

Proposed Revised Constitution and Bylaws

The name of the Society is the Camosun Community Association (the “Association”).

The purpose of the Association is to promote, facilitate, support or undertake activities that will enhance the quality of life for residents in the Camosun Community by serving as a liaison between the residents of the Community and all levels of government, particularly the elected officials and staff of the Corporation of the District of Saanich.

Bylaws

Preamble:

The Association will fulfill its purpose by:

- *fostering communication between the residents of the community and other agencies such as schools, recreation centres, other community associations, and developers;*
- *providing an accurate information resource for residents of the community for the physical, environmental, economic, social, aesthetic and transportation matters which affect them;*
- *nurturing and supporting initiatives by individuals, neighbourhoods or residential areas which are consistent with the purposes of the Association;*
- *promoting sensible and appropriate land use and development in the community and providing residents with a forum for discussion regarding development within the Association area; and*
- *promoting safety and emergency preparedness for residents of the community.*

Part One : Interpretation

(1) In these bylaws, unless the context otherwise requires:

"directors" means the directors of the association for the time being;

"Society Act" means the *BC Societies Act* of British Columbia from time to time in force and all amendments to it;

“Ordinary resolution” may be passed by a simple majority at a general meeting, or by 2/3 majority of all members if in writing.

“Special Resolution” is an alteration in the Constitution or Bylaws, or an expulsion of a member, and requires a 2/3 majority of members at a general meeting, or 100% of members if in writing.

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"registered address" of a member means the member's address as recorded in the register of members.

- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part Two: Non-Profit

The Association's purpose will be carried on without object of gain for its members and any other profits or other accretions to the Association will be used in promoting its purposes. This Article was formerly unalterable.

Part Three: 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 Derby Road and the south boundary of Mount Tolmie Park to the north; the boundary of the District of Oak Bay to the east; the boundary of the City of Victoria to the south; and Cedar Hill Road to its intersection with Derby Road to the west.

Part Four: Dissolution

In the event of dissolution or winding up of the Association, the members of the Association will appoint a special committee to liquidate the assets and liabilities of the Association, provided the assets of the Association be distributed to one or more recognized charitable organizations in Canada. This Article was formerly unalterable.

Part Five: Membership

1. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in

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accordance with these bylaws and, in either case, have not ceased to be members.

2. Membership is open to all adults who own real estate or reside in the Camosun Area. The Secretary or Membership Director will review and decide upon applications for membership.
3. Membership fees shall be on an annual basis and determined by the Executive.
4. All members shall abide by the constitution, and comply with these bylaws/
5. Members that are found to be in violation of the constitution, or bylaws, shall be considered to be not in good standing.
6. 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 corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
7.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) 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.

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Part Six: Voting

1. All members of the Association shall be entitled to one vote per member at all general meetings of the Association.
2. Proxy voting is not allowed.
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.

Part Seven: Executive

A. Executive Membership

1. The Executive shall consist of four elected directors: President, Vice-president, Secretary and Treasurer, to be elected at the AGM.
2. Up to seven (7) Additional directors at large will either be elected at the AGM , or may be appointed by the Executive.
3. The elected executive directors plus the appointed directors form the CCA Board of Directors.
4. A director of the Board of Directors must be members in good standing of the Association.
5. 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.
6. Executive members shall be elected to office at the annual General Meeting of the Association.
7. The period of office for members of the Board of Directors shall be from the Annual General Meeting until the next Annual General Meeting.
8. 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.

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9. Nominations may be made from the floor, at the Annual General Meeting until nominations are closed, by vote, at the AGM.

11. **Persons qualified to be directors**

(1) a person is qualified to be a director if the person is an individual who is at least 18 years of age.

(2) Despite subsection (1), an individual is not qualified to be a director of the society if the individual is

(a) found in any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,

(b) an undischarged bankrupt, or

(c) convicted in or out of British Columbia of an offense in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offense involving fraud, unless

(i) the court orders otherwise,

(ii) 5 years have elapsed since the last to occur of

(a) the expiration of the period set for suspension of the passing of the sentenced without a sentence having been passed,

(b) the imposition of a fine,

(c) the conclusion of the term of any imprisonment, and

(d) the conclusion of the term of any probation imposed, or

(iii) a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

B. Duties of Directors

1. (a) 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

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powers and performing the functions as a Director, but subject, nevertheless, to

- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
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- (b) 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.
 - (c) The Directors may meet at such places or by such telecommunication processes (telephone conference call, electronic on-line conference, e-mail exchange, etc.) as they think fit for the dispatch of business, adjourn or otherwise regulate their meetings and proceedings, as they see fit.
 - (d) No director of the Association shall conduct business on behalf of the Association without prior approval from the executive.
 - (e) A director of the Association who conducts business on behalf of the Association must report his/her activities back to the Board of Directors.
 - (f) 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.
 - (g) 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 Special Resolution.

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(h) 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.

(i) Accountability

A director in Part Seven B (h) 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,
- (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.

2. 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.

3. Vice President

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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. Secretary

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

5. 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.

Part Eight: Finance

1. Association funds shall be kept in an account at a public financial institution (Bank, Credit Union, Trust Company, etc).
2. 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.
3. 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.
4. The Accounts shall be audited annually.
5. The Association may not borrow money.

Part Nine: Meetings

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1. The Annual General Meeting (AGM) of the Association shall be held at a time and place scheduled by the Executive normally in April, but no less frequently than once per calendar year. At the AGM, a financial statement is made available to members and the elections are held for the next Executive.
2. Every general meeting other than an annual general meeting, is an extraordinary general meeting. General meetings of the Association may be called by a majority of the Executive Committee or at the request of 10% of the members of the Association.
3. 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.
4. 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.
5. 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.

Part Ten: Special Resolutions

1. A society must file with the registrar a copy of each special resolution, which special resolutions must be in the form established by the registrar.
2. 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.

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Part Eleven: Quorum

1. Quorum at a General Meeting is 15 members or 15% of the membership, whichever is greater.
2. 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 _____ 2017