

# CONSTITUTION AND BYLAWS

## *FERNWOOD COMMUNITY ASSOCIATION OF GREATER VICTORIA*

Updated May 2004

### CONSTITUTION

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#### **ARTICLE 1. NAME:**

The name of the Society is: The Fernwood Community Association of Greater Victoria.

#### **ARTICLE 2. OBJECTS:**

- 1) To promote, facilitate, support or undertake any activity that will enhance the quality of life of the Fernwood Community.
- 2) To foster community control of all development within the area, specifically all aspects of redevelopment.
- 3) To enter into contracts and agreements with all levels of government to improve the well being of the community.
- 4) To ensure that the community residents have a determining voice, by democratic process, on all public projects within the neighbourhood.
- 5) To establish and operate any facilities which will enable the Society to carry on its objectives.
- 6) To acquire and take by purchase, donation, device, lease, or otherwise, real and personal property and to sell, exchange, lease, let, improve and develop the same and to take any gift of real or personal property, whether subject to any special trust or not for any one or more of the objects of the Society.

#### **ARTICLE 3. OPERATIONS:**

The operations of the Society are to be chiefly carried on in the area encompassed by Quadra Street, Fort Street, Shelbourne Street, and Hillside Avenue, in the Municipality of Victoria.

#### **ARTICLE 4. DISSOLUTION:**

In the event of dissolution or winding up of the Society, the members of the Society shall appoint a special committee to liquidate the assets and liabilities of the Society, provided that the said recommendations shall be that the assets of the Society be distributed to one or more recognized charitable organizations in Canada, then upon ratification by a meeting of the Society, distribution to one or more recognized charitable organizations in Canada shall be carried out. This clause is unalterable.

# BYLAWS

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## BYLAW 1. INTERPRETATION:

In these bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, or vice versa, and references to persons shall include firms, corporations and societies. Unless the context otherwise provides, the word member shall mean active member.

## BYLAW 2. MEMBERSHIP:

1. The members of the Society shall be the subscribers to the Constitution and Bylaws and those persons who live, work, study or volunteer within the area of operation of the Society, and those persons interested in the work of the Society.
2. Prospective eligible members may join by paying the annual dues to the Membership Committee of the Society.
3. There shall be two classes of membership in the Society, namely active membership and associate membership.
  - a) The active members shall be those who live, work, study or volunteer within the area of operation. Each shall be entitled to one vote at all meetings of the members of the Society.
  - b) The associate members shall be all non-active members and shall not be entitled to vote at meetings of members of the Society. There shall not be allowed a greater number of non-voting associate members than active members at any time.
4. During the period which precedes the first meeting of the Society, the subscribers shall be deemed to be annual members without the payment of membership dues in respect of such a period, but in respect of any subsequent period all the provisions of these bylaws shall apply to such persons.
5. An annual member in good standing may renew their membership in the society for the following membership year by contributing as dues the sum specified by Bylaw 3 to the Society prior to the commencement of the said membership year.
6. Annual membership shall be immediately terminated by failure on the part of a member to renew his membership as provided herein.
7. A person joining the Society or a former member who again joins the society shall not be entitled to vote at any meeting of the Society or the Board which is held within one month of the date on which such a person makes the required contribution as aforesaid, but the provisions of this section shall not become effective until after the first meeting of the Board that is held after the first meeting of the Society.
8. Honorary members are such persons as the Board of Directors from time to time may elect to this position. An honorary member holds this position for such length of time as the Board of Directors sees fit, and is not liable to pay any fees to the Society. Honorary members will not have voting rights in the Society.

### **BYLAW 3. MEMBERSHIP FEES:**

Fees shall be payable by members in such amounts and in such a manner and at such a time as may be provided from time to time by the Board of Directors of the Society.

### **BYLAW 4. WITHDRAWAL AND EXPULSION:**

1. Any member who desires to withdraw from membership in the Society may notify the Board of Directors to that effect and on receipt by the Board of Directors of such notice the member shall cease to be a member.
2. The Board of Directors may at any time when all of the Directors, other than any associated with the member concerned, are of the opinion that a member is not acting in the best interests of the Society, invoke a conflict resolution process. If such process does not conclude with a satisfactory solution, the Board of Directors may by resolution and without notice to such member, declare that the said member shall stand suspended from the membership in the Society as from the date stated in such resolution.
3. Any member who withdraws or is expelled from the Society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society.
4. A suspension of any member by the Board of Directors may be appealed at a general membership meeting. All decisions at a membership meeting shall be final.

### **BYLAW 5. MEETINGS:**

1. The Annual General Meeting shall be held within ninety (90) days of the end of the Society's fiscal year which is deemed to be the 31<sup>st</sup> day of March in each year. There shall be a minimum of three membership meetings per year in addition to the Annual General Meeting. Other meetings of the members, whether general or special, may be convened by order of the Board of Directors at such place and time as may be determined by the Board of Directors. A Special General Meeting may also be called upon written request by any ten (10) members submitted to the Board of Directors.
2. Notice of the time and place of all meetings and the general nature of the business to be transacted shall be communicated in any manner permitted by these bylaws to each member at least fourteen (14) days before the holding of the meeting: PROVIDED always and subject to the provisions of the "Societies Act": that the meetings of members either general or special may be held at any time or place without such notice if each of the members either consents to the holding of the meeting or is present thereat. Members may also by writing waive notice of general and special meetings of the members.

