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## **BROADMEAD AREA RESIDENTS' ASSOCIATION**

### **CONSTITUTION**

#### **Article I**

The name of the Society is *Broadmead Area Residents' Association*.

#### **Article II**

The purposes of the Society are:

1. To promote, support, facilitate, coordinate, or undertake activities that will enhance the well-being and character of the Broadmead community, including but not limited to:

- (a) providing a forum for dialogue on community matters;
- (b) maintaining the character of Broadmead based on its harmony with the natural environment;
- (c) safeguarding green space, parks, and trails within the community;
- (d) addressing traffic issues within the community, including volume, speed, congestion, parking and safety; and
- (e) interacting on behalf of residents with the District of Saanich and other appropriate government or jurisdictional authorities with respect to current and future requirements of the community.

2. To manage the restrictive covenants registered against properties in Broadmead, with emphasis on:

- (a) the provision of advice, guidance, and assistance to residents on covenant-related matters;
- (b) the use and general appearance of properties within the community;
- (c) the use of consistent architectural materials and styles in accordance with approved building schemes and architectural guidelines;
- (d) the use of consistent signage throughout the community; and

- (e) the protection and maintenance of trees and other natural flora within the community area.

### **Article III**

The Society's purposes shall be carried on without object of gain for its members and any profits or other accretions to the Society shall be used in relation to its purposes. This provision is unalterable.

### **Article IV**

In the event that the Society is wound up or dissolved in accordance with the provisions of the Society Act of the province of British Columbia, all the assets held by the Society after all debts have been paid shall be paid, transferred, or delivered to one or more recognized Canadian charitable organizations or to trustees on trust for a charitable purpose. Selection of charitable organizations shall be made by the members of the Society upon dissolution. This provision is unalterable.

## **BROADMEAD AREA RESIDENTS' ASSOCIATION**

### **BYLAWS**

#### **Part 1 – Interpretation**

1. (1) In these bylaws, unless the text otherwise requires
  - (a) 'directors' means the directors of the society for the time being;
  - (b) 'Society Act' means the Society Act of British Columbia from time to time in force and all amendments to it;
  - (c) 'registered address' of a member means the member's address as recorded in the register of members.
- (2) The definitions of 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.

#### **Part 2 – Membership**

3. The members of the society are the applicants for the incorporation of the society, and those persons who subsequently become members of the society in accordance with these bylaws and, in either case, have not ceased to be members.
4. Membership in the society shall be open to any household in that part of the District of Saanich, British Columbia, commonly known as the residential community of Broadmead, and its immediate environs as designated by the directors. A person representing a household may apply for membership in the society by application to the directorship, and on acceptance shall be a member on behalf of that household.
5. Every member must uphold the constitution and comply with these bylaws.
6. (1) The amount of the first annual membership dues must be determined by the directors and after that any changes to the annual membership dues must be approved at the annual general meeting of the society.

- (2) At the discretion of the directors, the amount of the annual dues may differ for members who reside in individual houses and members who reside within a registered strata corporation.
7. A person ceases to be a member of the society
  - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - (b) on his or her death,
  - (c) on being expelled;
  - (d) on having been a member not in good standing for 12 consecutive months; or
  - (e) on ceasing to be a resident of Broadmead.<sup>1</sup>
8.
  - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed 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.
9. 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 to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings of Members**

10. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.

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<sup>1</sup> Added by Special Resolution at AGM 2009

13. (1) Notice of a general meeting must specify the place, date, and hour of the meeting, and, in case of special business, the general nature of that business.
  - (2) 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 the proceedings at that meeting.
14. The first annual general meeting of the society 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**

15. Special Business is
- (a) all business at an extraordinary 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 reports of the directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of directors;
    - (vi) the appointment of the auditor, 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.
16. (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.
- (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.
- (3) A quorum is 25 members present or a greater number that the members may determine at a general meeting.

