

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

**Section 1**

**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.

**2. 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. Section 1 (2) is alterable.

**3. 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. **This is a previously unalterable clause.**

## **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:**

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. 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 either:
  - a. 75 members; or
  - b. 10% of the voting members of the Society;whichever is the lesser number.

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:**

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:
  - a) to take an interest in and promote the aims and objectives of the Association;
  - b) to chair or take an active role in one of the committees of the Association; and
  - c) to attend the Directors' meetings.
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:

## Section 5 (Cont.)

### Directors and Officers:

#### Sub-section 4 (a)

- 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;
    - 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.
5. Only Directors shall be eligible for election as Officers of the Society. The Officers 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.
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

## **Section 5 (Cont.)**

### **Directors and Officers:**

#### **Sub-section 7(a)**

- (1) may be an incumbent Director, with instructions to produce a slate of nominees for the vacant positions.
  - b) Nominations will close 5 business days before each annual general meeting. The Nominations Committee will place all eligible nominees on the ballot presented to the members at the annual general meeting.
  - 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 a general meeting. No member shall act as proxy for more than one (1) other member. Only a member in good standing may act as a proxy holder.
  - 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;
  - 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:
    - i) unbecoming to a Director, or
    - ii) which may be prejudicial to the best interests of the Society, 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; or

## **Section 5 (Cont.)**

### **Directors and Officers:**

#### **Sub-section 9**

- 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 quorum for the transaction of business at Board meetings is half the Directors 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.

## **Section 6 (Cont.)**

### **Audits and Accounts:**

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 **at least two (2)** of the following individuals: an Officer of the Society, and a person appointed by the Directors of the Society 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.

*Original Constitution filed with Registrar of Companies September, 1975  
Date of last revision: 24 October 2016.*