

Mount View Colquitz Community Association Constitution and Bylaws

Schedule A Constitution

1. The name of the society is “Mount View Colquitz Community Association”
2. The purposes of the Society are:
 - A. To further the interests of residents, property owners and business owners of the area to be known as Mount View Colquitz Community Association, as illustrated on the attached Schedule C. The borders of Mount View Colquitz Community Association will be contiguous with those of Gorge Tillicum Community Association in the West, Quadra-Cedar Hill Community Association in the East, and Strawberry Vale Residents in the North.
 - B. To advance the interests of residents concerning the development of the region with respect to physical, environmental, economic, cultural, social and aesthetic aspects of land development and use.
 - C. To promote a high standard of quality of life and a healthy, vibrant community by addressing issues such as land use planning and streetscapes, environment and parks, traffic and transportation, social wellness and community celebration, and emergency preparation.
 - D. To represent the recommendations and resolutions of the Association Society to all levels of government.

Schedule B Bylaws

Part I – Definitions and Interpretation

- 1.1** (a) In these bylaws, unless the context otherwise requires:
- a. “**Association**” means the Mount View Colquitz Community Association.
 - b. “**board**” means all directors of the Association.
 - c. “**directors**” means the directors of the Association for the time being.
 - d. “**officers**” consists of the President, Vice-president, Secretary, and Treasurer.
 - e. “**ordinary resolution**” means a resolution passed at a general meeting by the members of the Association by a simple majority (50 percent plus one) of the votes cast in person.
 - f. “**registered address**” of a member means the member's address as recorded in the register of members.
 - g. “**Societies Act**” means the Societies Act of British Columbia as amended from time to time.
 - h. “**special resolution**” means a resolution passed at a general meeting by the members of the Association by a majority of not less than 2/3rds of the votes cast in person.
 - i. The definitions in the Societies Act apply to these bylaws.
- 1.2** If there is a conflict between these Bylaws and the Societies Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.
- 1.3** The Society shall carry on its operations chiefly in the District of Saanich in accordance with the bylaws attached hereto as Schedule B. This provision was previously unalterable.
- 1.4** The society is to carry on its operations without pecuniary gain to its members and will use surplus funds or accretions to the Society to promote its purposes. This provision was previously unalterable.
- 1.5** The society shall be non-partisan in political, religious, ethnic, gender and racial matters. This provision was previously unalterable.
- 1.6** Bylaws 1.3, 1.4, and 1.5 above were unalterable in the previous Association constitution and to amend any one, or more, will require a 90% approval by special resolution at an annual general meeting.

Part II – Membership

- 2.1** By application to the Association and payment of the current membership fee, a person who is 19 years or older, becomes a member on the Association's acceptance of the application.
- 2.2** There shall be two categories of membership:
- (a) Single: is open to any resident or property owner living within the area defined in Article 2. (a) of the Constitution;
 - (b) Business: is open to businesses and societies operating in the Association's territory as defined in Article 2. (a) of the Constitution. Any Business membership and a Single membership associated with that business will have only one vote.
- 2.3** Every member must uphold the Constitution and comply with these Bylaws.
- 2.4** Annual membership fees may be changed only at the annual general meeting. Annual membership is from April 1 of the current year to March 31 of the next calendar year or the annual general meeting of the next calendar year, whichever is the later. New membership shall be valid from the time of payment of membership fees to March 31 of the next calendar year or the annual general meeting of the next calendar year, whichever is the later.
- 2.5** A person ceases to be a member of the Association:
- (a) by delivering his or her resignation in writing to the secretary or president of the Association or by mailing or delivering it to the address of the Association,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) one has been a member not in good standing for 3 consecutive months.
- 2.6** A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution must be accompanied by a brief statement of the reasons for the proposed expulsion. The notice of special resolution must be sent, by registered mail, to the person who is the subject of the proposed resolution for expulsion and the person must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7** All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid.

Part III – Meetings of Members

- 3.1** General meetings of the Association must be held at the time and place, in accordance with the Societies Act, that the directors decide.
- 3.2** Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3** Extraordinary general meeting can be convened when:
- (a) the directors think fit or
 - (b) if ten percent (10%) of members petition the directors for an extraordinary general meeting, then the directors shall convene the meeting within twenty one (21) days of receipt of the petition.
- 3.4** (a) Notice of all general meetings must specify the place, day and hour of the meeting, and, the general nature of the business to be transacted at the meeting in detail including making available the text of special resolutions to be considered, and must be sent to each member addressed to the address of such member on the records. For meetings with one or more special resolution the notice is to be sent at least fourteen (14) days before the holding of such meeting. For meetings with one or more ordinary resolution the notice is to be sent at least seven (7) days before the holding of such meeting.
- (b) 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.
- 3.5** 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.

