

Falaise Community Association

Constitution

Name: The name of the association is the Falaise Community Association.

Purpose: The purpose of the association is to enhance the quality of life for residents of the area known as the Falaise Community.

Comment [FCA1]: Some style changes (e.g., changing upper to lower case letters) have been made but are not shown in this document.

Bylaws

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1. Preamble

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 the Falaise neighbourhood;
 - 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.

Definitions and Interpretation

2. Gender and Number

1. In these bylaws, unless the context otherwise requires, words in any gender shall include any other gender, words in the singular shall include the plural and the plural shall include the singular.

3. Definitions

1. "Falaise Community" means the neighbourhood in the District of Saanich, British Columbia shown shaded on the map below. It is comprised of Falaise Drive, Falaise Crescent and all of the cul-de-sacs off of those streets that currently exist and any created in the future.



2. "association" means the Falaise Community Association.
3. "board" and "board of directors" means the duly elected or appointed representatives who form the governing and policy making body of the Falaise Community Association.
4. "director" means an individual who is elected or appointed, as the case may be, as a member of the board of directors of the Falaise Community Association.
5. "registered office" means the official address of the association as filed with BC Registry Services.
6. "special meeting" means a meeting held at the request of the membership or the board of directors to discuss and vote on a special resolution.
7. "special resolution" means a motion put forward that will:
 - a. alter the constitution or bylaws of the association;
 - b. remove a director or other member from the association;
 - c. allow the association to enter into a contract that may result in a conflict of interest for a director; or
 - d. cause significant financial alterations to the association, such as liquidation, sale of assets, or leasing of assets.
8. "conflict of interest" means a situation in which a person has a direct or indirect material interest in a contract or transaction with the association or a matter for consideration by the board.

Comment [FCA2]: the bylaws sometimes use "board" but did not define "board"

Comment [FCA3]: to make it clear that Special Meetings may be initiated by the board of directors

Members

4. Membership

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; and
 - c. supports the objectives of the association.
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.
3. Membership becomes effective upon acceptance of the fee by the registrar.

5. Termination of Membership

1. Members shall cease to hold membership in the association:
 - a. When membership fees are in arrears;
 - b. When they submit their resignation in writing to the registrar of the association;
 - c. When they move out of the Falaise Community; or
 - d. On their death.
2. 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.
3. 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.

6. Membership Records

1. The association shall keep a register with the name of every person admitted as a member with the following particulars of each:
 - a. The full name and resident address and contact information;
 - b. The date on which a person was admitted as a member; and
 - c. The date on which a person ceases to be a member.

7. Membership Rights and Responsibilities

1. Each member shall be entitled to attend, and to receive notice of, every general or special meeting of the association.
2. Members may:
 - a. participate in the discussion at association meetings;
 - b. vote, one vote per member, on all questions to come before the association;
 - c. nominate themselves or other members for the election of directors; and
 - d. be nominated for the election of directors;
3. Every member must uphold the constitution of the association and must comply with these bylaws.
4. All members of the association shall promptly report to the registrar any changes of address.
5. 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.

Meetings of Members

8. General and Special Meetings

1. A member proposal must be added to the agenda of an annual general meeting if the proposal is signed by at least 5% of the association's voting members and is received by the association at least seven days before notice of the annual general meeting is sent.
2. At a general meeting, the following business is ordinary business:
 - a. adoption of rules of order;

