

# CONSTITUTION & BYLAWS of the GORGE TILLICUM COMMUNITY ASSOCIATION

## CONSTITUTION

1. The name of the Association is Gorge Tillicum Community Association.
2. The purposes of the Association are:
  - (a) To further the interests of the ratepayers and residents of the area known as the Gorge- Tillicum district.
  - (b) To maintain the amenities and endeavour to improve the standards of any development in the area provided that all such standards are compatible with the physical, social, ecological, and economic aspects of the area.
  - (c) To present recommendations and express the views and opinions of the Association.
  - (d) To carry out any and all actions, agreements, or arrangements, which will enable the Society to further its objectives and specifically to formulate and adopt policies and actions whereby the objects of the society are to be attained.
  - (e) To raise funds as necessary to institute the objects of the Association.
3. The Association shall be non-partisan in political, religious, and racial matters *and this provision shall be unalterable.*
4. Directors of the Association shall not have any business dealings with the Municipality of Saanich. *This provision shall be unalterable.*
5. The operations of the Association shall be carried out in the Municipality of Saanich in the Province of British Columbia and deal chiefly with the area known as the Gorge-Tillicum District, which comprises that area of Saanich which has as its northern border the Trans-Canada Highway, as its western border Portage Inlet, as its southern border the Gorge Waterway and as its eastern border a line running along Harriet Road, from the Gorge Waterway to Burnside Road, thence eastward to Whittier Avenue, thence northward along Whittier Avenue and Harriet Road to Trans-Canada Highway. *This clause shall be unalterable.*

## BY – LAWS

### Part 1 – Interpretation

- 1
  - (1) In these bylaws, unless the context otherwise requires:
    - "**Association**" means the Gorge Tillicum Community Association.
    - "**board**" means all elected directors of the Association.
    - "**directors**" means the directors of the Association for the time being.
    - "**officers**" consists of the President, Vice-President, Secretary, Treasurer, and Membership Secretary.
    - "**ordinary resolution**" means a resolution passed in a general meeting by the members of the Association by a simple majority of the votes cast in person.
    - "**registered address**" of a member means the member's address as recorded in the register of members.
    - "**Society Act**" means the Society Act of British Columbia ([RSBC 1996] Chapter 433) from time to time in force and all amendments to it.
    - "**special resolution**" means a resolution passed in a general meeting by the members of the Association by a majority of not less than 75% of the votes cast in person.
  - (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.

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## Part 2 - Membership

- 3 Membership is open to any resident or property owner who is 19 years old or older living within the area defined in Article 5 of the Constitution, and persons engaged in business within the Association territory.
- 4 A person qualified under Bylaw 3 may apply to the directors for membership in the Association and, on payment of annual membership fees, is a member.
- 5 Membership is from January 1 to December 31 of the year. New membership shall be valid from the time of payment of membership fees to December 31 of the same year.
- 6 Annual membership fees must be approved at the annual general meeting.
- 7 Membership is available in two categories:
  - (a) *Single* is open to individuals and carries the right to one vote at meetings.
  - (b) *Corporate* is open to businesses operating in the Association territory as defined in Article 5 and carries the right to one vote at meetings.
- 8 Each member must uphold the constitution and comply with these bylaws.
- 9 A person ceases to be a member of the Association
  - (a) by delivering his or her resignation in writing to the secretary of the Association, or
  - (b) by mailing or delivering it to the address of the Association, or
  - (c) on his or her death or, in the case of a corporation, on dissolution, or
  - (d) on being expelled, or
  - (e) on having been a member not in good standing for 12 consecutive months.
- 10
  - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) A brief statement of the reasons for the proposed expulsion must accompany the notice of special resolution for 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.
- 11 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.
- 12 Each member of the Association must promptly report to the membership secretary any change of address.

## Part 3 - Meetings of Members

- 13 General meetings of the Association must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 14 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 15 The first annual general meeting of the Association must be held not more than 15 months after the date of incorporation and after that 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.
- 16
  - 1) The directors, when they think fit, may convene an extraordinary general meeting.

