



## Constitution Showing Changes

This version of our original constitution shows the changes made and/or indicates why changes were made.

# CONSTITUTION FALAISE COMMUNITY ASSOCIATION

The name of the society is the "***Falaise Community Association***"

The purpose of the Association is to enhance the quality of life for ratepayers and residents of the area known as the Falaise Community.

## BYLAWS FALAISE COMMUNITY ASSOCIATION

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## Preamble

The **Falaise Community Association** achieves its purpose by:

- a) being a voice for the ratepayers and residents of the Falaise Community to ensure that the democratic process is utilized to its full potential and the views, recommendations and ideas of our community are incorporated into plans for our community, as well as the Royal Oak Area Plan for the District of the Municipality of Saanich;
- b) encouraging participation of the ratepayers and residents in all public projects within the District of the Municipality of Saanich as a whole;
- c) acting as a resource on community matters and being diligent to be abreast of current issues within the area, encouraging government to consult with the ratepayers and residents concerning their policies and the action to be taken;
- d) examining and acting upon any municipal, regional or provincial issue which is the common concern of the ratepayers and residents of the Falaise Community.
- e) fostering cooperative and coordinated participation in the planning of community services;
- f) promoting social and recreational activities amongst the ratepayers and residents of the Falaise Community, that through social interaction a healthy, vibrant community can be sustained;
- h) raising funds as necessary to institute the purposes of the Association and receiving grants from government, corporate and private agencies, applying and administering such grants as the agency or donor prescribes while remaining consistent with and in no manner compromising the purpose of the Association.
- i) recognizing the operation of an unincorporated Falaise Community Association dating back to the late 1950's in the District of the Municipality of Saanich, in the City of Victoria, in the Province of British Columbia,

## Part 1 Interpretation

1. In these bylaws, unless the context otherwise requires,

- > "Association" means the society incorporated under the name Falaise Community Association.
- > "Executive Board" refers to all the elected directors of the Association.

**Comment [FCA1]:** The wording in the preamble was simplified and presented as a bulleted list in the new constitution.. The new preamble is:

1. We carry out our purpose by, but not limited to:

- Providing a forum for dialogue on community matters;
- Interacting on behalf of members with the District of Saanich and other government or jurisdictional authorities with respect to community concerns;
- Supporting activities which strengthen the sense of community in Falaise neighbourhoods;
- Encouraging participation in Falaise Community Association General Meetings;
- Promoting social and recreational activities amongst the residents of the Falaise Community;
- Fundraising for community initiatives.

2. The Association shall be non-partisan in all its policies, processes and activities.

**Comment [FCA2]:** No longer mentioned in the new constitution. It was felt that "residents" was adequate, that it would be difficult to determine the validity of non resident landlords and that non-resident landlords may not have the same interest in the community as do residents.

**Comment [FCA3]:** These sections were deleted because they were considered to be too broad in scope or too demanding on volunteers time to be able to fulfill

**Comment [FCA4]:** Deleted because it did not provide any guidance.

**Comment [FCA5]:** This section was renamed "Definitions". Some definitions were altered, some added and others removed from the section.

**Comment [FCA6]:** All references to "Executive" and "Executive Board" were eliminated. Instead the terms "Director" and "Board of Directors" are used

- >
- > "Officers" means the President, Vice-President, Secretary and Treasurer of the Association, and all officers are also directors.
- > "Director" means an elected individual on the Executive Board of the Association.
- > "Quorum for General Meeting" means the required minimum members needed to have a general, or annual general meeting, which is a majority (more than half) of the Association members.
- > "Quorum for Executive Board Meeting" means the required minimum directors needed to have an Executive Board meeting, which is a majority (more than half) of the Association directors.
- > "Standing Committee" refers to one of the three committees that have been established to address specific focus areas within our community. They are *Environment, Social and Communications*.
- > "Society Act" means the Society Act of British Columbia and all amendments to it.
- > "Ordinary resolution" means a resolution passed in a general meeting by the members of the Association by a simple majority of votes cast in person.
- > "Special resolution" means a resolution passed in a general meeting by the members of the Association by a majority of not less than 75% of the votes cast in person.

