

As amended November 2024

CONSTITUTION

i. The name of the society is the **Community Association of Oak Bay**.

ii. Purposes:

The purposes of the Society are to promote, support or to undertake any activity that will enhance the quality of life in the Oak Bay community including, but not limited to, the following:

- a. To foster community participation in land use changes within the area.
 - b. To enter into contracts with various agencies to improve the well being of the community.
 - c. To encourage participation of residents in all public projects within the community and to encourage consultation with residents concerning policies, planning and program delivery, including consultation and participation in the preparation and implementation of the Oak Bay Official Community Plan,
 - d. To actively liaise with neighbourhoods to ensure all residents of Oak Bay have informative forums to discuss issues that affect the quality of their environment and their lives.
 - e. To promote or operate facilities which will enable the Society to fulfill its purposes and carry on its activities.
 - f. To nominate candidates to boards or advisory commissions.
 - g. To enhance the quality of life in Oak Bay by offering services and programs consistent with the interests and issues of area residents.
 - h. To encourage a preventative approach to the maintenance and improvement of health care and social conditions in the community and by the education in these matters to strengthen individual, family and community life.
 - i. To plan, administer, operate and maintain the necessary organizational structure, facilities and staff to achieve the purposes and functions of the Association.
 - j. To receive, administer and allot funds, and provide services according to the priorities agreed between the Association and funding authorities.
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BYLAWS

ARTICLE I – Membership

1. Membership in the society shall be individual, family or associate.

1.1 a. Individual or family membership is any person who lives, works, has a business, attends an educational institution or owns property within Oak Bay.

b. Associate membership is any registered non-profit organization providing services within Oak Bay. Associate membership is non-voting.

1.2 Prospective members may join by paying the annual dues to the membership committee of the association.

1.3 Members shall have full rights and privileges of membership, including participation in the discussions at association meetings, one vote per individual or family on all questions to come before the association, and eligibility to nominate or be nominated for election as director. No member shall vote by proxy.

1.4 The annual membership fee shall be determined by a resolution of the board of directors.

1.5 To be eligible to vote at the Annual General Meeting a member must have paid the annual membership fee at least fourteen (14) days prior to the meeting.

1.6 The membership fee is due and payable annually and shall run for one (1) year from January 1 to December 31.

ARTICLE II – Termination of membership

2.1 Any member who desires to withdraw from membership in the society may notify the board of directors in writing to that effect, and on receipt by the board of directors of such notice the member shall cease to be a member.

2.2 A member shall cease to be a member in good standing if such member has failed to pay the current annual membership fee or any other subscription or debt due and owing by the member to the society and the member shall not be in good standing so long as the debt remains unpaid.

2.3 A member may be expelled from the society by a special resolution of the members, requiring 75% majority, passed in the general meeting called for that purpose.

2.4 At a meeting described in article II, clause 2.2, a member has the right to speak on his or her own behalf.

ARTICLE III – Meetings

3. The annual general meeting shall be held each calendar year in Oak Bay within the Province of British Columbia and on a day to be fixed by the board of directors.

3.1 The membership shall be informed at least fourteen (14) days in advance of the meeting. A notice may be given to the member, either personally or by email or delivered to him/her at his/her registered address.

3.2 A general or special meeting of the association may be called by a resolution of the board of directors for the transaction of such business as may properly be brought before a general or special meeting of the association, provided that not less than fourteen (14) days notice of the time and place of such meeting shall be given to all members as provided in article 3.1.

3.3 At a special meeting only that business which has been explicitly stated in the notice may be dealt with.

3.4 A special meeting shall be called by resolution of the board of directors upon request of ten percent (10%) of the members of the association, for the purpose of dealing with the business stated in the request.

3.5 A quorum for the transaction of business at any meeting of members shall consist of not less than twenty (20) members present in person.

3.6 In the event that a quorum is not present within thirty (30) minutes of the time called for the annual general meeting, the meeting shall stand adjourned for four weeks and notice to reconvene shall be provided as specified in article 3.2.

3.7 The rules of procedure at an annual general meeting or special meeting shall be determined by the board of directors, or if any member objects Robert's Rules of Order shall apply.

3.8 Any meeting of the association or the directors may be adjourned at any time, and from time to time, and the ordinary business be continued whenever that meeting is continued. No further notice shall be required of any such resumption. Such adjournment may be made notwithstanding that no quorum is present.

3.9 The board may determine, in its discretion, to hold any meeting of the association or the directors in whole or in part by electronic means so as to allow remote participation in the meeting by telephonic, computer or web-based technology that: allows participants to communicate and participate in the meeting adequately and in a manner comparable to participants present in person, if any; and that permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intention of the voters.

ARTICLE IV – Directors and officers

4. The affairs of the society shall be managed by a board of directors numbering no fewer than six (6) and no more than eleven (11), who shall choose from among their number the officers of the association, i.e. President, Vice-President, Secretary/Treasurer and the chairpersons of the standing committees.

4.1 Directors must be members of the society in good standing.

4.1.1 One or more of the directors may be 16 or 17 years of age provided that at any given time, a majority of the directors are at least 18 years of age.

4.2 A quorum shall consist of five (5) directors.

4.3 Five (5) directors shall be elected or re-elected at one annual general meeting and the other six (6) shall be elected or re-elected at the following annual general meeting.