17. If within 30 minutes of 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 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 of the time appointed for the meeting, the members present constitute a quorum.
18. Subject to bylaw 19, the president, the vice-president, or in the absence of these officers, one of the other directors present must preside as chair of a general meeting.
19. 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, the members present must choose one of their number to be the chair.
20.
  - (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 provide notice of an adjournment or of the business to be conducted at an adjourned general meeting.
21.
  - (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
  - (2) 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.
22.
  - (1) A member in good standing at a meeting of members is entitled to one vote, representing a single household.
  - (2) Voting will normally be by a show of hands.
  - (3) Voting by proxy is not permitted.

23. A member household may vote by a representative who must be a homeowner or tenant and resident in that household. That representative will be entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

## Part 5 – Directors and Officers

24. (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 required to be exercised or done by the society in a general meeting, but subject nevertheless to
- (a) 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.
- (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.
25. (1) The president, vice-president, secretary, treasurer, and 3 or more other persons are the directors of the society.
- (2) The number of directors must be 7 or a greater number determined from time to time at a general meeting.
26. (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) An election may be by acclamation, otherwise it must be by ballot.
- (3) If a successor is not elected, the person previously elected or appointed may continue to hold office.
- (4) The directors shall appoint from their number those officers who will serve as president, vice-president, secretary and treasurer for the current year.
27. (1) The directors may at any time, and from time to time, appoint a member as director to fill a vacancy in the directors.

- (2) 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.
28. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are fewer than the prescribed number of directors in office.
29. 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.
30. 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.

## **Part 6 – Proceedings of Directors**

31. (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 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.
- (3) 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 of these officers is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may, at any time, and the secretary must, on the request of a director, convene a meeting of the directors.
32. (1) The directors may delegate any, but not all, of their powers to committees, consisting of the director or 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 the exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

33. 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 directors present who are members of the committee must choose one of their number to be the chair of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. 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 appointed or elected director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. 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, or electronic means, including but not restricted to facsimile and email, 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 society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
37. (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.
38. 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.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if passed at a regular meeting of directors.

## **Part 7 – Duties of Officers**

40. (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

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41. (1) The vice-president must carry out the duties of the president during the president's absence.
- (2) The vice-president shall normally hold the portfolio and the committee chairmanship for matters relating to restrictive covenants.
42. The secretary must
- (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 society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society;
- (f) maintain the register of members.
43. 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.
44. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.
- (2) If a secretary-treasurer holds office, the total number of directors must not be fewer than 7, or the greater number that may have been determined under bylaw 25 (2).
45. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

## **Part 8 – Seal**

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

47. The common seal must be affixed only when authorized by a resolution of 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 president and secretary or president and secretary-treasurer.

## **Part 9 – Financial Structure and Borrowing**

48. In order to carry out the purposes of the society, a financial structure shall be established by the directors and maintained by the treasurer which protects an amount of \$7,000 solely for covenant-related purposes, representing the amount of the transfer grant from Broadmead Farms Ltd. to the Broadmead Covenant Enforcement Society (BCES), a former society.

49. In order to carry out the purposes of the society, the directors may, on behalf of and in the name of the society, 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.

50. A debenture must not be issued without the authorization of a special resolution.

51. The members may, by special resolution, restrict the borrowing power of the directors, but a restriction imposed expires at the next annual general meeting.

## **Part 10 – Auditor**

52. This part applies only if the society is required or has resolved to have an auditor.

53. The first auditor must be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

54. At each annual general meeting the society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

55. An auditor may be removed by ordinary resolution.

56. An auditor shall be promptly informed in writing of his or her appointment or removal.

57. No director and no employee of the society shall be its auditor.

58. The auditor may attend general meetings.

## **Part 11 – Notices to Members**

59. A notice may be given to a member, either personally, by mail to the member at the member's registered address, or by electronic means (email, facsimile) to the member's recorded address.

60. 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. A notice sent by electronic means is deemed to have been given 24 hours after transmission, if no notice of electronic delivery failure has been received by the originator.

61. (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive notice of a general meeting.

## **Part 12 – Bylaws**

62. On being admitted to membership each member is entitled to and the society must make available to the member without charge, either in printed copy or by electronic means, a copy of the constitution and bylaws of the society.

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