**Comment [FCA7]:** The term "Officer" is no longer used. Instead the term "Director" is used.

**Comment [FCA8]:** With consistently over 100 members, it was very difficult to achieve quorum so quorum was changed to:

"the lesser of 10 members or 10 percent of the membership with a minimum number of three members"

**Comment [FCA9]:** Standing Committees were eliminated because the association has rarely had enough volunteers to do this work.

**Comment [FCA10]:** removed from definitions

**Comment [FCA11]:** redefined to better reflect the meaning in the Societies Act

**Comment [FCA12]:** changed to 2/3 as is now required by the Societies Act

## Part 2 Membership

2. The members of the Association are the applications for incorporation of the Association, and those person who subsequently become members, in accordance with these bylaws, an in either case, have not ceased to be members.

3. Application for membership is open to any individual resident or ratepayer entitled to vote in municipal elections living within the Falaise area (as defined in the constitution).

4. On application by a person who meets the qualification above, pays the applicable Association dues, and is accepted by the directors, such person shall be a member.

5. The amount of the first annual membership dues shall be determined by the directors, and after that, the annual membership dues shall be determined at the annual general meeting of the Association.

**Comment [FCA13]:** This section was updated and simplified. The new section reads:

1. People who meet all of the following criteria shall be entitled to membership:

- a. 18 years of age or older;
- b. live in the Falaise Community;
- c. supports the objectives of the association; and
- d. have paid the annual membership fee.

2. People who meet the above criteria may apply for membership in the Association by paying the membership fee and providing their membership details to the Association.

Membership becomes effective upon acceptance of the fee by the Registrar.

**Comment [FCA14]:** i.e. 18 years

**Comment [FCA15]:** Now referred to as the Falaise Community; defined in "Definitions" section

**Comment [FCA16]:** application process is defined in the new bylaws

**Comment [FCA17]:** now membership is automatic once the fee is received

**Comment [FCA18]:** removed because it is no longer needed

6. Rights and obligations of Association members:

- > Every member shall be entitled to receive from the Association the *Falaise Focus* newsletter when it is published, with a family membership receiving only one copy.
- > Every member of the Association should promptly report to the Secretary any change of information that is recorded in the membership database.
- > A member may obtain from the Association a copy of the constitution and bylaws at a nominal charge of \$2.
- > Every member must uphold the constitution and bylaws.

**Comment [FCA19]:** It is possible that we may want to change the name of the newsletter in the future.

**Comment [FCA20]:** A family membership was never defined in the bylaws and so reference to it was removed.

**Comment [FCA21]:** Historically the newsletter has been delivered to all addresses whether or not the residents/businesses were members. Now that we have a website it will also be available there. It was felt that there was not need to mention it in the constitution.

**Comment [FCA22]:** changed to "Registrar"

**Comment [FCA23]:** they will be available free on our website

**Comment [FCA24]:** to simplify tracking of members, membership will automatically expire at the end of the calendar year.

**Comment [FCA25]:** a section on how the association can terminate a membership was added:

" For good and sufficient cause, the membership of any member may be terminated by passing a Special Resolution at a General or Special Meeting or by a unanimous vote of the Board of Directors. Such a decision may be overturned by passing a Special Resolution at a subsequent General or Special Meeting.

Prior to terminating a person's membership, that person must first be told of the reasons for the proposed termination and be given the opportunity to address the membership and/or Board of Directors about the issues."

**Comment [FCA26]:** now Registrar

**Comment [FCA27]:** see Comment [FCA26], above

**Comment [FCA28]:** This section removed because it is no longer needed (membership automatically terminates at the end of the calendar year).

7. A person ceases to be a member of the Association:

- > On having been a member not in good standing for 12 consecutive months.
- > On his or her death
- > On being expelled
- > By delivering his resignation in writing to the Secretary of the Association or my mailing or delivering it to the address of the Association.

8. An Association member may be expelled by special resolution of the members passed at a general meeting. A brief statement of the reasons for the proposed expulsion must accompany the notice of special resolution for expulsion. 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 expulsion is put to a vote.

9. All Association members are in good standing except a member who has failed to pay his or her current annual Association dues or any other debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid.

10. No member shall use any document of the Association for personal purpose or gain, or for anything unrelated to the business or matters of the Association itself.

### Part 3 Meetings of the Association

11. General meetings of the Association shall be held at such time and place, in accordance with the Society Act of British Columbia, as the Executive Board may decide.

