

# FAIRFIELD COMMUNITY ASSOCIATION OF VICTORIA

## CONSTITUTION

### Article 1

#### **Name:**

The name of the Society is the Fairfield Community Association of Victoria (the Association).

### Article 2

#### **Purposes:**

The purposes of the Society are to promote, support or to undertake any activity that will enhance the quality of life in the Fairfield Gonzales 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 Victoria Official Community Plan, and neighbourhood community plans for Fairfield and Gonzales.
- d. To actively liaise with other neighbourhoods to ensure all residents of Victoria 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 Fairfield and Gonzales 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.

### **Article 3**

#### **Operations:**

The operations of the Society shall be carried on mainly, though not exclusively, within the Fairfield Gonzales Community Area. The boundaries of the Fairfield Gonzales Community Area are: starting where Foul Bay Road touches Gonzales Bay then following along the border between the City of Victoria and the Municipality of Oak Bay to Oak Bay Avenue; then westward along Oak Bay Avenue to Richmond Avenue; then southward along Richmond Avenue to Richardson Street; then westward on Richardson Street to Linden Avenue; then northward on Linden Avenue to Fort Street; then westward on Fort Street to Cook Street; then southward on Cook Street to Meares Street; then westward on Meares Street to Quadra Street; then northward on Quadra Street to Fort Street; then westward on Fort Street to the boundary between 819-823 and 817 Fort Street; then westward to the south end of that property; then westward to Blanshard Street; then southward on Blanshard Street to Southgate Street; then eastward on Southgate Street to Quadra Street; then southward on Quadra Street to Arbutus Way; then to Bridge Way; then eastward on Bridge Way to Chestnut Row; then southward on Chestnut Row to Circle Drive; then eastward around Circle Drive to Camos Circle; then southward to the water of Juan de Fuca Strait. Article 3 is alterable.

### **Article 4**

#### **Dissolution:**

In the event of dissolution or winding up of the Society, the members of the Society shall appoint a special committee to liquidate the assets and liabilities of the Society, provided the assets of the Society be distributed to one or more recognized charitable organizations in Canada. Article 4 shall be unalterable.

# FAIRFIELD COMMUNITY ASSOCIATION OF VICTORIA ORGANIZATIONAL BY-LAW #1

## **Section 1**

### **Interpretation:**

In this by-law, unless the context otherwise requires, words importing the singular number shall include the plural number, or vice versa; and references to persons shall include firms, corporations and societies.

## **Section 2**

### **Membership:**

1. All residents of the Fairfield Gonzales Community Area who are of legal age and all persons who operate licenced businesses in the Fairfield Gonzales Community Area are eligible for membership in the Society.
2. There shall be no membership fee payable for membership in the Society.
3. Members of the Society shall be those persons who are eligible for membership, who have completed a membership application form which has been submitted to and approved by the Board of Directors and who have been registered as members. Members have full and customary voting rights.
4. All members are considered to be in good standing until they cease to become a member.

## **Section 3**

### **Termination of Membership:**

1. Any member who desires to withdraw from membership in the Society may notify the Board of Directors to that effect in writing and, on receipt by the Board of Directors of such notice; the member shall cease to become a member.
2. A member shall cease to be a member of the Society for cause if a resolution to terminate his/her membership is adopted by a majority vote at a properly convened meeting of the Board of Directors, subject to the motion of the Board being rescinded by a three-quarter (3/4) majority vote of a special resolution at the next general meeting.
3. Any member who withdraws, or is expelled from, the Society shall forthwith forfeit all right, claim and interest arising from, or associated with, membership in the Society.
4. Any member moving his/her residence or licenced business operation out of the Fairfield Gonzales Community Area, shall cease to be a member of the Association, except where the member is a Director. In such circumstances, the Director will retain membership, and continue eligibility as a Director until the next Annual General Meeting.

## Section 4 Meetings:

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1. The Annual General Meeting shall be held once a year within 3 months of the fiscal year end. Other meetings of members, whether general or special, may be convened by order of the Board of Directors at such time and place as may be determined by the Board. ~~A Special General Meeting may be called upon written request by any five (5) members submitted to the Board of Directors.~~ Voting members may requisition the Directors to call a general meeting for the purposes stated in the requisition. The requisition must contain the written names and be signed by no less than 10% of the voting members of the Association. A requisition must comply with any requirements set out in the applicable statute governing societies in the Province of British Columbia.
2. Notice of the time and place of all general meetings and of the general nature of the business to be transacted may be given personally or by any other means of communication to the membership at least fourteen (14) days before the holding of the meeting.
3. At the Annual General Meeting, a quorum for the transaction of business shall consist of ten (10) members of the Association, which may include up to five (5) members of the Board of Directors.
4. The procedure at any meeting shall follow Robert's Rules of Order.

