

## BYLAWS of the GORGE TILlicUM COMMUNITY ASSOCIATION (the “Society”)

### Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires:
  - (a) **“Association”** means the Gorge Tillicum Community Association.
  - (b) **“board”** means all elected 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, Treasurer, and Membership Secretary.
  - (e) **“ordinary resolution”** means a resolution passed at a general meeting by the members of the Association by a simple majority 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.
2. The Association shall be non-partisan in political, religious, and racial matters. *This provision was previously unalterable.*
3. Directors of the Association shall not have any business dealings with the Municipality of Saanich. *This provision was previously unalterable.*
4. 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 provision was previously unalterable.*
5. Bylaws 2, 3, and 4 above were unalterable in the previous Association constitution and to amend any one will require a ninety (90) percent approval by special resolution at an annual general meeting.

### Part 2 – Membership

6. Membership is open to any resident or property owner who is 19 years old or older living within the area defined in Bylaw 4, and persons engaged in business within the Association territory.

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7. A person qualified under Bylaw 6 may apply to the directors for membership in the Association and, on payment of annual membership fees, is a member.
8. Beginning on January 1, 2017, membership is valid from the time of payment of membership fees to the end of the month of the anniversary date of payment.
9. Annual membership fees may be changed only at the annual general meeting.
10. Membership is available in two categories:
  - (a) *Single*: is open to individuals and carries the right to one vote at meetings.
  - (b) *Business*: is open to businesses operating in the Association territory as defined in Bylaw 7 and carries the right to one vote at meetings.
11. Each member must uphold the constitution and comply with these bylaws.
12. A person ceases to be a member of the Association
  - (a) by delivering a 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 the expiration of a previously paid membership if not renewed.
13. A member may be expelled by a special resolution of the members passed at a general meeting. A brief statement of the reasons for the proposed expulsion must accompany the notice of special resolution for expulsion. 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.
14. Each member of the Association must promptly report to the membership secretary any change of address.

### **Part 3 – Meetings of Members**

15. General meetings of the Association must be held at the time and place, in accordance with the *Societies Act*, that the directors decide.
16. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
17. The 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.
18.
  - (a) The directors, when they think fit, may convene an extraordinary general meeting.
  - (b) If ten percent (10%) of members petition the directors for an extraordinary

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general meeting, the directors shall convene the meeting within twenty-one (21) days of receipt of the petition.

19. 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 at least fourteen (14) days before the holding of such meeting.
20. 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 a notice does not invalidate proceedings at that meeting.

### **Part 4 – Proceedings at General Meetings**

21. Special business is:
  - (a) all business at a general meeting except the adoption of rules of order, and
  - (b) all business conducted at a 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 appointment of the external financial reviewer, if required;
    - vi. 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;
    - vii. the election of a new board of directors.
22.
  - (a) At a general meeting a quorum is a minimum of twenty (20) members.
  - (b) 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.
  - (c) If at any time during a general meeting, there ceases to be a quorum present, the business then in progress must be suspended.
23. 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.
24. Subject to Bylaw 25, 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.

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25. If, at a general meeting,
- (a) there is no president, vice president or another 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.

### **Part 5 – Voting at General Meetings**

26. (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) 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.
  - (c) 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.
27. (a) A member present at a meeting of members is entitled to one vote provided that, if it is a new membership, the membership has been paid for 30 days prior to the day of the meeting, or it was a previously paid membership that was held no more than 12 months prior to the start of the meeting.
- (b) Voting is by a show of hands, except as provided under Bylaw 29.
  - (c) Voting by proxy is not permitted.
  - (d) Excepting special resolutions, a simple majority of the members present and in good standing of the Association is sufficient to pass motions and ordinary resolutions.
28. A business 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.
29. (a) All motions must be decided by a show of voting cards unless a ballot is requested by the chair or by at least one member before the voting commences.
- (b) If a ballot is requested, at the discretion of the chair the manner of voting shall be declared.
  - (c) The chair shall announce the results of the vote.
  - (d) The demand for a ballot may be withdrawn.
  - (e) In the case of a tie vote, the chair, who does not vote in the original vote, must cast the deciding vote
  - (f) A proposed resolution must be seconded.
  - (g) The chair of a meeting may move or propose a resolution

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### **“Society”) Part 6 – Election of Officers and Directors**

30. (a) The annual general meeting must elect the board of directors who hold office until the next annual general meeting of the Association.
- (b) 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 the meeting to hold office for the ensuing year.
- (c) A director of the previous board may be re-elected as a director for the ensuing year.
- (d) The number of directors must be at least 5 and not more than 20.
- (e) Directors may appoint interim directors by unanimous vote at a board meeting but not to exceed the maximum number of directors allowed.
- (f) Each director must be a member during the term of office.
- (g) A member must consent in writing to being elected as a director if not present at the annual general meeting.
- (h) After November 28, 2018, a member who is nominated for election as a director must meet the requirements of Section 44 of the Societies Act.
31. (a) Election of directors may be by acclamation but if the number of candidates exceeds the positions available the vote must be by ballot.
- (b) The officers of the board of directors as defined in bylaw 40 are each elected individually.
- (c) All other directors are elected as a group which may be by acclamation if the number of nominees is equal to or fewer than the maximum allowed.
- (d) If more than the allowed number of other directors is nominated, a secret ballot election must be held. Those nominated who receive the highest number of votes are elected in descending order until the maximum number of allowed directors is reached. Those remaining are not elected.
32. (a) If a director resigns or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- (b) A director so appointed holds office to the end of the term of the person he replaces and is eligible for re-election.
- (c) An act or proceeding of the directors is not invalid merely because there are fewer than the prescribed number of directors in office.
33. The members may, by special resolution, remove a director, before the expiration of his term of office, and may elect a successor to complete the term of office by a simple majority.

