

## **Constitution of Victoria Downtown Residents' Association**

1. The name of the Association shall be [the Victoria Downtown Residents' Association herein referred to as "the Association"].
2. The purpose of the Association is to provide a collective voice for residents of the Downtown-Harris Green neighbourhood in order to create and promote a desirable urban living environment within the neighbourhood boundaries as defined by the City of Victoria.

## **Bylaws of Victoria Downtown Residents' Association**

### **PART 1 – DEFINITIONS AND INTERPRETATION**

#### **Definitions**

1. In these Bylaws:

"AGM" means the annual general meeting of the Association;

"Association" means the Victoria Downtown Residents' Association;

"Board" means the Board of Directors of the Association;

"Directors" means an individual who has been designated, elected or appointed, in accordance with section 5, as a member of the board of directors of the Association;

"Downtown Neighbourhood" means the area as laid out in Schedule "A" to the Constitution and includes both the Downtown and Harris Green neighbourhoods;

"Members" means Voting Members and Non-Voting Members of the Association;

"Non-Voting Member" means any person who is a member of the Association and has paid all required fees but has no right to vote at any meetings of the Association;

"Non-Voting Membership" means to be a Non-Voting Member;

"Officer" means either the President, Vice-President, Secretary, or Treasurer, of the Association;

"Societies Act" or "Act" means the Societies Act of British Columbia as amended from time to time;

"Voting Member" means person who is a member of the Association who has paid all required membership fees, and has a right to vote at all general meetings of the Association;

"Voting Membership" means to be a Voting Member.

### **Definitions in Act apply**

2. The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulation, as the case may be, prevail.

## **PART 2 – MEMBERS**

### **Application for membership**

1. The Members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become Members, in accordance with these Bylaws and, in either case, have not ceased to be Members.
2. Voting Membership in the Association shall only be open to any person who has an interest in the purposes of the Association and resides within the Downtown Neighbourhood.
3. Persons are welcome to join the Association from outside the designated area, however, these memberships are Non-Voting Members.
4. To become a Voting Member or Non-Voting Member, a person must apply in a form approved of by the Board, or online, and pay the membership fees as set by the Board.
5. Non-Voting Members shall not exceed 25% of the total membership of the Association.

### **Duties of members**

6. Every member must uphold the constitution of the Association and must comply with these Bylaws.
7. The affairs of the Association shall be carried on without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its purposes. This provision was previously unalterable.

### **Rights of members**

8. Voting Members shall be entitled to one vote at all general meetings of the Association.

### **Communication with Members**

9. Subject to the requirements of the Societies Act, the Association may communicate to its Members by way of the Association's website, email or mail.

### **Membership dues**

10. The membership fee shall be determined by the Board annually and may be revised by the Voting Members at each AGM.
11. Membership fees are annual and the collection and date of collection shall be determined by the Board.

### **Member in good standing**

12. Members are in good standing if they have paid all required membership fees.

### **Termination of membership**

13. Any Member may terminate his or her membership with the Association by delivering his or her resignation in writing or by email, to an officer, or by mailing or delivering it to the address of the Association.
14. A person ceases to be a member of the Association on his or her death.

### **Expulsion of members not in good standing**

15. Any Member may be expelled by special resolution of 2/3 majority of Voting Members present at any meeting called for that purpose or at a general meeting.
16. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
17. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the meeting before the special resolution is put to a vote.
18. Any Member who withdraws from the Association or is expelled by the Association shall forfeit all claims, rights and interests arising from or in connection with the Association.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

1. There will be an Annual General Meeting of the Association, the date of which will be determined by the Board.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The directors may, when they think fit, convene an extraordinary general meeting.
4. All proceedings at any meeting are governed by the "Robert's Rules of Order."
5. Notice of day, time, and place, and, in the case of special business, the general nature of that business shall be given in writing or email at least 14 days prior to the meeting.
6. 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.
7. 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.

#### **PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

##### **Ordinary business at general meeting**

1. All proceedings are governed by the “Robert’s Rules of Order.”
2. At a general meeting, the following business is ordinary business:
  - a) adoption of rules of order;
  - b) consideration of any financial statements of the Association presented to the meeting;
  - c) consideration of the reports, if any, of the directors;
  - d) election or appointment of directors;
  - e) business arising out of a report of the directors not requiring the passing of a special resolution.

##### **Notice of special business**

3. A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

##### **Chair of general meeting**

4. The President presides as the chair of a general meeting, as available.
5. If the President is unable to preside, the following individual is entitled to preside as the chair of a general meeting:
  - a) the Vice-President;
  - b) the individual, if any, appointed by the Board to preside as the chair;
  - c) one of the other directors present at the meeting, if both the President and Vice-President are unable to preside.

##### **Alternate chair of general meeting**

6. If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

##### **Quorum required**

7. 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.