- b. consideration of any financial statements of the association presented to the meeting;
 - c. consideration of the reports, if any, of the directors;
 - d. election or appointment of directors; and
 - e. business arising out of a report of the directors not requiring the passing of a special resolution.
3. The order of business at a general meeting is as follows:
- a. elect an individual to chair the meeting, if necessary;
 - b. determine that there is a quorum;
 - c. present agenda and call for new agenda items;
 - d. approve the agenda;
 - e. approve the minutes from the last general meeting;
 - f. deal with unfinished business from the last general meeting;
 - g. if the meeting is an annual general meeting,
 - i. **receive the president's report**
 - ii. receive the treasurer's report on the financial statements of the association for the previous financial year
 - iii. receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iv. decide on the next year's membership fee, and
 - v. elect members to the board of directors
 - h. deal with new business including any member proposals and other matters about which notice has been given to the members in the notice of meeting;
 - i. terminate the meeting.
4. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter requires a special resolution.
5. Special meetings must be called on the written request of 10% of the members.
6. At a special meeting, only that business which has been explicitly stated in the notice may be dealt with.
7. A notice of a general or special meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
8. A quorum at general and special meetings of the association shall be the lesser of 10 members or 10 percent of the membership with a minimum number of three members.
9. The annual general meeting of the association shall be scheduled by the board of directors once in every calendar year.
10. General meetings of the association may be scheduled by the board of directors at any time deemed appropriate.
11. The association shall give to its members not less than seven days and not more than 60 days written notice of general or special meetings but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
12. Notice of a general or special meeting shall specify the place, date and hour of the meeting and, in the case of special business, the nature of that business.
13. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings of that meeting.
14. The president, vice president or in the absence of both, one of the directors present, must preside as chair of a general or special meeting.
15. If at a general or special 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.
16. Business other than ensuring procedure for the chair and the adjournment or termination of the meeting must not be conducted at a general or special meeting at a time when a quorum is not present.
17. If within 30 minutes from the time appointed for a general or special meeting, a quorum is not present, the meeting must be terminated and rescheduled. If at the rescheduled meeting a quorum is not present within 30

Comment [FCA4]: without this, the president's report would follow the treasurer's report as one of potentially several other reports

minutes from the time appointed for the meeting, the association members present constitute a quorum provided that at least three members are present.

18. 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.

9. Voting

1. No member shall vote by absentee or proxy votes.
2. All ordinary resolutions at a general or special meeting shall be passed by a simple-majority of the votes cast (50% + 1).
3. All special resolutions at a general or special meeting shall be passed by a 2/3 majority of votes cast.
4. Voting shall be by show of hands or by secret ballot as directed by the chair or when requested by two members. In the case of a secret ballot, the president will call for two scrutineers to collect and count the ballots.
5. The chair of a general or special meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Board of Directors

10. Directors

1. Every director of the association must be a member of the association.
2. There shall be at least three members making up the board of directors.
3. The board of directors consist of a president, a secretary, a treasurer, a registrar and, optionally, a vice president and up to four directors-at-large.
4. A director, other than the president may hold more than one position.
- ~~4-5.~~ The treasurer and registrar may not be the same person.
- ~~5-6.~~ The election of the board of directors shall take place at the annual general meeting.
- ~~6-7.~~ A person elected as a director must be present at the annual general meeting or agree in writing to serve as a director.
- ~~7-8.~~ The term of the incoming directors shall commence at the first meeting of the board of directors after each annual general meeting immediately at the close of the Annual General Meeting at which they were elected and extend until the first meeting of the board of directors close of the following the next annual general meeting.
- ~~8-9.~~ At the first meeting of the board of directors after each annual general meeting the first order of business shall be for the directors shall-to elect from among themselves a president, vice-president, secretary, treasurer and registrar.
- ~~9-10.~~ Temporary director vacancies may be filled by board of director appointment until the next annual general Meeting.
- ~~10-11.~~ Directors cannot have been found by any court to be:
 - a. incapable of managing their own affairs;
 - b. an undischarged bankrupt; or
 - c. convicted of an offence in connection with promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud.
- ~~11-12.~~ A director who is in a conflict of interest must:
 - a. promptly and fully disclose the conflict to the directors;
 - b. leave the room during any discussion or vote at a board meeting on the conflict matter;
 - c. refrain from any action intended to influence the discussion or vote; and
 - d. abstain from voting on the conflict matter.
13. If there is any question or doubt about the existence of a real or perceived conflict of interest, the board of directors will determine by a vote if a conflict of interest exists. Any number of votes indicating a conflict shall determine that the conflict exists.
- ~~12-14.~~ No director shall be entitled to any remuneration for serving on the board of directors.