3. Whenever under the provisions of these Bylaws of the Society, notice is required to be given, such notice may be given either personally or telegraphed, or posted at central locations in the area of operation agreed upon at membership meetings, or by depositing the same in a post office or a public letter box by prepaid post addressed to the member, director or officer at this or their address, as the same appears on the books of this Society. A notice or other documents so sent by telegraph or post shall be deemed to be sent when the same was handed to the telegraph company or its messenger or deposited in a post office or public letter box. For the purpose of sending any notice the address of any member, director or officer shall be his last address on the books of this Society.
4. No error or omission in giving notice of any Annual General Meeting or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
5. A quorum for the transaction of business at any meeting of members shall consist of ten (10) members present. If within thirty (30) minutes from the time appointed for the general meeting a quorum is not present, the meeting, if convened upon a requisition, shall be dissolved: in any other case it shall 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 thirty (30) minutes from the time appointed, the members present shall form a quorum, PROVIDED that there are at least ten (10) members present.
6. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice shall be required of any such adjournment.
7. The procedure at any meeting shall be as set out in Robert's Rules of Order.

## **BYLAW 6. BOARD OF DIRECTORS:**

1. The affairs of the Society shall be managed by a Board of Directors of not less than five (5) and not more than fifteen (15) people. Each Director shall be elected to hold office until the first or the second Annual General Meeting as designated beforehand, after he shall have been appointed as aforesaid, elected or until a successor shall have been duly elected and qualified. Half of the Board shall be retired at every Annual General Meeting, but shall be eligible for re-election if otherwise qualified.
2. The Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which this Society may lawfully enter into and may exercise all such other powers and do all such other acts

and things as this Society is by its Constitution or otherwise authorized to exercise and do.

3. The qualifications for a Director shall be coincident with qualifications for active membership in the Society. A Director shall cease to be a Director at the time he or she ceases to be an active member of the Society.
4. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remains in office, be filled by the Directors from among the active members of the society, if they shall see fit to do so; otherwise, such vacancy shall be filled at the next Membership meeting of the members at which the Directors for the ensuing period are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
5. If any of the members of the Board of Directors shall resign their office, or without reasonable excuse absent themselves from three (3) or more consecutive meetings, or be expelled from the Society, the Directors may declare the office vacated and may appoint a successor to hold office until the next General Meeting.
6. All Directors' meetings are open to active members of the Society. A majority of the Directors shall form a quorum for the transaction of business. Dates, times and place of Directors' meetings shall be made public, however, no formal notice of any meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of two (2) Directors.
7. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson in addition to an original vote shall have a second or casting vote.
8. A resolution in writing signed by all Directors personally shall be valid and effectual as if it has been passed at a meeting of Directors duly called and constituted.
9. No member of the Board of Directors shall receive any remuneration from this Society for services rendered as a member of the Board of Directors of this Society.
10. The Directors shall not be liable for any action taken or omitted by them in good faith or for the acts of any agent, employee or attorney selected by the Directors with reasonable care or for any acts or omissions of any other Director.

## **BYLAW 7. OFFICERS AND COMMITTEES:**

1. From their number, the Board of Directors shall elect annually an executive committee consisting of a President, a Vice-President, a Secretary and a Treasurer who shall carry on the business of the Society between meetings of the Board in accord with the policies and directives established by the Board.

2. The Board of Directors may from time to time appoint further officers, professional consultants, committees and agents and authorize the employment of such person as they deem necessary to carry out the objects of the Society, and such officers, professional consultants, committees, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Directors.

#### **BYLAW 8. BORROWING POWERS:**

No money shall be borrowed by this Society without the sanction of a resolution of the Board of Directors.

#### **BYLAW 9. AUDITS AND ACCOUNTS:**

1. The Officers shall present before the members of the Society at the Annual General Meeting a financial statement showing the income and expenditures, assets and liabilities, of the Society, signed by two or more members, one of whom is the Treasurer, or by the Society's auditor.

2. The auditors and members of this Society shall have a right of access at all times to all records, documents, books, accounts and files of this Society and shall be entitled to require from the Directors such information and explanation as may be necessary for the purpose of the duties of the auditors.

#### **BYLAW 10. SEAL:**

The Board of Directors may adopt a seal which shall be the common seal of the Society, and may from time to time, by resolution, provide for its custody and use.

#### **BYLAW 11. AMENDMENTS:**

The Constitution and Bylaws of this Society shall not be repealed or altered or added to except by a special resolution, published in the notice of meeting, with a three-quarters (3/4) majority vote passed at a General Meeting.