

CADBORO BAY RESIDENTS ASSOCIATION

CONSTITUTION

Incorporated under the Societies Act of 1948, RSBC Ch.311
Certificate of Incorporation No. 5706 issued on 22 June 1959
Registration restored by the Registrar of Companies 18 August 1975

CONSTITUTION

1. The name of the Association is the "CADBORO BAY RESIDENTS ASSOCIATION", A Society incorporated under the Societies Act of British Columbia.
2. The objects of the Society are:
 - a. to further the interests of the ratepayers and residents of the area;
 - b. to maintain the amenities and endeavour to improve the standards of future developments in the area;
 - c. to raise funds as necessary to institute the objects of the Association.
3. The operations of the Society are to be chiefly in the Saanich Peninsula, in the Province of British Columbia.

The By-laws included herewith incorporate the amendments approved by the Association at its Annual General Meetings of 8 March 1976, 26 March 1986, 27 March 1991 and 21 April 2004.

President

Secretary

BY-LAWS

1. **Membership**

- a. Persons eligible for membership in the Association shall be those who are entitled to vote in municipal elections in the District of Saanich and who reside in the area bounded by Oak Bay Municipality, the waterfront of Cadboro Bay and Haro Strait to be a line extended along Finnerty Road from Finnerty Bay to the Oak Bay Boundary; also, those who live outside the above area but either own commercial premises or operate a business in the area.
- b. The members of the Association shall be those eligible persons who have signified their acceptance of the Constitution and By-laws of the Association by paying the current year's membership fee in advance of the Annual Meeting of the Association; the current year being the period from January 1st to December 31st of the year in which the Annual Meeting is held.
- c. Each member of the Association shall give the Secretary the member's mailing address to which notices of meetings shall be sent and, if so requested by the Secretary, shall give a legal

description of the member's property in the area. All notices mailed to the address given by the member shall be deemed to have been delivered on the weekday following the date of mailing.

- d. A member must have been in good standing, i.e. with membership fee paid, before being entitled to vote or stand for election at any General Meeting of the Association.
 - e. No member of the Association shall be liable, as an individual, for any bills or liabilities of the Association.
2. A member in good standing present at a meeting of members is entitled to one vote.
 - a. Voting is by show of hands;
 - b. Voting by proxy is not permitted.
 3. A person shall cease to be a member of the society,
 - a. by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - b. on his 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;
 4. 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 shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
 - b. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
 5. **Board of Directors**
 - a. Eleven members shall be elected at each Annual General Meeting as a Board of Directors to control the assets and manage the affairs of the Association until the next such meeting, when they shall automatically retire but will remain eligible for re-election. No person shall fill the same position on the Board of Directors as an Officer of the Association for more than three (3) consecutive years.
 - b. The immediate Past President shall automatically be a (twelfth) member of the Board of Directors.
 - c. A President shall be elected first, then a Vice-President, Secretary, then a Treasurer, and finally the remaining board members. If there are no nominations for any of the preceding positions, then the Board of Directors shall select one of its own members to serve in that position.
 - d. The Board of Directors shall select one of its own members to serve as Secretary of the Association. This person, together with the President, Vice-President, and Treasurer, shall be the Officers of the Association. A Board Member who does not attend three (3) consecutive meetings shall be asked to resign.
 - e. The Directors shall fill any vacancy on the Board of Directors by appointing a member of the Association to serve for the remainder of the term of office.

- f. For the purposes of the Association the Directors may borrow money and raise or secure the payment of monies for, or on behalf of, the Association in such a manner as they may determine. No Debenture will be issued without authorization of a Special Resolution.
- g. The Board of Directors may set up Committees and appoint members of the Association to them at its discretion, but there shall be at least one Director on each Committee.
- h. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

6. Duties of the Officers

- a. All meetings of the Board of Directors and all General Meetings of the Association shall be chaired by the President, the Vice-President in the absence of the President, or, in the absence of both, a Director chosen by the Directors present.
- b. All disbursements shall be paid by cheques signed by the Vice-President, Treasurer and either the President or Secretary.
- c. The Secretary shall be responsible for:
 - i. preparing the agenda for each meeting in consultation with the President;
 - ii. recording Minutes of all meetings of the Board and General Meetings of the Association;
 - iii. keeping a list of members' names and addresses, in consultation with the Treasurer;
 - iv. preserving all books and records of the Association with the exception of those required by the Treasurer;
 - v. keeping the Seal of the Association and using it as instructed by the Board of Directors; and
 - vi. satisfying the requirements of the Registrar of Companies for continued registration of the Association under the Societies Act.
- d. The Treasurer shall be responsible for:
 - i. receiving members' fees and assisting the Membership Director in keeping a list of paid-up members;
 - ii. making deposits in the bank account(s) of the Association and receiving statements from the bank;
 - iii. keeping the accounts of the Association and reporting on the financial state of the Association to the Directors at their request; and
 - iv. preparing a balance sheet as of December 31 of each year, together with accompanying accounts, for report to the Directors and examination by the auditor(s).
- e. The appropriate officer shall make the records that are in his custody available for inspection by members of the Association at such time and place as the Directors may decide.
- f. The Membership Director shall be responsible for:
 - i. keeping a list of members' names and addresses, in consultation with the Treasurer.

7. Meetings of the Board of Directors

- a. Meetings of the Board may be called by the President or any three Directors, on at least 24 hours' notice.
- b. The quorum for transaction of business shall be five Directors present in person.

- c. Decisions shall be reached by a majority vote, the Chairman voting only to break a tied vote.

8. General Meetings of the Association

- a. The Directors may call a General Meeting at their discretion and shall be bound to call one upon receiving a petition to do so, signed by at least 10% of the members' in good standing.
- b. A notice, stating the time and place for the meeting and giving a list of the business to be transacted shall be mailed at least fourteen days before the meeting to every member.
- c. A quorum of at least 10% of the members in good standing must be present before any decisions binding upon the Association may be made; however, a smaller meeting may make recommendations to the Board of Directors. A quorum will never be less than 5 members.
- d. Every member entitled to vote, according to By-law 1(d), shall have a single vote on each questions put to the meeting, except that the Chairman shall vote only to break a tied vote.
- e. The Annual General Meeting shall be held each year, on or before 31 May, at such a time and place as the Directors may determine. Its agenda shall include:
 - i approval of the minutes of the preceding Annual General Meeting and of any intervening Special General Meetings:
 - ii a report by the President, summarizing actions taken by the Board of Directors during the year;
 - iii acceptance of the Auditor's report;
 - iv election of the Board of Directors, as provided in By-law 2, and of an independent auditor.
- f. A special General Meeting of the Association can take formal action on only those items listed in the notice calling the meeting.
- g. The Association, through its Directors, may sponsor a Public Meeting, either alone or jointly, but any vote taken at such a meeting shall not be reported as a formal vote of the Association.

9. Amendment of the By-laws

These By-laws may be amended only by an affirmative vote of at least 75% of those present, and entitled to vote, at a General Meeting of the Association, after at least the purpose of any proposed amendment has been set forth in the notice of the meeting.