**Comment [FCA29]:** Removed because it is difficult to interpret without knowing the Societies Act. Instead of this, specifics were included in the new constitution about when and how meetings are to be held. (These specifics occur in various sections of the bylaws so have not been listed here.)

12. The Association shall give to its members not less than 14 days written notice of a general meeting of the Association to the Falaise Community, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

**Comment [FCA30]:** changed to "not less than seven days and not more than 60 days" as required by the new Societies Act.

13. Notice of a general meeting shall specify the place, date and hour of the meeting, in case of special business, the nature of that business.

14. 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 proceeding of that meeting.

15. An annual general meeting shall be held at least once in every calendar year and not more than 15 months after holding the last preceding annual general meeting.

**Comment [FCA31]:** Deleted this wording as it is not consistent with the new Societies Act

16. Notice of the annual general meeting will be given to the entire Falaise Community not less than 30 days prior to the meeting date.

**Comment [FCA32]:** changed  
See Comment [FCA31]

17. Each of the three standing committees shall have as its chair a director from the Executive Board. The Executive Board shall provide instructions for the guidance of each standing committee and any sub-committees.

**Comment [FCA33]:** Deleted.  
See Comment [FCA 9]

#### Part 4 Proceeding at General Meetings

18. Special Business is:

- > All business at a general meeting except the adoption of the rules of order, and
- > All business conducted at an annual general meeting, except the following:
  - the adoption of rules of order
  - the consideration of the financial statements
  - the report of the directors
  - the appointment of the auditor, if required
  - the report of the auditor, if any
  - the election of the directors
  - the other business that, under these bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the directors issued with notice convening the meeting.

**Comment [FCA34]:** Instead of defining "Special Business", Ordinary Business is defined as it is in the model bylaws of the new Societies Act.

19. The President, Vice-President or in the absence of both, one of the directors present, must preside as chair of a general meeting.

20. 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 the Association members present must choose one of their number to be the chair.

21. Business other than ensuring procedure for the 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.

22. If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened at the request of Association members, must be terminated and stand adjourned to the same day in the next week, at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Association members present constitute a quorum

**Comment [FCA35]:** Not defined anywhere so deleted (rescheduling applies to all general meetings without quorum).

**Comment [FCA36]:** Changed to "rescheduled"

23. If at any time during the 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.

24. An Association member in good standing present at the general meeting is entitled to vote.

25. Voting by proxy is not permitted.

26. The method of voting, whether by a show of hands or by ballot shall be determined with the introduction of the resolution for a vote, or as determined by the majority of the members in good standing present.

27. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

28. In the case of an equality of votes the chair shall not have a casting vote or second vote in addition to the vote to which he/she is entitled as an Association member and the proposed resolution shall not pass.

## Part 5 Election of Executive Board

29. The members of the Association must elect an Executive Board who will hold office for a period of one (1) year, or until the annual general meeting.

**Comment [FCA37]:** now Board of Directors

30. The whole of the Executive Board ceases to hold office at the end of each annual general meeting, and a new Executive Board must be elected at such meeting to hold office for the ensuing year.

**Comment [FCA38]:** Having a choice of one year or until the AGM could be problematic so the new constitution specifies that directors hold office until the end of the next AGM

3. The Executive Board shall be not be less than five members, and shall at no time exceed 9 members. The Executive Board is composed of a minimum of 3 officers, but not greater than 4. The officers of the Association shall be the President, Vice-President, Secretary and Treasurer, with the position of Vice President the only role that can remain vacant for the twelve-month period.

**Comment [FCA39]:** This term no longer used. The new bylaws allow as few as three directors (in case there is a shortage of volunteers) and a maximum of 10. The Societies Act requires 3-11 directors.

Unless otherwise specified, the officers are also known as directors.

**Comment [FCA40]:** this term no longer used

**Comment [FCA41]:** now optional

**Comment [FCA42]:** added "Registrar"

32. All members of the Executive Board must be Association members of legal age to vote in municipal elections and in good standing at the time they are elected.

**Comment [FCA43]:** Additional requirements added as required by the Societies Act

33. A director of the previous board may stand for re-election as a director for the ensuing year.

**Comment [FCA44]:** removed

34. Separate elections must be held for each office to be filled. If no successor is elected the person previously elected or appointed continues to hold office.