### **Part 7 – Proceedings of Directors**

34. (a) The directors may meet at the places and times they think fit to conduct business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The quorum for a meeting of directors is a majority of the directors then in office.

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- (c) The directors must meet at the request of the president or failing his presence, at the request of the vice-president. The convener must give at least 24 hours notice by mail, email, fax, or orally.
  - (d) 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.
  - (e) At least two (2) directors may request a meeting of directors at any time, and the secretary, on the request of those directors, must convene a meeting of the directors
  - (f) At the option of the directors, business meetings may be held by electronic communication methods, so long as all directors and other participants can communicate with each other.
  - (g) If a business meeting is held by electronic means, directors are deemed to be present in person.
35. 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 a 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.
36. (a) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (b) In the case of a tie vote, the chair does not have a second or casting vote and the resolution is tabled.
  - (c) If the tabled motion returns for a vote at a subsequent meeting, in the case of a tie vote, the chair must cast the deciding vote.
37. 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.
38. 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. The decision must be included in the published minutes of the next board meeting.
39. 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 on the matter under consideration.

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### **“Society”) Part 8 – Duties of Officers**

40. The officers must be president, vice president, secretary, treasurer, membership secretary. The immediate past president may remain a member of the executive but would not have a vote.
41. (a) The president presides at all meetings of the Association and of the directors.  
(b) The president is the chief executive officer of the Association and must supervise the other officers in the execution of their duties.
42. The vice president must carry out the duties of the president during the president's absence.
43. The secretary must:
  - (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;
  - (d) have custody of all records and documents of the Association except those required to be kept by the treasurer;
  - (e) file the annual report of the Association and make any other filings with the registrar under the Act.
44. In the absence of the secretary from a meeting, the directors must appoint another director to act as secretary at the meeting.
45. The treasurer is responsible for doing, and/ or making the necessary arrangements for:
  - (a) receiving and banking monies collected for the Association;
  - (b) keeping the financial records, including books of account, necessary to comply with the Societies Act;
  - (c) rendering financial statements to the directors, members, and others when required by the board of directors; and
  - (d) aiding the financial review.
46. The membership secretary must:
  - (a) maintain a current list of the members with addresses for notifications;
  - (b) maintain a list of eligible voters for meetings;
  - (c) may issue membership cards on behalf of the directors; and
  - (d) provides voting cards to eligible members at general meetings.

### **Part 9 – Committees**

47. (a) The directors may delegate any, but not all, of their powers to committees consisting of at least one director, and as many non- 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

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been done.

48. 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.
49. Members of a committee may meet and adjourn as they think is proper.

### **Part 10 – Financial**

50. The fiscal year commences January 1 and ends December 31.
51. The treasurer must deposit the funds of the Association in a chartered Canadian bank or trust company or credit union and shall make payments from 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.
52. The signing officers are the president, vice-president, and treasurer.
  - (a) All cheques must have two signatures.
  - (b) The directors may, at their discretion, authorize the payment of accounts by electronic or other methods provided, that double authorization is required and the payment is authorized by two signing officers.
53. 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.
54. A debenture must not be issued without the authorization of a special resolution of the members.
55. Members may, by special resolution, restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.
56. 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**

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



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58. The financial review committee must include the secretary and two other non-executive board members
59. (a) If the directors decide to appoint an external financial reviewer, the reviewer must be a designated accountant.  
(b) The external financial reviewer must not be a director or employee of the Association.
60. The external accounting reviewer must be informed promptly in writing of the appointment or removal.
61. 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.
62. The external accounting reviewer must present the report to the members at the annual general meeting.
63. The board of directors must approve the budget for the external accounting reviewer and report this to the membership at the next annual general meeting.
64. The external accounting reviewer may be removed by ordinary resolution at a general meeting.

### **Part 12 – Bylaws**

65. On being admitted to membership, each member is entitled to receive, and the Association must give the member without charge if it is requested, 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 ten (10) years by a committee appointed by the directors.

### **Part 13 – Records**

68. A contract or other record to be signed by the Association must be signed on behalf of the Association following authorization by the board of directors,
69. Access to all membership records of the Association is restricted to the directors in accordance with the *Societies Act*.
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

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appointed representative of the board of directors when instructed to do so within twenty-four (24) hours of receiving the request for return.

### **Part 14 – 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 public schools in the area of the Association as defined in Bylaw 4 above.

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### *History of Constitution & Bylaws*

<i>Legal Date</i>	<i>Action</i>
<i>1981 – May – 19</i>	<i>Incorporation of Society as "West Gorge and District Ratepayers Association"</i>
<i>1999 – June – 07</i>	<i>Special Resolution: Change of Name to "Gorge Tillicum Community Association"</i>
<i>2003- April – 23</i>	<i>Special Resolution: Rescind existing bylaws and replace with the new bylaws</i>
<i>2017 – April – 03</i>	<i>Special Resolution at Annual General Meeting: Rescind existing bylaws and replace with the new bylaws</i>