

OTTER POINT AND SHIRLEY RESIDENTS AND RATEPAYERS ASSOCIATION BYLAWS

1.1 In these bylaws, unless the context otherwise requires:

- a) **directors** means the directors of the society for the time being;
- b) **“officers”** means those directors holding the offices of President, Vice-President, and Treasurer
- c) **“registered address”** means the residential street address supplied by the member as recorded on the register of members
- d) **“electronic address”** means the email address and/or the telephone number for facsimile transmission supplied by the member as recorded on the member’s application for membership form, or as supplied by the member from time to time;
- e) **letter** means a letter sent through Canada Post, by email or by facsimile
- f) **“Society Act”** means the Society Act of British Columbia from time to time in force and all amendments to it;

1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

2 Membership

2.1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

2.2 Membership, whether individual or business, shall be restricted to residents of or owners of property (ratepayers) in Otter Point, Shirley and Jordan River who reside or own property within the boundaries of the Otter Point and Shirley/Jordan River Official Community Plans and who are aged eighteen years and over.

2.3 Associate membership can be extended to individuals aged eighteen and over who do not meet the criteria for membership. Associate members are non-voting

members of the association. Associate members are not eligible to be directors of the society

- 2.4 A person may apply to the directors for membership in the society and on acceptance by the directors is a life member
- 2.5 Every member must uphold the constitution and comply with these bylaws.
- 2.6 The Membership dues will be determined at an Annual General Meeting as required
- 2.7 A member ceases to be a member of the society once they are no longer a resident or a ratepayer in Otter Point, Shirley or Jordan River, on his or her death, by delivering a written resignation to the society either by letter or electronic means, or by being expelled,
- 2.8 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.9 The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion
- 2.10 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.

3 Meetings of Members

- 3.1 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting must specify the place, day and hour of the meeting, and the general nature of the business of the meeting
- 3.5 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.

3.6 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.

4 Proceedings at General Meetings

4.1 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

4.2 If at any time during a general meeting 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.

4.3 A quorum is 7 members present or a greater number that the members may determine at a general meeting.

4.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to a time and location to be determined by the directors, 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

4.5 Subject to bylaw 4.7 the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

4.6 If at a general meeting there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

4.7 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.

4.8 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.

4.9 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.

- 4.10 A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
- 4.11 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.
- 4.12 A member in good standing present at a meeting of members is entitled to one vote.
- 4.13 Voting is by show of hands except that the election of directors will be by ballot
- 4.14 Voting by proxy is not permitted.
- 4.15 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, but is not entitled to a second vote.

5 Directors and Officers

- 5.1 The directors may exercise all the powers and do all the acts and things that the society 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 society in a general meeting, but subject, nevertheless,
- a. to all laws affecting the society,
 - b. these bylaws, and
 - c. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- 5.2 A rule, made by the society 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.
- 5.3 The president, vice president, treasurer and two or more other persons are the directors of the society.
- 5.4 The number of directors must be 5 with a maximum of 7
- 5.5 The directors must retire from office at each annual general meeting when their successors are elected
- 5.6 Separate elections must be held for President, Vice-President, and Treasurer

- 5.7 An election may be by acclamation; otherwise it must be by ballot.
- 5.8 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- 5.9 A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 5.10 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- 5.11 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 5.12 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.
- 5.13 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

6 Proceedings of Directors

- 6.1 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.
- 6.2 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.
- 6.3 The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 15 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.
- 6.4 A director may at any time convene a meeting of the directors.
- 6.5 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

6.6 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.

6.7 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 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

6.8 The members of a committee may meet and adjourn as they think proper.

6.9 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.10 The members may by special resolution, remove a director who is absent without cause from 3 consecutive board or general meetings, and appoint a successor to complete the term of office.

6.11 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

6.12 In the case of a tie vote, the chair does not have a second or casting vote.

6.13 A resolution proposed at a meeting of directors or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.

6.14 A resolution in writing, affirmed 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.

7 Duties of Officers

7.1 The president presides at all meetings of the society and of the directors.

7.2 The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

7.3 The vice president must carry out the duties of the president during the president's absence.

7.4 At the first Director's Meeting following the Annual General Meeting each year, the President shall ensure that a Director will be responsible for each of the following :

- a) conduct the correspondence of the society;
- b) issue notices of meetings of the society and directors;
- c) keep minutes of all meetings of the s and directors;
- d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- e) maintain the register of members.

7.5 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.

8 Seal

8.1 There is no seal.

9 Borrowing

9.1 Directors may not borrow money on behalf of the society.

10 Auditor

10.1 There is no auditor

11 Notices to Members

11.1 A notice must be given to members, by any of the following means:
personally: by surface or electronic mail; by press release, by advertisement in the local newspaper; or by posting on a community notice board, 14 days before a General Meeting.

11.2 A notice sent by surface 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.

- 11.3 Notice of a general meeting must be given to every member shown on the register of members on the day notice is given. No other person is entitled to receive a notice of a general meeting.

12 Bylaws

- 12.1 On being admitted to membership, each member is entitled to a copy of the constitution and bylaws of the society as posted on the society's website. A hard copy will be provided on request.

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

13 Dissolution

- 13.1 In the event of winding up or dissolution of OPSRRA, its debts and liabilities shall be settled and any funds or assets remaining after this settlement shall be given or transferred to another registered society whose purpose is similar, as is determined by the officers of OPSRRA at the time of dissolution. This provision is unalterable.