## Section 5 Directors and Officers:

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1. The affairs of the Association shall be managed by a Board comprised of ten (10) to fourteen (14) Directors and the Board shall endeavour to maintain an equal balance on the Board between Directors in their first year of office and Directors in their second year of office.
2. All Directors must be members of the Association. ~~The duties of a Director shall be:~~ In addition to the duties of directors set out in the applicable statutes governing societies in the province of British Columbia, the duties of a Director shall include, without limitation:
  - a) to take an interest in and promote the aims and objectives of the Association;
  - b) to chair or take an active role in at least one of the committees of the Association; and
  - c) to attend the Directors' meetings; and
  - d) to act in accordance with the Bylaws and policies of the Association.
3. At the first meeting of the Directors, immediately after the Annual General Meeting, the Directors shall elect Officers of the Board from amongst the Directors. The Immediate Past President or a designate of the Board shall chair the meeting until the election of the Officers is completed.

4. The Officers shall be the President, Vice-President, Treasurer and Secretary. The duties of the Officers shall include the following:
  - a) The **President** shall:
    - i) act as chairperson of the Directors' meetings and of Society meetings;
    - ii) act as spokesperson of the Board of Directors and the Society;
    - iii) cast the deciding vote in the event of a tied vote;

## Section 5 (Cont.)

### Directors and Officers:

#### Sub-section 4 (a)

- iv) supervise generally the affairs and business of the Association;
  - v) sign documents on behalf of the Association.
- b) The **Vice-President** shall perform the duties of the President in his/her absence.
  - c) The **Secretary** shall:
    - i) keep the minutes of the meetings of the Society and the meetings of the Board of Directors;
    - ii) distribute minutes and notices of meetings when directed to do so by the President or the President's designate;
    - iii) keep all necessary records and handle correspondence as directed by the Board of Directors or the President;
    - iv) ensure the safe keeping of the records of the Society and make them available for the inspection of the members at any reasonable time;
    - v) be responsible for safe custody of the seal.
  - d) The **Treasurer** shall:
    - i) present detailed accounts, receipts and disbursements to the Board of Directors when required and present to the Annual General Meeting a financial statement prepared by an accountant;
    - ii) oversee generally the financial operation of the Association and ensure the keeping of all necessary books and accounts, including those of the ad hoc fundraising committees;
    - iii) ensure the safekeeping of the books of accounts and make them available for inspection at the Annual General Meeting;
    - iv) ensure any books and records of fundraising and ad hoc committees are turned over to the Treasurer as each said committee is just dissolved.

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5. Only Directors shall be eligible for election as Officers of the Society. The Officers **and the Chair of the Governance and Nominating Committee** shall constitute the Executive of the Society.

6. The Immediate Past President shall be an Emeritus member of the Board of Directors, without voting privileges, but invited to all Board and Executive meetings to provide counsel to the Directors.

**Section 5 (Cont.)**

**Directors and Officers:**

**Sub-section 7**

7. At each Annual General Meeting:
- a) Members shall elect to the Board at least five (5) Directors to hold office for a term of two (2) years, and to elect any Director needed to fill the second year term of a Director who is no longer in office. The Board of Directors shall appoint a nominating committee of up to three (3) members, of which only one (1) may be an incumbent Director, with instructions to produce a slate of nominees for the vacant positions.

~~b) Nominations may also be made from the floor of the Annual General Meeting by any two non-related members, provided that:~~

- ~~i) where the nominee is present in person, he/she states his/her willingness to stand for election and that he/she is a member of the Association;~~
- ~~ii) where the nominee is not present in person, the nominators have obtained a signed statement from the nominee indicating his/her willingness to stand for office and that he/she is a member of the Association.~~

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**b) Nominations from the floor for the Board of Directors are not permitted.**

- c) The members of the nominating committee may stand for election as Directors.
- d) If there are more candidates nominated for election as Director than the number of vacant positions, an election by the members present at the Annual General Meeting shall be held by secret ballot.

~~e) Voting by proxy is permitted at general meetings. Proxy votes must be in writing, signed and dated not more than thirty (30) days prior to an election.~~

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**e) Voting by proxy is not permitted at any meetings of the members of the Association.**

- f) Subject to this by-law, the Directors shall:
    - i) conduct elections for the election of members of the Board of Directors; and
    - ii) appoint a returning officer, if there is to be a secret ballot.
8. The Board of Directors may from time to time appoint further Officers, consultants, standing and ad hoc committees, agents, and employees and authorize the employment of such persons as they deem necessary to carry out the objects of the Society. Such Officers, consultants, committees, agents and

employees shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

9. Each Director's tenure of office shall terminate:
- a) at the completion of his/her term of office;
  - b) on receipt and acceptance of resignation by the remainder of the Board of Directors;

