



These Fairwinds Community Association (FCA) bylaws are based on BC Registries Model Bylaws (Societies Regulation 2015, Schedule 1) and revised as approved at the April 2019 AGM.

1 DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Board” means the directors of the Association;

“Bylaws” means these Bylaws as altered from time to time;

“Registered address” of a member means his address as recorded in the register of members;

“Association” means Fairwinds Community Association and conforms to the requirements of the “Society” as defined in the Act and Model bylaws;

“Special resolution” means a resolution involving by-law amendments, financial assessments, and removal of directors;

“Standing committee” means a committee dealing with an on-going concern, composition to be reviewed annually;

“Special committee” means a committee dealing with a specific purpose and has a limited time period of operation.

1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

1.4 Interpretations

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

The fiscal year of the association shall be April 1 through March 31

2 MEMBERS

2.1 Application for membership

A person may apply to the Board for membership in the Association, and the person becomes a member on the Board's acceptance of the application. Membership in the Association is open to all residents within the Fairwinds Community (as defined in section 11) and within immediately adjacent neighbourhoods, and may include all property owners, renters whilst still renting, and owners of businesses within the defined areas. Residents may become individual voting

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members by registering with the association and paying the set membership fee and subsequent assessments approved by the association.

2.2 Duties of members

Every member must uphold the constitution of the Association and must comply with these Bylaws.

2.3 Amount of membership dues

The amount of the annual membership dues and subsequent assessments, if any, must be determined by the Board and ratified by the general membership at the Annual General Meeting.

2.4 Member not in good standing

A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

2.5 Member not in good standing may not vote

A voting member who is not in good standing

- a) may not vote at a general meeting, and
- b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.6 Termination of membership if member not in good standing

All members are in good standing except a member who has failed to pay the membership fee or any other subscription or debt due and owing to the association. This member shall not be in good standing so long as the debt remains unpaid.

A person's membership in the Association is terminated if the person is not in good standing for 12 (twelve) consecutive months.

2.7 Termination of membership

A person shall cease to be a member of the association:

- a) by delivering their resignation in writing to the secretary of the association or by mailing or delivering it to the address of the association;
- b) on their death or, in the case of a corporation on dissolution;
- c) on being expelled;
- d) on ceasing to rent and/or own property within Fairwinds Community

2.8 Expulsion of a member from the association

- a) A member may be expelled by a special resolution of the members passed at a general meeting.
- c) A brief statement of the reason or reasons for the proposed expulsion shall accompany the notice of special resolution for expulsion.
- d) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

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3 GENERAL MEETINGS OF MEMBERS

3.1 Time and place of general meeting

An annual general meeting and extraordinary general meetings must be held at the time and place the Board determines in accordance with the Societies Act. Notice of a General Meeting will include:

- a) Notice of a general meeting shall be distributed to all association members in good standing and specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business.
- e) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, an individual member entitled to receive notice does not invalidate proceedings at the meeting.

3.2 Ordinary business at general meeting

At a general meeting, the following business is ordinary business:

- a) adoption of Roberts rules of order;
- f) consideration of any financial statements of the Association presented to the meeting;
- g) consideration of the reports, if any, of the directors or auditor;
- h) election or appointment of directors;
- i) appointment of an auditor, if any;
- j) business arising out of a report of the directors not requiring the passing of a special resolution;
- k) other business specified in the notice of meeting or that, under these by-laws, ought to be transacted at an annual general meeting, or business introduced by the report of the directors at the general meeting;
- l) business introduced without notice by a member at the annual general meeting may be deferred to a subsequent extraordinary general meeting.

3.3 Notice of special business

A notice of a general 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.

Special business is all business identified in the notice of an extraordinary general meeting except the adoption of rules of order; and all business transacted at an annual general meeting except that listed in 3.2.

3.4 Chair of general meeting

The following individual is entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair;
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair;
 - (i) the president;
 - (ii) the vice-president, if the president is unable to preside as the chair; or

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(iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

3.5 Alternate chair of general meeting

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

3.6 Quorum required

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

3.7 Quorum for general meetings

The quorum for the transaction of business at a general meeting is 20 (twenty) qualified voting members or 10% of the voting members, whichever is greater.

3.8 Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, then:

- a in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

3.9 If quorum ceases to be present

If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.10 Adjournments by chair

The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.11 Notice of continuation of adjourned general meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a meeting is adjourned for 10 (ten) days or more, notice of the continuation of the adjourned meeting shall be repeated as in the case of the original meeting. When a meeting is adjourned

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for less than 10 (ten) days, it is not necessary to give additional notice of an adjournment or of the business to be transacted at an adjourned general meeting, except as provided in this bylaw.

3.12 Order of business at general meeting

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) approve the agenda;
- m) approve the minutes from the last general meeting;
- n) deal with unfinished business from the last general meeting;
- o) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- p) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- q) terminate the meeting.

3.13 Methods of voting

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

3.14 Those eligible to vote

A member in good standing present at a meeting of members is entitled to one vote. They are:

- a) resident home owners
- b) resident home renters
- c) non-resident property owners
- d) corporate owners/management

3.15 Corporate Members

A corporate member may vote by its "authorized representative", who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be recognized as a member for all purposes with respect to a meeting of the association.

3.16 Approval of a motion

Approval of any motion will be by simple majority of members present except approval of special resolutions shall require approval of $\frac{3}{4}$ (75%) of eligible members in attendance. In the case of an equality of votes the chairman shall not have a second vote to which he may be entitled as a member and the proposed resolution shall not pass.

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3.17 Announcement of result

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.18 Proxy voting not permitted

Voting by proxy is not permitted.