Comment [FCA5]: The Treasurer and Registrar each have financial responsibilities. To minimize potential for financial misrepresentation, the positions should be held by two different people.

Comment [FCA6]: without these changes, the Association would be without a President from the time of the AGM until the first Board meeting.

Comment [FCA7]: It isn't always clear when there is a conflict of interest. This way, if anybody on the Board thinks there is a conflict, it will be determined that a conflict exists.

15. Members may remove directors for failure to act honestly, and in good faith and in the best interests of the association, or to exercise the care, diligence and skill of a reasonable and prudent person by passing a special resolution at a general or special meeting

16. Except as otherwise noted in 10.17, directors must represent the boards' position on all issues whenever they speak publicly.

13.17. A director may speak publicly about issues the board has not considered and does not plan to consider if they clearly indicate that they are speaking as a private citizen and not as a director.

Comment [FCA8]: this clarifies that a board member's duty is to represent the board's position at all times. When the board has not and will not be taking a position, board members may speak as individuals.

11. Board of Directors Meetings

1. Board of directors meetings shall be held at least once per quarter at the call of the president or by at least half of the directors.
2. A quorum at board of directors meetings shall consist of half the directors.
3. The directors may regulate their meetings and proceedings as they think fit.
4. Directors will make decisions by consensus if possible. When a consensus cannot be reached, decisions will be made by a simple majority vote.

12. Duties of the Board of Directors

1. The board of directors shall be responsible for the execution of all the business of the association which includes:
 - a. Carrying out the authorized policies of the association;
 - b. Accounting for any government grant;
 - c. Maintaining records of the association reports, financial statements, and lists of members as required by the Association Societies Act; and
 - d. Submitting all reports required by the Societies Act.

Comment [FCA9]: correcting the name of the Act

13. President and Vice President

1. The president, or in the absence of the president, the vice president, or in the absence of the vice president, another director presides as chair of all meetings of the association and of the Board of Directors.
2. The president calls general and special meetings and ensures elections are held in accordance with these bylaws.
3. The president acts as the official representative of the association. The president may, with approval of the board of directors, appoint other members to represent the association.
4. The president may appoint committees and assign duties as appropriate to advance the activities and objectives of the association.
5. The vice-president assists the president and carries out such duties as the president may direct. If the office of president becomes vacant, the vice president assumes the duties of the president.

14. Secretary

1. The secretary is responsible for:
 - a. issuing notices of general, special and directors' meetings;
 - b. taking minutes of general, special and directors' meetings;
 - c. keeping records of all meetings;
 - d. conducting the correspondence of the board;
 - e. keeping records of all correspondence of the association; and
 - f. filing the annual report of the association and making any other filings with the registrar under the Societies Act.
2. In the absence of the secretary from a meeting, the board must appoint another individual to act as secretary at the meeting.

15. Treasurer

1. The treasurer is responsible for the monies handled by the association and doing, or making the necessary arrangements for, the following:

- a. receiving and banking monies collected from the members or other sources; and
 - a. keeping accounting records in respect of the association's financial transactions;
 - b. applying for annual grants from the Municipality of Saanich; and
 - c. preparing statements of cash receipts and disbursements for each board of directors' meeting.
2. The treasurer presents a financial statement at the annual general meeting for the prior calendar year and for the current calendar year from January until the end of the month preceding month of the annual general meeting.
 3. The treasurer prepares cheques to pay all invoices approved by the Board of Directors and to reimburse directors for approved expenses.

16. Registrar

1. 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.

17. Indemnification of Directors

1. In relation to matters as to which a director 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 conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of an opportunity available to the association.