~~e) with the unanimous decision of the remainder of the Board that the Director has been seriously negligent of the duties as a Director (and Officer, if appropriate); or~~

c) With a resolution passed by a minimum of three quarters (3/4) of the Board of Directors, excepting the impugned Director, to expel a Director for any conduct unbecoming to a Director or which may be prejudicial to the best interest of the Association, by a vote at a regularly constituted meeting of the Directors, one week prior notice of the said meeting having been given to the Director, and such Director having been given the right to be heard in the Director's own defense before the Board. The vote shall be held by secret ballot. Or,

d) by recall resolution passed by at least three-quarters (3/4) of the members present and voting at a general meeting of the Association, provided that notice of motion of such resolution shall have been given either at the previous general meeting or is attached to the notice of the general meeting at which the recall resolution is to be moved.

10. Vacancies, other than those resulting from Sub-section 9(a) above, may be filled by the remaining Directors from among the members, provided that a majority of the Directors are still in office. The vacancy shall be filled until the next regular election of Directors. If there is no longer a majority of the elected Directors, the remaining Directors shall forthwith call a special meeting of the members to fill the vacancies.

11. There shall be at least five (5) meetings per year of the Board of Directors which will be held at reasonably equal intervals and shall normally be called by the President. If the President or Vice-President fails to call a meeting at a reasonable interval, it may be called by any two of the other Directors. Notice of a Board meeting shall be communicated to each Director not less than seventy-two (72) hours before the meeting; provided that a meeting of the Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. ~~A majority of the Directors, to include two (2) members of the Executive, shall form a quorum for transaction of business.~~

A quorum for the transaction of business at Board meetings is half the voting members plus one.

12. No Director shall be remunerated for being or acting as Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
13. The Directors of the Society may administer the affairs of the Society in all things and may cause to be made for the Society in its name any kind of contract which the Society may lawfully enter into and may exercise all such other powers and do all other acts and things as this Society by its constitution is authorized to exercise and do.

## **Section 6**

### **Audits and Accounts:**

1. At each Annual General Meeting, the Society shall appoint one or more accountants to hold office until the next Annual General Meeting.
2. The books and accounts of the Society shall be reviewed by the accountant at the end of the Society's fiscal year, which shall be the last day of July. The review must be complete and a report submitted to the meeting of the Directors immediately preceding the Annual General Meeting.
3. The accountants and members of the Society shall have the right to access, upon written request or at the Annual General Meeting, all records, documents, books, accounts and files of the Society.

## **Section 7**

### **Borrowing Powers:**

1. 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 payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
2. No debenture shall be issued without the sanction of a special resolution.
3. The members may, by special resolution, restrict the borrowing powers of the Directors but a special restriction imposed expires at the next Annual General Meeting.

## **Section 8**

### **Seal and Signing Officers:**

1. The Board of Directors shall adopt a seal by resolution which will be the common seal of the Society and shall place it in the custody of the Secretary.



~~2. Signing officers of the Society shall be the Treasurer, and at least two (2) of the other three Officers of the Association.~~

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2. Signing officers of the Society shall be the Treasurer, at least two (2) of the other three Officers of the Association, and a person appointed by the Directors of the Association as a senior manager by resolution of the directors and in compliance with the applicable statutes governing societies in the province of British Columbia.

## Section 9

### Amendments

The constitution and by-laws of the Society shall not be repealed or altered or added to except by a special resolution, published in the notice of meeting and passed by three quarters (3/4) majority vote at a general meeting.

### ADDENDUMS (see attached)

1. Special Resolution regarding gaming grants (March 2005)

*Original Constitution filed with Registrar of Companies September, 1975*

*Date of last revision: 3 October 2011.*

Fairfield Community Association

By-Laws

Special Resolution

Addendum to satisfy gaming grants

RESOLVED that should the Fairfield Community Association of Victoria, which received charitable gaming funds from licensed charitable gaming and /or direct gaming monies or assets purchased with gaming funds held at the date of dissolution or cessation of existence these/they shall be distributed by the Fairfield Community Association of Victoria to:

- Such charitable organization or organization in British Columbia having a similar charitable purpose.

RESOLVED FURTHER that the foregoing resolution shall not be altered or amended and shall continue to be binding on the Fairfield Community Association of Victoria.

RESOLVED FURTHER that the Fairfield Community Association of Victoria will provide its undertaking, by delivery of a copy of this resolution to the BC Gaming Commission, that it will abide by the limits on the application of its assets on dissolution as provided herein.

CERTIFIED to be true and correct copy of a resolution unanimously passed by the Board of Directors of the Fairfield Community Association at the meeting held on November 5<sup>th</sup>, 2001, signed by David Cameron and Todd Weir.

Motion : David Cameron

Second : John Campos

ADOPTED

Date of this copy: March 24, 2005