### **Quorum for general meetings**

8. The quorum for the transaction of business at a general meeting is seven (7) Voting Members.

### **Lack of quorum at commencement of meeting**

9. If, within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present,
  - a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

10. If, at any time during a general meeting, there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

11. The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

12. It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

13. The order of business at a general meeting is as follows:
  - a) determine that there is a quorum;
  - b) approve the agenda;
  - c) approve the minutes from the last general meeting;
  - d) deal with unfinished business from the last general meeting;
  - e) if the meeting is an annual general meeting,

- (i) receive the directors' report on the financial statements of the Association for the previous financial year,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting, and;
  - (iii) elect or appoint directors;
- f) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- g) terminate the meeting.

### **Methods of voting**

14. At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Voting Members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
15. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
16. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
17. A Voting Member in good standing present at a meeting of members is entitled to one vote.

### **Announcement of result**

18. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

19. Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

20. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 5 – DIRECTORS**

### **Actions of directors**

1. The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully

directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:

- a) All the laws affecting the Association,
  - b) These bylaws, and
  - c) Rules, not being inconsistent with these bylaws, that are made from time to time by the Association in a general meeting.
2. A rule, made by the Association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

### **Number of directors on Board**

3. The Board shall consist of a minimum of five (5) directors and a maximum of thirteen (13) directors elected at the AGM of the Association.

### **Nominations of directors**

4. Nominations for directors shall be received by the Association within the month prior to the AGM and from the floor of the AGM. A person not present at the AGM shall not be nominated unless such person's written consent to the nomination has been filed with the Association.
5. Nomination of Directors
- 5.5.1 A person must be a Member of the Association in order to be nominated for election as a Director of the Board.
  - 5.5.2 A maximum of three Non-Voting Members may be elected as Directors of the Board at any time, which number includes any Non-Voting Members that may be appointed as Directors under 5.7, and providing that at all times the majority of the Directors of the Board shall be Voting Members.
  - 5.5.3 If the number of Non-Voting nominated exceeds the permissible number set in 5.5.2 (a) only the permissible number of Non-Voting Directors may be elected, even if a Non-Voting nominee receives more votes than a Voting Member nominee, and (b) the permissible number of Non-Voting nominee(s) who receive the most votes will be declared elected.

### **Directors' terms**

6. Members of the Board elected at the AGM shall be elected for a three (3) year term. Board members may serve a maximum of two (2) three-year terms, at which point they shall resign. Retiring board members are eligible for re-election to the Board for another three (3) year term, if there continue to be vacancies after all nominations from the Voting Members have been considered. No board member shall hold the same executive position for longer than two (2) consecutive three-year terms.

### **Directors may fill casual vacancy on Board**

7. Any vacancy, whether caused by death, resignation, or otherwise, occurring among the Directors shall be filled by the Board by appointment from among the Voting Members of the Association for the remainder of the term of the vacancy created.

### **Removal of a director**

8. 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.

## **PART 6 — BOARD POSITIONS**

### **Board executive officers**

1. The President, Vice-President, Secretary and Treasurer comprise the executive offices of the Association.
2. The Board has the discretion to elect, or not elect, a Vice-President.

### **Election or appointment of Board executive officers**

3. Directors must either be elected or appointed to the executive office, and a director, other than the President, may hold more than one position.
4. The directors must retire from office just prior to the first board meeting following the general meeting, but are eligible for re-election.
5. Officers are elected during the first board meeting following the general meeting by all directors in attendance.
6. Separate elections must be held for each office to be filled.
7. An election may be by acclamation; otherwise it must be by ballot.
8. If a successor is not elected, the person previously elected or appointed continues to hold office.
9. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a director to fill the vacant office.
10. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

## **PART 7 — PROCEEDINGS OF DIRECTORS**

### **Directors' meetings**

1. The Board shall meet at the call of the President.



2. The directors may meet at the place they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
3. All meetings of the Board are open to Members of good standing.
4. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
5. 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.
6. A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
7. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
8. Business arising between meetings of the directors may be decided by a majority of votes by email or any other electronic means, as determined by the board.
9. In the case of a tie vote, the President does not have a second or casting vote.
10. 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.
11. A resolution in writing, 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.
12. Business must not be conducted at a meeting of the Board at a time when a quorum is not present.
13. If at any time during a meeting of the Board there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
14. The Directors shall not be liable for any action taken or omitted by them in good faith or for the acts of any agent or employee selected by the Directors with reasonable care or for any acts or omissions of any other Director.
15. No member of the Board shall receive any remuneration from the Association for services rendered as a member of the Board of the Association, but a member of the Board must be reimbursed for all expenses necessarily and reasonably incurred by the Board member while engaged in the affairs of the Association.

### **Committees of the Association**

16. The directors may delegate any, but not all, of their powers to committees as they think fit. At least one director must serve on each committee and serve as Chair. Committees otherwise consist of volunteer (Voting or Non-Resident) members of good standing and any directors present.

17. A committee so formed in the exercise of the powers so delegated must conform to any rules and policies imposed on it by the directors. Each committee Chair must report every proposed act or thing to be done in exercise of those powers at the earliest meeting of the directors.
18. The committees shall meet at the call of the relevant Chair.
19. If at a meeting the Chair or their designate is not present within 15 minutes after the time appointed for holding the meeting, the meeting will be canceled until such time it can be rescheduled.