Part IV – Proceedings at General Meetings

- 4.1** Special business is
- (a) all businesses at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if requested;

(vii) 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.

- 4.2** (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) At a general meeting a quorum is a minimum of 3 members. Any expenditure resolution over \$200.00 shall require a quorum of a minimum of 5 members.
- 4.3** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum, is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.4** Subject to bylaw 4.5, the president, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 4.5** If at a general meeting:
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 4.6** (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting,
- (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.7** Participation in a general meeting must be in person. Participation by telephone or other communication mediums are not allowed.

- 4.8** (a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- (c) A resolution is passed if it receives a simple majority of votes in favour of the resolution.
- 4.9** (a) A member in good standing present at meeting of members is entitled to one vote, provided that, if it is a new membership the membership has been in good standing for 30 days prior to the day of the meeting.
- (b) Voting is by show of hands, except as provided under Bylaw 4.10.
- (c) Voting by proxy is permitted if a written request is made and approved by the executive assigning the vote of a member in good standing to another member in good standing. The following are the only acceptable reasons for requesting a proxy: holiday, ill health, or exceptional family circumstances. Such a proxy vote will expire after one meeting.
- (d) Excepting special resolutions, a simple majority by the members in good standing of the Association of the votes cast in person is sufficient to pass motions and ordinary resolutions.
- (e) The chair of a meeting may move or propose a resolution.
- 4.10** All motions must be decided by a show of hands unless a ballot is required by the chair or at least one (1) member before the voting commences. If a ballot is requested, the chair shall designate the manner of voting at his/her discretion.

Part V – Directors and Officers

- 5.1** (a) The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be or done by the Association in a general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Association,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws that are made from time to time by the Association in a general meeting.
- (b) A rule, made by the Association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.2** (a) The president, vice president, secretary, treasurer and one or more other persons are the directors of the Association.

- (b) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 5.3**
- (a) Directors will sit for two year terms. The election for the president, the treasurer and one or more directors at-large must be on the odd calendar years. The election for the vice president, the Secretary, and one or more directors at-large must be on the even calendar years. This will ensure that, while elections occur at each annual general meeting, there will be no occasion when the entire board of directors is replaced at once.
 - (b) Separate elections must be held for each office to be filled.
 - (c) An election may be by acclamation, otherwise it must be by ballot.
 - (d) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 5.4**
- (a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - (b) A director so appointed holds office only until the conclusion of the term of office as defined in bylaw 5.3(a), but is eligible for re-election at the meeting.
- 5.5** **Further requirement for** designation, election or appointment of an individual to be a director of the Association **are:**
- (a) the individual consents in writing to be a director of the Association, and
 - (b) the individual qualifies to serve as director according to the terms of the Societies Act.
- 5.6** As per the Societies Act, a director who intends to resign must give his or her resignation to the Association in writing, and the resignation takes effect on the later to occur of the following:
- (a) the receipt by the Association of the written resignation;
 - (b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,
 - (i) if a date is specified, the beginning of the day on the specified date,
 - (ii) if a date and time are specified, the date and time specified, or
 - (iii) if an event is specified, the occurrence of the event.
- 5.7**
- (a) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
 - (b) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

5.8 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor, by ordinary resolution, to complete the term of office. The notice of special resolution must be accompanied by a brief statement of the reasons for the proposed expulsion. The notice of special resolution must be sent, by registered mail, to the person who is the subject of the proposed resolution for expulsion and the person must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

5.9 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Association.

Part VI – Proceeding of Directors

6.1

- (a) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors than in office.
- (c) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (d) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

6.2

- (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

6.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

6.4 The members of a committee may meet and adjourn as they think proper.

- 6.5 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.6 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, fax, email, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) A notice of meeting of directors is not required to be sent to that director, and
 - (b) Any and all meetings of the directors of the Association, notice of which has not been given to that director, if a quorum of directors is present, are valid and effective.
- 6.7 (a) Questions arising at a meeting of the directors and committee of directors must be decided by a simple majority of votes. The board of directors will operate by consensus whenever it is practicable to do so.
- (b) In the case of a tie vote, the chair does not have a second or casting vote.
- 6.8 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution
- 6.9 As per the Societies Act a resolution in writing or by email, signed by at least eighty percent (80%) of the directors and placed with the minutes of the directors, is a valid and effective as if regularly passed at a meeting of directors. The decision must be included in the published minutes of the next board meeting.
- 6.10 A director who is involved, directly or indirectly, in a matter before the directors, must declare his interest, fully and promptly, to each of the other directors and must absent himself from participation in discussion and voting in the matter under consideration.