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- 2) If ten percent (10%) of members in good standing petition the directors for an extraordinary general meeting, the directors shall convene the meeting within 21 (twenty-one) days of receipt of the petition.
- 17 Notice of all meetings must specify the place, day, and hour of the meeting, and, in case of special business, the general nature of that business and must be given to each member in writing addressed to the address of such member on the records at least fourteen (14) days before the holding of such meeting.
- 18 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.

### Part 4 - Proceedings at General Meetings

- 19 Special business is
- (a) all business at a 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 external financial reviewer, if any;
    - (v) the election of directors;
    - (vi) the appointment of the external financial reviewer, if required;
    - (vii) the 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.
- 20 (1) A quorum is a minimum of ten (10) members in good standing present.  
(2) 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 a time when a quorum is not present.  
(3) If at any time during a general meeting, there ceases to be a quorum present, business then in progress must be suspended.
- 21 If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened at the request 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.
- 22 Subject to Bylaw 23, the president of the Association, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 23 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,
- then the members present must choose one of their number to be the chair.
- 24 (1) 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.  
(2) 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.  
(3) 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.

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## **Part 5 – Voting**

- 25 (1) A member in good standing present at a 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, or if it was an existing membership, that the membership is in good standing prior to the start of the meeting.  
(2) Voting is by show of hands, except as provided under Bylaw 28.  
(3) Voting by proxy is not permitted.  
(4) 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.
- 26 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society. The designated person must be registered with the membership secretary in writing on behalf of the business owner at the start of the meeting.
- 27 (1) All motions must be decided by a show of hands unless a ballot is requested by the chair or by at least one (1) member before the voting commences. If a ballot is requested, the chair shall designate the manner of voting at his discretion. The chair shall announce the results of the vote, either by show of hands or by ballot.  
(2) The demand for a poll may be withdrawn.  
(3) In the case of a tie vote, the chair does not have a second or casting vote and the resolution is tabled. If the tabled motion returns for a vote, in the case of a tie vote, the chair must cast the casting vote.  
(4) A proposed resolution need not be seconded.  
(5) The chair of a meeting may move or propose a resolution.

## **Part 6 – Election of Directors and Officers**

- 28 (1) The first meeting of the members of the Association must elect the board of directors who must hold office for a period of one (1) year, or until the first annual general meeting of the Association.  
(2) The whole of the board of directors ceases to hold office at the end of each annual general meeting, and a new board of directors must be elected at such meeting to hold office for the ensuing year.  
(3) A director of the previous board may be re-elected as a director for the ensuing year.  
(4) The number of directors must be at least 5 or a greater number determined from time to time at a general meeting by an ordinary resolution.  
(5) Each director must be a member in good standing during his term of office.
- 29 Election of directors may be by acclamation, but if the number of candidates for directors exceed the positions available, the vote must be by ballot.
- 30 (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.  
(2) A director so appointed holds office to the end of the term of the person he replaces and is eligible for re-election.  
(3) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 31 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office by simple majority.

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## **Part 7 - Proceedings of Directors**

- 32 (1) 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.  
(2) The quorum for a meeting of directors is a majority of the directors then in office.  
(3) The directors must meet at request of the president or failing his presence, at the request of the vice-president. The convenor must give at least 24 hours notice by mail, email, fax, or orally.  
(4) 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.  
(5) A director may request a meeting of directors at any time, and the secretary, on the request of a director, must convene a meeting of the directors.
- 33 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, email, fax, 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 the directors is present, are valid and effective.
- 34 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.  
(2) In the case of a tie vote, the chair does not have a second or casting vote and the resolution is tabled.  
(3) If the tabled motion returns for a vote, in the case of a tie vote, the chair must cast the casting vote.
- 35 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.
- 36 A resolution in writing or by email, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
- 37 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 8 - Duties of Officers**