## **PART 8 — DUTIES OF OFFICERS**

### **Role of President**

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.
3. The President is responsible for doing, or making the necessary arrangements for;
  - a) issue notices of general meetings and directors' meetings;
  - b) maintain the register of members.

### **Role of vice-President**

4. The Vice-President is the vice-chair of the Board.
5. The Vice-President is responsible for assisting the President in the discharge of the President's duties as determined by the President.
6. The Vice-President is responsible for carrying out the duties of the President if the President is unable to act or during the President's absence.

### **Role of secretary**

7. The secretary is responsible for doing, or making the necessary arrangements for, the following:
  - a) take minutes of general meetings and directors' meeting;
  - b) keep the records of the Association in accordance with the Act, except those required to be kept by the treasurer;
  - c) conduct the correspondence of the Board.

### **Absence of secretary from meeting**

8. In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

## **Role of treasurer**

9. The treasurer must:
  - a) receive and bank monies collected from the members or other sources;
  - b) subject to the control of the Board, shall pay any and all bills;
  - c) keep the financial records, including books of account, necessary to comply with the Association Act;
  - d) prepare and render financial statements to the directors, members and others when required;
  - e) prepare and render draft financial statements to the directors at the board meeting immediately prior to the general meeting; and,
  - f) file the annual report of the Association and make any other filings with the registrar under the Act.

## **Secretary Treasurer**

10. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

## **PART 9 — REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

1. These Bylaws do not permit the Association to pay to a director remuneration for being a director, but the Association may, subject to the Act, pay remuneration to a director for services provided by the director to the Association in another capacity.

### **Signing authority**

2. A contract or other record to be signed by the Association must be signed on behalf of the Association:
  - a) by the President, together with one other director,
  - b) if the President is unable to provide a signature, by the vice-President together with one other director,
  - c) if the President and vice-President are both unable to provide signatures, by any 2 other directors, or
  - d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association.

## **PART 10 — BORROWING**

1. In order to carry out the purposes of the Association the Board 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.
2. A debenture must not be issued without the authorization of a special resolution.
3. The Members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next AGM.

#### **PART 11 — AUDITS OF THE ACCOUNTS**

1. The Officers shall present before the Members of the Association at the AGM a financial statement showing the income and expenditures, assets and liabilities, of the Association, signed by two or more of the Officers or by the Association's auditor.
2. The fiscal year of the Association shall be January 1 to December 31.

#### **PART 12 — NOTICES TO MEMBERS**

##### **Notice to Members**

1. A notice may be given to a member, either personally, by email or by mail to the member at the member's registered address.
2. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
3. A notice sent by email is deemed to have been given on the third day following the day on which the notice is sent.
4. Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.
5. No other person is entitled to receive a notice of a general meeting.

##### **Maintenance of Books and Records**

6. The Officers shall see that the minutes of Members' meetings and minutes of Board meetings and all other books and records of the Association required by the bylaws of the Association, or by any applicable statute or law, are regularly and properly kept.

##### **Inspection of Records**

7. The books and records of the Association shall be open to the inspection of its Members at all reasonable times upon request to the Secretary or Treasurer.

## PART 13 — BYLAWS

1. On being admitted to membership, each member is entitled to, and the Association must give the member without charge, a copy of the constitution and bylaws of the Association.

### Amendment to the Constitution and Bylaws

2. The Constitution and Bylaws of the Association shall not be repealed or altered or added to except by special resolution, published in the notice of meeting, and passed by a seventy-five percent (75%) majority vote at a general meeting.
3. No resolution pursuant to clause (a) of this article shall have any force or effect;
  - a) if it violates the Association Act,
  - b) in the case of a resolution amending the Constitution and Bylaws until the Registrar has given his/her approval and issues his/her certificate in accordance with the Association Act.

## PART 14 — DISSOLUTION

1. In the event of winding up or dissolution of the Association any funds of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations concerned with education or with community affairs or as may be determined by the Association at the time of winding up or dissolution, and in so far as effect cannot be given to the foregoing provisions then such funds shall be given or transferred to some other charitable organization or charitable trust recognized by the Department of National Revenue of Canada as being qualified under the provisions of the "Income Tax Act" of Canada from time to time in effect.

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End of Constitution and Bylaws

### *History of Constitution & Bylaws*

<b>Legal Date</b>	<b>Action</b>
2020 - Mar - 22	<i>Special Resolution: Approve change to Nominations of Directors</i>
2018 – Mar – 20	<i>Special Resolution: Approve updated Constitution &amp; Bylaws</i>
2015 – Jan – 08	<i>Special Resolution: Amend Association Bylaw 5(c)</i>
2005 – 11 – 18	<i>Special Resolution: Association includes boundaries of Harris Green</i>
2004 – Sept – 11	<i>Incorporation of the Society</i>

Schedule A: Neighbourhood Boundaries as per the City of Victoria