Part VII – Duties of Officers

- 7.1 The president shall:
- (a) preside at all meetings of the Association and of the Board of directors;
 - (b) act as the chief executive officer of the Association and must supervise the other officers in the execution of their duties;
 - (c) **conduct the correspondence of the Association;**
 - (d) **issue notices of meetings of the Association and directors;**
 - (e) **have custody of all records and documents of the Association except those required to be kept by the treasurer.**

- 7.2 The vice president shall carry out the duties of the president during the president's absence.
- 7.3 The secretary shall keep minutes of all meetings of the Association and directors.
see additions to duties of president (7.1)
- 7.4 The president or director delegate shall maintain a list of members with current addresses for notifications, a list of eligible voters for meetings, receive membership fees and may issue membership cards on behalf of the directors.
- 7.5 The treasurer shall:
- (a) keep the financial records, including books of account, necessary to comply with the Societies Act, and
 - (b) render financial statements to the directors, members and others when required;
 - (c) aid the financial review;
 - (d) deposit the funds of the Association in a chartered Canadian bank or trust company or credit unit and shall make payments for the Association by cheque on the said bank account, with the exception of petty cash payments for which the Treasurer will account by voucher. Short term investment accounts may be used with the approval of the directors and are restricted to secured deposits held in the name of the Association.
- 7.6
- (a) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
 - (b) If a secretary treasurer holds office, the total number of directors must not be less than 4 or the greater number that may have been determined under bylaw 5.2 (b).
- 7.7 The signing officers are the treasurer, president and vice president **or director delegate**. All cheques must have two signatures, one of which must be the treasurer's.
- 7.8 In the absence of the secretary from a meeting, the board must appoint another individual to take the minutes at the meeting.

Part VIII – Borrowing

- 8.1 No money shall be borrowed by the Association.

Part IX – Financial Review

- 9.1** At a general meeting, the members may direct the board to appoint, or, on its own initiative at any time the directors may appoint financial review committee. To perform a financial review the new committee needs complete access to records and provide a report to the Annual General Meeting or sooner.
- 9.2** If the members at a general meeting or the directors decide to appoint an auditor to perform a financial reviewer, the auditor must be a designated accountant and must not be a director or employee of the Association.

Part X – Auditor

- 10.1** This Part applies only if the Association is required or has resolved to have an auditor
- a) The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
 - b) At each annual general meeting the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
 - c) An auditor may be removed by ordinary resolution.
 - d) An auditor must be promptly informed in writing of the auditor's appointment or removal.
 - e) A director or employee of the Association must not be its auditor.
 - f) The auditor may attend general meetings.

Part XI – Notice to Members

- 11.1** A notice may be given to a member, either personally or by email or mail to the member at the member's registered address.
- 11.2** A notice sent by email or mail is deemed to have been given on the second day following the day on which the notice is posted.
- 11.3** (a) Notice of a general meeting must be given to:
(i) every member shown on the register of members on the day notice is given, and
(ii) the auditor, if Part X applies.
- (b) No other person is entitled to receive a notice of a general meeting.

Part XII – Bylaws

- 12.1** On being admitted to membership, each member is entitled, upon request, to a paper copy of the current copy of the constitution and bylaws of the Association without charge.
- 12.2** These bylaws must not be altered or added to except by special resolution. Bylaws must be reviewed no less than every seven (7) years by a committee appointed by the directors.

Part XIII – Records

- 13.1** Access to the records of the Association, including accounting, membership, and minutes, is restricted only to the directors and members in good standing of the Association in accordance with the Societies Act.
- 13.2** Members may request access to the records specified in writing to the directors, and the directors must make them available to their members within thirty (30) days of the request.
- 13.3** All documents, letters, account books, banking statements, and ledgers and any similar documents in any format whatsoever including but not limited to, paper and electronic formats, relating to the business of the Association or addressed to or from the Association, remains at all times the property of the Association. Any director or member or any other person in possession of these records must deliver them to the appointed representative of the board of directors when instructed to do so within twenty four (24) hours of receiving the request for return.

Part XIV – Disposal of Assets on Dissolution

- 14.1** In the event that the Association ceases to function, all assets, after all debts and obligations, including but not restricted to costs, charges, and expenses properly incurred in the dissolution are satisfied, must be distributed equally among the Parent Advisor Councils associated with the schools in the area of the Association as defined in Article 2(a) of the Constitution. Similarly, in the event that the Association merges with another society the assets, less all debts, will be forwarded to the other society.

End of Constitution and Bylaws