4.4 No later than one month before the annual general meeting in each year, the board of directors shall appoint a nominating committee of three (3) members of whom only one may be an incumbent director, with instructions to canvass the membership and produce a slate of nominees for election as directors. The nominating committee shall elect one of its members as chairperson and this chairperson shall present the slate to the annual general meeting and conduct the election of directors. Nominations may also be made from the floor of the annual general meeting by any two (2) members in good standing provided that nominees are members of the society and state their willingness to stand for election.

4.5 A director's tenure of office shall terminate:

4.5.1 At the annual general meeting two (2) years from his or her election unless he or she is re-elected.

4.5.2 On receipt of and acceptance of his/her resignation by the remainder of the board of directors.

4.5.3 If he/she fails to pay the annual membership fee within a reasonable time after his/her election.

4.5.4 For cause and through the unanimous decision of the remaining board members.

4.5.5 By recall resolution passed by two-thirds of the members present and voting at a general meeting of the society, provided that notice of motion of such resolution shall have been given either at the previous general meeting or along with the notice of the general meeting at which the recall resolution is to be moved.

4.5.6 Ten percent (10%) of the members, but in no case less than twenty (20) members can require the directors to call a special meeting of the members of the association for

the purpose of removing any member of the board of directors and/or substituting a new member in that position.

4.6 Vacancies on the board of directors, however caused, may be filled by the remaining directors from among society members in good standing provided that a majority (6) of the directors is still in office. If they are not so filled those positions shall remain vacant until the next general election of directors, provided always that the directors ensure there is a full complement of association officers.

4.7 If fewer than six (6) directors remain in office they shall forthwith call a special meeting of the association to fill the vacancies by election.

4.8 The first meeting of the new board of directors to choose new officers shall be held immediately following the annual general meeting. Meetings of the board of directors shall usually be held at least once every calendar month and shall normally be called by the president of the association. If the President fails to call a meeting for a particular month it may be called by any two other directors.

4.9 Notice of a board meeting shall be given to each director not less than 72 hours before the meeting is to take place. If a meeting is to be held with less than 72 hours notice, consent of a quorum of directors is required.

4.10 No remuneration shall be made to directors or officers of the association.

4.11 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, and no directors shall be liable for any acts or omissions of any other director.

4.12 Subject to the provisions of clause 4.14 the President of the society shall preside over all general meetings of the society and at all meetings, and at all meetings of the board of directors. He or she shall be responsible for the general supervision of the affairs of the association, shall sign all minutes of meetings, and shall be ex officio a member of all committees except the nominating committee.

4.13 The Vice-President shall assist the President in the performance of his/her duties. When he or she is absent or unable to perform his or her duties the vice-president shall assume his/her duties.

4.14 The Secretary/Treasurer shall keep minutes of all meetings of the association and the board of directors, shall give notice of meetings, and shall be custodian of all association records, files, correspondence and other documents, which he or she shall deliver up as instructed by resolution of the board of directors.

4.15 The Secretary/Treasurer shall be responsible for the general supervision of the financial procedures, expenditures and financial records of the society.

4.16 The President, Secretary/Treasurer and Vice-President shall have financial signing authority, any two signatures being required.

ARTICLE V – Standing committees

5. There shall be two standing committees: (a) Finance and (b) Membership. The board of directors shall, from time to time, create and dissolve committees for specific purposes. The board shall provide written terms of reference for those committees including the expected length of service required. The chairperson of each shall be appointed from among members of the board.

ARTICLE VI – Borrowing powers

6. The association shall have the power to borrow or raise or secure the payment of money in such manner as the association shall think fit and without limiting the foregoing the association may issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the association's present or future property, and to purchase, redeem or pay off any such security; provided that debentures shall not be issued without the authority of a special resolution of the association, requiring a seventy-five percent (75%) majority.

ARTICLE VII – Accounts

7. The accounts of the association shall be audited at the end of each fiscal year and the board of directors shall recommend to the annual general meeting an auditor or auditors for the ensuing year. The end of the fiscal year shall be the 31st. day of December each year.

7.1 The auditors and members of the association shall have a right of access at all reasonable times to all records, documents, books, accounts and files of the association and the auditors shall be entitled to require from the directors such information and explanation as may be necessary for the purposes of the auditors' duties.

7.2 An application to inspect the books and records of the association should be made to the president.

7.3 On approval of seventy-five percent (75%) of the directors the board may authorize a donation of association funds to any organization or project which it considers qualifies under the constitution.

ARTICLE VIII – The seal

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

8.1 The seal of the association shall not be affixed to any document or instrument unless authorized by the directors, and then only by and in the presence of such officers as the directors may authorize and such persons as shall be authorized to affix the seal of the association shall sign every instrument to which the seal is affixed in their presence.

ARTICLE IX – Amendments

9. The bylaws of the association may be amended at any general, special or annual meeting of the association by a special resolution requiring seventy-five percent (75%) majority vote of the members of the association present at any special or annual meeting.

9.1 Notice to amend any bylaw or to introduce a new one shall be given in writing at a meeting of the association previous to the meeting or circulated to the members seven (7) days in advance of the meeting at which it is intended to be considered.

ARTICLE X - Operations

10. The purpose of the society shall be carried out without object of gain for its members, and any profits or other accretions to the society shall be used for promotion of its purposes. This provision was previously unalterable.

ARTICLE XI - Dissolution

11. In the event of the dissolution of the society, the members of the society shall appoint a special committee to liquidate the assets and satisfy the liabilities of the society, and the assets of the society shall be distributed to one or more recognized environmental organizations in Canada after ratification by the meeting of the society. This provision was previously unalterable.