**Comment [FCA45]:** People are now elected to the Board of Directors and then the Board of Directors chooses people to fill the various roles. This should help circumvent the problem of nobody being willing to stand for election for a particular position.

35. Election of directors may be by acclamation if there is only one candidate for the position, otherwise the vote will be by ballot.

**Comment [FCA46]:** now show of hands unless a secret ballot is requested

36. The Association members may, by special resolution, remove a director before the expiration of his or her term if the director is acting contrary to the constitution and bylaws of the Association.

37. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Association, but is eligible for re-election at the meeting.

38. At least 90 days before each annual general meeting, the Executive Board shall appoint a Nominations-Returning Officer who shall be responsible for ensuring a full slate of eligible candidates is presented at the annual general meeting and will supervise the elections process. The name of this individual is made know to the Falaise Community by printed publication in the *Falaise Focus* newsletter or similar advise not less than 30 days prior to the annual general meeting.

**Comment [FCA47]:** It has sometimes been difficult to find a person willing to act as Returning Officer so this requirement has been removed.

39. Nominations of candidates for the Executive Board may be made through the nominations-returning officer or from the floor at the annual general meeting.

**Comment [FCA48]:** Not mentioned in the new bylaws.

40. Individuals elected to the Executive Board are expected to actively engage in the business of the Association. Serving as a member of the Executive Board requires a commitment from the individual elected to prepare for, attend and participate in meetings to the best of their ability. If a director is absent from two consecutive Executive Board meetings without just cause, he or she will be considered as resigned.

**Comment [FCA49]:** This seemed redundant. People volunteering for the position are likely prepared to work to the best of their ability.

**Comment [FCA50]:** Volunteers are in short supply so we didn't want to remove them too quickly. Another part of the bylaw specifies a way to remove an undesirable director (by Special Resolution).



## Part 6 Proceeding of Directors

41. The directors may meet together at such time and place to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Typically there are nine regular monthly meeting, plus the annual general meeting. A break from meeting happens during the months of July and August when the elected officers of the District of the Municipality of Saanich are on holidays and no business is conducted, unless otherwise required by the current Executive Board.

**Comment [FCA51]:** Deleted. Knowing what is typical does not provide direction. Instead, we say that Board of Directors meetings must be held at least once per quarter.

42. The President or any three directors on at least 24 hours notice may call meetings of the Executive Board.

**Comment [FCA52]:** changed to "at least half" because there could be as few as three directors at some point.

43. The President shall be chairperson of all meeting of the directors, but if at a meeting the President is not in attendance within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairperson; but if neither is present the directors present may chose one of them to chair the meeting.

44. At a meeting of the Executive Board, each director shall have one vote. The chair will only vote to break a tie vote. Voting by proxy will not be permitted.

**Comment [FCA53]:** The new bylaws allow the chair to vote.

45. The meeting of the Executive Board may also be held by conference call or similar form of communication utilizing current technology, so long as all directors have access to that format and during the meeting can communicate with one another, and all such directors participating in any such meeting shall be deemed to be present in person at the said meeting.

**Comment [FCA54]:** This section was considered unnecessary and was removed.

46. Resolutions at a meeting of the Executive Board and the three standing committees under the Executive Board shall be decided by a simple majority of votes indicated with a show of hands, and must have a motion to adopt and a second on record.

**Comment [FCA55]:** The new bylaws say:

47. A resolution in writing, signed by all of the Executive Board and placed in the minutes of the Executive Board is as valid and effective as if regularly passed at a meeting of the Executive Board.

"Directors will make decisions by consensus if possible. When a consensus cannot be reached, decisions will be made by a simple majority vote."

48. The directors may delegate any, but not all, of their powers to the three standing committees, and any subsequent sub-committees. A director will serve as chair on the standing committee, with an Association member in good standing serving as chair of any sub committees.

**Comment [FCA56]:** This provision was deemed unnecessary and removed.

49. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Executive Board to be held next after it has been done.



50. If the director who serves as chair on a standing committee is not present within 30 minutes after the time appointed for the holding of the meeting, the members of that committee may contact another director and request their attendance at this meeting; if unable to have any director to be present, then the meeting will not proceed and will be re-scheduled.

51. Any of the three standing committees may meet together at such time and place as they see fit and otherwise regulate their meetings and proceedings.