- 38 The officers must be president, vice president, secretary, treasurer, and membership secretary.
- 39 (1) The president presides at all meetings of the Association and of the directors.  
(2) The president is the chief executive officer of the Association and must supervise the other officers in the execution of their duties.
- 40 The vice president must carry out the duties of the president during the president's absence.
- 41 The secretary must do the following:  
(a) conduct the correspondence of the Association;  
(b) issue notices of meetings of the Association and directors;  
(c) keep minutes of all meetings of the Association and directors;

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- (d) have custody of all records and documents of the Association except those required to be kept by the treasurer;
- (e) have custody of the common seal of the Association.

- 42 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
  - (b) render financial statements to the directors, members and others when required by the board of directors, and
  - (c) aid the financial review.
- 43 The membership secretary must maintain a list of the 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.
- 44 In the absence of the secretary from a meeting, the directors must appoint another director to act as secretary at the meeting.

### Part 9 – Committees

- 45 (1) The directors may delegate any, but not all, of their powers to committees consisting of at least one director, or directors, and non-directors as they think fit.  
(2) 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.
- 46 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 director(s) present who are members of the committee must choose one of their number to be the chair of the meeting.
- 47 Members of a committee may meet and adjourn as they think proper.

### Part 10 – Financial

- 48 The fiscal year commences January 1 and ends December 31.
- 49 The treasurer must deposit the funds of the Association in a chartered Canadian bank or trust company or credit union 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 approval of the directors and are restricted to secured deposits held in the name of the Association.
- 50 The signing officers are the president, vice-president, and treasurer. All cheques must have two signatures, one of which must be the treasurer.
- 51 In order to carry out the purposes of the Association, the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 52 A debenture must not be issued without the authorization of a special resolution of the members.
- 53 Members may, by special resolution, restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

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54 No direct remuneration will be given to any director for services rendered to, for, or by the Association except for authorized business expenses as approved by the board.

### Part 11 – Financial Review

55 At a general meeting, the members may direct the board to appoint or, on its own initiative at any time, the directors may appoint a financial review committee until the committee is re-elected at the next annual general meeting.

56 The financial review committee must include the president, the treasurer, and a third director.

57 (1) If the directors decide to appoint an external financial reviewer, the reviewer must be a designated accountant.  
(2) The external financial reviewer must not be a director or employee of the Association.

58 The external accounting reviewer must be informed promptly in writing of his appointment or removal.

59 The external accounting reviewer must have full and complete access to all financial and other records of the Association and may attend any directors or general meeting at his sole discretion.

60 The external accounting reviewer must present the report to the members at the annual general meeting.

61 The directors will decide the honorarium for the external accounting reviewer at its discretion and report this to the membership at the annual general meeting.

62 The external accounting reviewer may be removed by ordinary resolution at a general meeting.

### Part 12 – Seal

63 The directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.

64 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the officers as the directors may direct by a resolution.

### Part 13 - Bylaws

65 On being admitted to membership, each member is entitled to receive, and the Association must give the member without charge if he so requests it, a current copy of the constitution and bylaws of the Association.

66 These bylaws must not be altered or added to except by special resolution.

67 Bylaws must be reviewed no less than every 7 (seven) years by a committee appointed by the directors.

### Part 14 – Records

68 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 *Society Act*.

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- 69 Members may request access to the records specified in writing to the directors, and the directors must make them available to the member within fifteen (15) days of the request.
- 70 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 15 – Disposal of Assets on Dissolution

- 71 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 schools in the area of the Association as defined in Article 5 of the Constitution.

*History of Constitution & Bylaws*

Legal Date

Action

1981 – May – 19	Incorporation of Society as “ West Gorge and District Ratepayers Association”
1999 – June – 07	Special Resolution: Change of Name to “Gorge Tillicum Community Association”
2003 – April – 23	Special Resolution: Rescind existing bylaws and replace with the bylaws above