Financial

18. Financial

1. The financial year of the association shall commence on the first day of January and end on the 31st day of December.
2. Annual membership fees for ~~2018-2022~~ shall be \$~~5-10~~ per member. In subsequent years the amount of annual membership dues shall be recommended by the board of directors and voted on at the annual general meeting of the association.
3. Membership fees shall be paid upon application.
4. Membership dues are for the calendar year and shall not be prorated.
5. A receipt will be issued when membership dues are paid.
6. A bank account shall be maintained at a financial institution for the safekeeping of association funds.
7. Three directors will have signing authority on the association bank account with two signatures required to withdraw cash or sign cheques.
8. No two signing authorities reside at the same address.
9. Expense payments will be made by cheque whenever possible.
10. A contract or other record to be signed by the association must be signed on behalf of the association by two directors.
11. Third party liability insurance will be purchased annually.
12. Directors insurance may be purchased at the discretion of the directors.
13. 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.
14. The association shall not incur any indebtedness except that the directors may authorize the purchase of goods and services to be paid for no later two months after receipt of said goods or services.
15. 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. The registrar will provide the volunteer reviewers with an up-to-date membership number
 - c. The treasurer will provide the volunteer reviewers with all financial records needed.
 - d. ~~b-d.~~ To the best of their ability, the volunteer reviewers will answer the following questions:

Comment [FCA10]: clarifying that the registrar has a role in the annual financial review and that the treasurer must provide all financial records required by the reviewers

- 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 board of 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?
- ~~6-6~~ At least one of the volunteer reviewers will attend the annual general meeting and report their findings to the membership.

Record-Keeping

19. Records

1. All records listed in section 19.3, below, with the exception of membership records (19.3.h), will be made available to members and non-members to inspect upon request.
2. Membership records (19.3.h) will be available to members to inspect unless the directors are of the opinion that the inspection would be harmful to the association or to the interests of one or more of its members.
3. The following records will be kept in any form that allows the record to be inspected and copied:
 - a. the association's certificate of incorporation;
 - b. each certified copy, furnished to the association by the Registrar of Companies, of the following records:
 - i. the constitution of the association;
 - ii. the bylaws of the association;
 - iii. the statement of directors and registered office of the association giving the full names and addresses of the directors of the society, and the delivery address and mailing address of the registered office of the society.
 - c. each confirmation, other certificate or certified copy of a record furnished to the Association by the Registrar of Companies, other than in response to a request;
 - d. a copy of each order made in respect of the association by:
 - i. any court or tribunal, in Canada or elsewhere, or
 - ii. a federal, provincial or municipal government body, agency or official, including the Registrar of Companies;
 - e. the association's register of directors, including contact information provided by each director;
 - f. each written consent to act as director and each written resignation of a director;
 - g. a copy of each record described in section 56 (3) (c) [*disclosure of director's interest*] or 62 (3) (c) [*disclosure of senior manager's interest*] of the Societies Act evidencing a disclosure by a director or senior manager;
 - h. the association's register of members including contact information provided by each member;
 - i. the minutes of each meeting of members, including the text of each resolution passed at the meeting;
 - j. a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (i);
 - k. the financial statements of the association
 - l. the minutes of each meeting of directors, including:
 - i. a list of all of the directors at the meeting, and
 - ii. the text of each resolution passed at the meeting.
 - m. adequate accounting records for each of the association's financial years, including a record of each transaction materially affecting the financial position of the association.
4. Records will be kept:
 - a. Until the record is no longer relevant and 10 years have passed since last altered;
 - b. At the registered office or in another British Columbia location with a notice at registered office or at another location as determined by the board of directors;
 - c. In physical or electronic form so long as there is simple, reliable and prompt access.

Amending the Constitution and/or Bylaws

20. Amending the Constitution and/or Bylaws

1. The constitution and/or bylaws may be amended only by special resolution at a general or a special meeting of the association. Motions for such amendments must be made prior to the official notice of the general or special meeting and the official notice of the meeting must state that a motion to amend the constitution and/or bylaws will be voted on at the meeting. Copies of any motion must be available for every member at least seven (7) days prior to the general or special meeting.
2. Motions to amend the constitution and bylaws of the association must be passed by a 2/3 majority of the members voting at the general or special meeting.

Dissolution

21. Dissolution

1. Upon adopting 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 British Columbia 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.