**Comment [FCA57]:** These sections removed

## Part 7 Duties and Powers of Officers and Directors

52. The Executive Board shall have charge of the general conduct of the affairs of the Association. At the annual general meeting of the Association, the Executive Board will make a full report concerning its proceeding for the previous year, the report to be presented by the President and will incorporate recommendations for the future conduct of the Association.

**Comment [FCA58]:** Except as noted below, the roles of directors remain basically the same as under the old constitution although the wording describing the roles was simplified.

**Comment [FCA59]:** covered in other sections of the new bylaws

**Comment [FCA60]:** deleted as it wasn't clear how this could be consistently accomplished.

### PRESIDENT

53. The President is responsible for and;

- ♦ Shall preside at all meetings of the Association in a fair and impartial manner, and work to protect the rights of all the Association members
- ♦ Shall not vote except in the case of a tie and shall be *ex officio (by virtue of office)* a member of all committees and have all the rights of an ordinary member of each committee.
- ♦ Shall serve as the chief executive officer of the Association and must supervise the other executive officers in the execution of their duties
- ♦ Shall act as the official representation of the Association and is authorized to act on behalf of the Association as situations dictate and under the governance of these bylaws.
- ♦ Shall prepare an agenda for each meeting, with the assistance of the Secretary

**Comment [FCA61]:** It was felt that a person volunteering their time to be president should be entitled to vote on issues and so this was deleted.

**Comment [FCA62]:** This section was deleted

### VICE-PRESIDENT

54. The Vice President is responsible for and:

- ♦ Shall carry out the duties of the President during the President's absence.
- ♦ Shall assume the duties of President should for any reason the President be unable to remain in office for the full term.
- ♦ Shall also perform such duties as may be required from time to time as determined by the Executive Board.

**Comment [FCA63]:** This section was deleted. It was felt that all directors would automatically do this whenever able.

## SECRETARY

55. The Secretary is responsible for and:

- ♦ Shall conduct all the correspondence of the Association
- ♦ Shall keep minutes of all meetings of the Association, general, Executive Board and committees and/or sub-committees.
- ♦ Shall have custody of all records and documents of the Association except those required to be kept by the Treasurer
- ♦ Shall have custody of the common seal of the Association
- ♦ Shall maintain the register of Association members with current information for notifications, a list of eligible voters for the meetings, and may issue Association identification cards to members in good standing.
- ♦ Shall actively seek to maximize membership in the Association.
- ♦ Shall satisfy the requirements of the Society Act of British Columbia for continued registration of the Association.  
Shall also perform such other duties as may be required from time to time as determined by the Executive Board.

**Comment [FCA64]:** deleted because we do not have a seal

**Comment [FCA65]:** this duty now moved to the Registrar

**Comment [FCA66]:** moved to Registrar

**Comment [FCA67]:** See Comment [FCA66]

## TREASURER

56. The Treasurer is responsible for and:

- ♦ Shall keep full and accurate records of all revenues, expenditures, assets and liabilities of the Association necessary to comply with the Society Act.
- ♦ Shall receive and deposit all monies and other valuable effects in the name of and to the credit of the Association with the financial institution(s) where the account(s) are established.
- ♦ Shall disburse the funds of the Association under the direction of the Executive Board by writing cheques or following whatever other process(es) the Association has set up to pay expenditures.
- ♦ Shall issue receipts to ratepayers and residents of the Falaise Community for Association dues, donations, or for any non-profit payment of an activity or event that is sponsored by the Association.
- ♦ Shall render to the Executive Board whenever required an account of all the transactions as Treasurer and the financial position of the Association.

- ◆ Shall prepare and present a year end financial statement, in accordance with general accounting practices, at the annual general meeting of the Association.
- ◆ Shall aid in the preparation of documents necessary to seek non-profit financial funding from both the public and private sector, and work with the Executive Board to present a thorough and professional application that offers full disclosure of the financial status of the Association.
- ◆ Shall also perform such other duties as may be required from time to time as determined by the Executive Board.

**Comment [FCA68]:** See Comment [FCA66]

## DIRECTORS

57. The directors shall be responsible to:

- ◆ Participate with reasonable prudence and have the duty to act in good faith in the best interest of the Association in the operations and activities of the Association, while adhering to the purposes of the Association.
- ◆ Perform such other duties as may be required from time to time as determined by the Executive Board.

