8.3 Quorum at an Executive Committee meeting is 50% of the membership and must include either the President or Vice-President, and the Secretary or the Treasurer.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006