**Comment [FCA69]:** See Comment [FCA66]

58. The offices of Secretary and Treasurer are to remain separate and may not be held by just one person.

**Comment [FCA70]:** Recognizing that there may be a shortage of volunteers, the new bylaw allows any director to hold more than one position.

59. In the absence of the Secretary from a meeting, the officers present shall appoint another Executive Board member to act as Secretary at the meeting.

57.

**Comment [FCA71]:** The position of Registrar was added.

## Part 8 Standing Committees

60. The Association has established three (3) standing committees to apply their focus in specific areas essential to the harmonious operation of the Association under the direction of the Executive Board

- > Environment
- > Social
- > Communications

The Registrar shall:

- a. encourage residents of the community to become members of the Association;
- b. collect membership dues;
- c. collect, amend and retain all the membership records; and
- d. maintain a voter eligibility list.

**Comment [FCA72]:** This section deleted (not enough volunteers to have standing committees)

61. The committees cannot act independent of the Association and must report all activities to the Executive Board.

62. The committee chair should preserve all documents given to him/her and return them to the Secretary, as well as keep a record of its activities and be prepared to report back to the Executive Board with a recommendation for action and approval from the directors. Files of the standing committees become a continuous record that is given to the new committee chair each year.

## Part 9 Seal

**Comment [FCA73]:** This section deleted (to our knowledge the association has never made use of a seal)

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

64. The common seal shall be affixed only when authorized by a resolution of the Executive Board and then only in the presence of persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary together or the President and Treasurer together.

## Part 10 Financial

65. The fiscal year of the Association commences January 1 and ends December 31.

65. All funds of the Association must be deposited in chartered banks, trust companies or credit unions for the operating of the Association. All payments of the Association will be made from the accounts of the Association, with a record of the payee and the amount. An exception is made for petty cash, for which funds will be established and refreshed from the general account of the Association and all expenditures will be by receipts or vouchers.

66. The signing officers who have made record of their signature at the financial institution of the Association may be any two Executive Board members who do not reside at the same address.

67. A director must not be remunerated for being or acting as a director of the Association, but a director must be reimbursed for all expenses necessary and reasonably incurred while engaged in the affairs of the Association.

68. In order to carry out the purposes of the Association, the Executive Board may, on behalf of and in the name of, 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 subject to the provision of the Society Act of British Columbia.

69. A debenture must not be issued without the authorization of an ordinary resolution of the Association members.

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

**Comment [FCA74]:** It was felt that a board should not incur indebtedness for which future boards would be responsible so the ability to borrow money was removed.

71. Prior to each annual general meeting, the Association's financial accounts shall be reviewed and approved by at least two Association members who are members in good standing, but not members of the Executive Board.

**Comment [FCA75]:** A more formal process was defined:

1.A financial review will be conducted each year in the following manner:  
a.Prior to the Annual General Meeting, two volunteer members of the Association, other than the treasurer, shall review the financial transactions of the Association.  
b.To the best of their ability, the volunteer reviewers will answer the following questions:  
i.Have all financial transactions undertaken on behalf of the club been recorded?  
ii.Have expenditures in excess of \$300.00 been approved by the Directors through motions in the Directors' minutes?  
iii.Does the collection and distribution of funds appear to be transparent?  
iv.As reasonable and prudent people, do they believe that the financial transactions of the club have been carried out in good faith?  
c.At least one of the volunteer reviewers will attend the Annual General Meeting and report their findings to the membership.

## Part 11 General

73. The books of accounts of the Association and minutes of any meetings, whether Executive Board, standing committee or a sub committee shall be open, at any reasonable time, to inspection upon written demand of any Association member for the purpose reasonably related to their interest as a member. Such inspection may be made by the member or by an agent. Such written demand shall be made to the President or Secretary and allow for reasonable notice.

**Comment [FCA76]:** An additional limitation was added:

Any single expenditure over \$300 shall require approval by the Board of Directors, with the exception of the annual premiums payable for the Association's insurance policies.

74. The constitution and bylaws shall not be altered or added to except by special resolution subject to the provisions of the Society Act of British Columbia. Bylaws must be reviewed no less than every seven years by a sub-committee appointed by the directors, to ensure this document remains current and relevant.

**Comment [FCA77]:** The wording was changed but the intent kept (with the exception of member lists, records will be freely available on our website.

75. All meeting of the Association and committees shall be conducted according to Roberts Rules of Order.

**Comment [FCA78]:** This requirement was removed. Having reviewed the constitution with the change in the Societies Act it was realized that this would be a major undertaking to impose on future boards.

76. All correspondence on behalf of the Association must follow these guidelines:

- All correspondence shall be written on official Falaise Community Association letterhead, and shall bare the appointed records address for that executive term, including the telephone number and email address, as well as reference the director who is the author if not the President, and any relevant committee.
- All correspondence must be read and authorized by two members of the Executive Board other than the author, therefore three people agree on its content and one of the three being the President or Vice President.

**Comment [FCA79]:** This requirement was deleted because Roberts Rules of Order fill a book and understanding and complying with them would be very difficult for a small volunteer board.

**Comment [FCA80]:** This requirement was deleted. The FCA does not currently have letterhead and most correspondence is now done by email.

**Comment [FCA81]:** This requirement was removed as some correspondence is time sensitive (e.g. applying for a grant), others are simple (e.g. asking for a receipt).

77. Meetings that are conducted with outside parties shall follow this procedure:

- The meeting will have an agenda or an objective for the dialogue, with all pertinent information or materials researched, collected and prepared in advance.
- Minutes will be taken by an Association member, noting date, time and those who were in attendance, as well as what transpired.
- An action list, with timeline will be prepared as a result of this meeting.

78. All inquiries from the media, other community Associations, or other interested parties shall be directed to the President or Vice-President.

79. All public presentations made on behalf of Falaise Community Association whether written or oral, including those made to governing bodies, must first have Executive Board approval. A "private citizen" viewpoint must be prefaced with a disclaimer of such before statements can be expressed by a director in a public setting.

80. Any member of the Executive Board who conducts business on behalf of the Association must report his/her activities to the Executive Board.

**Comment [FCA82]:** These sections deleted as too prescriptive

81. For the protection of all Association members that step forward to work voluntarily for the Association, third party liability insurance will be purchased annually. The Association will purchase and maintain this insurance and will not allow it to fall into arrears.

82. In relation to matters as to which a director or Association member is judged in an action, suit, or proceeding to have been derelict in the performance of their duties, no indemnity will apply. *"Derelict"* shall mean grossly negligent, criminally negligent, intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of an opportunity available to the Association.

## PREVIOUSLY UNALTERABLE PROVISIONS

3. The Association shall be non-partisan in political, religious, and racial matters.

**Comment [FCA83]:** Non-partisan included but since the term "non-partisan" does not apply to religion or race, the statement does not make complete sense.

4. Directors of the Association shall not have any dealings with the District of the Municipality of Saanich, which would be considered a conflict of interest.

**Comment [FCA84]:** in the new bylaws, "conflict of interest" is defined and a section about it added.

5. The operations of the Association shall be carried out in the District of

the Municipality of Saanich in the Province of British Columbia, with the Association representing the region know as "Falaise" by name in the two main feeder streets, with inclusion of all the cul-de-sacs off of them that currently exist and any created in the future:

- > **Falaise Crescent**
  - > Falaise Place
  - > Law Place
  - > Southover Lane
  - > Deventer Drive
- > **Falaise Drive**
  - > Royal Wood Place
  - > Royal Wood Court
  - > Adeline Place

(The historical reference is the "Heal Subdivision", Royal Oak, Veterans Land Act, British Columbia)

6. Upon a special resolution authorizing the amalgamation of the Association with another community association, or the dissolution of the Association, the assets after payment of all costs, charges, and expenses properly incurred in winding-up, shall be distributed to a recognized organization in Canada that is registered as a non-profit Association as designated by the last term of directors. Wherever possible, assets provided for specific purposes shall be distributed with a proviso to carry on in a similar nature to said specific purposes.
7. Articles 3, 4, 5, and 6 are unalterable.

**Comment [FCA85]:** Several additions were made to the bylaws that simply state requirements of the Societies Act. This was done so that board members would not have to constantly refer to the Act in order to comply with it. Examples include:

- types of records to be kept
- how long records are to be kept
- eligibility criteria for board members

Having read this far, maybe you are wondering why the new constitution looks so different from the old one; things are presented in a different order and different wording is used. Click [here](#) to find out about this.

**Comment [FCA86]:** link to Constitution Formatting