3.19 Matters decided at general meeting by ordinary resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4 DIRECTORS AND OFFICERS

4.1 Number of directors on Board

The Association must have no more than 7 (seven) directors and no fewer directors than stipulated in the Societies Act. They are to be elected by the membership from the members in good standing. These directors will in turn then elect, amongst themselves: a president, a vice-president, a secretary and a treasurer.

4.2 Election or appointment of directors

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. An election may be by acclamation; otherwise voting shall be by show of hands. If requested by at least 10% of members present, voting shall be by written ballot. The candidate with the greatest number of votes shall be declared elected.- If no representative is nominated, the board of directors is empowered to act as a nominating committee to ensure a full slate of candidates for election. When the board of directors functions as the nominating committee then notice of the candidates must be included in the notice of the annual general meeting.

4.3 Directors may fill casual vacancy on Board

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board.

4.4 Term of appointment of director filling casual vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term.

4.5 Directors Powers

The directors may exercise all the powers and do all the acts and things which the association may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the association in general meeting, but subject, nevertheless, to

- a all laws affecting the association;

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- r) these by-laws; and
- s) rules, not being inconsistent with these by-laws, which are made from time to time by the association in a general meeting

When exercising the powers and performing the functions of a member of the board, Directors shall abide by the Code of Ethics for Community Association Board Members as adopted by the FCA Board of Directors.

No act or proceeding of the directors shall be invalid only by reason of there being less the prescribed number of directors in office.

4.6 Term in office

The term in office for each director shall be two (2) years, with approximately half of the directors being elected/re-elected in alternate years.

- a) directors shall retire from office at the appropriate general meeting;
- b) directors are eligible for re-election;
- c) the directors shall retire from office at the designated annual general meeting when their successors shall be elected.

4.7 Director Removal

The members may by special resolution remove a director before the expiration of his of office, and may elect a successor to complete the term of office.

5 DIRECTORS' AND COMMITTEE MEETINGS

5.1 Calling directors' meeting

A directors' meeting may be called by the president or by any 2 other directors.

5.2 Notice of directors' meeting

At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period. A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors with a minimum of 24 (twenty-four) hours' notice.

5.3 Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.4 Conduct of directors' meetings

The directors may regulate their meetings and proceedings as they think fit.

5.5 Quorum of directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors.

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5.6 Directors absence

A director who shall be absent temporarily from British Columbia shall advise the secretary for the purpose of receiving notices of meetings of directors.

5.7 Proceedings of Directors

The directors may meet together at a time and place appropriate to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

5.8 Meeting Chairperson

The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 (thirty) 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 choose one of their number to be chairperson at that meeting

5.9 Delegation of Powers

The directors may delegate any, but not all, of their powers to committees. 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 directors to be held after it has been done.

5.10 Standing Committees

Standing committees may be formed from time to time by the Board of Directors to do assigned work on a continuing basis in a functional area under their jurisdiction. Standing committees shall be comprised of 1 (one) or more directors and committee members appointed by the board of directors from the general membership. Standing committees so formed will be identified in the COMMITTEES tab of the FCA website.

5.11 Standing Committee Meetings

A standing committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the director present shall choose one of their numbers to be chairperson of the meeting. The members of a committee may meet and adjourn as they think proper.

5.12 Standing Committee Decisions

Standing Committee recommendations must be approved by a majority of the Board of Directors at a regular meeting of the board, and recorded as such in the minutes.

6 BOARD POSITIONS

6.1 Election or appointment to Board positions

Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- a president;
- b vice-president;

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- c secretary;
- d treasurer

6.2 Directors at large

Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

6.3 Role of president

The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties including:

- a Shall preside at all meetings of the association and of the directors.
- b Is the chief executive officer of the association and shall supervise the other officers in the execution of their duties.

6.4 Role of vice-president

The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

6.5 Role of secretary

The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a issuing notices of general meetings and directors' meetings;
- b taking minutes of general meetings and directors' meetings;
- c keeping the records of the association in accordance with the Act;
- d conducting the correspondence of the Board;
- e filing the annual report of the association and making any other filings with the registrar under the Act;
- f have custody of all records and documents of the association except those required to be kept by the treasurer; and
- g have custody of the common seal of the association, if applicable

6.6 Absence of secretary from meeting

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

6.7 Role of treasurer

The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer. The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a receiving and banking monies collected from the members or other sources;
- b keeping accounting records in respect of the Association's financial transactions;
- c preparing the Association's financial statements;
- d making the Association's filings respecting taxes;
- e keep the financial records, including books of account, necessary to comply with the Association Act;
- f render financial statements to the directors, members and others when required; and

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g maintain the register of members

7 REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

7.1 Remuneration of directors

These Bylaws do not permit the Association to pay to a director remuneration for being a director, but the Association may, subject to the Act, pay remuneration to a director for services provided by the director to the Association in another capacity.

No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the association and as approved by vote of the executive board.

7.2 Signing authority

A contract or other record to be signed by the Association must be signed on behalf of the Association.

- a by the president, together with one other director,
- b if the president is unable to provide a signature, by the vice-president together with one other director,
- c if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- d in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association

8 Financial Management

8.1 Borrowing

In order to carry out the purposes of the association directors may, with the approval of the general membership, on behalf of and in the name of the association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debenture.

No debenture shall be issued without the sanction of a special resolution approved by the general membership.

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

8.2 Auditor

This part applies only where the association is required or has resolved to have an auditor. At each annual general meeting the association shall approve the appointment of the auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting. The limits on the auditor include:

- a An auditor may be removed by ordinary resolution.
- t) An auditor shall be promptly informed in writing of appointment or removal.

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- u) No director and no employee of the association shall be auditor.
- v) The auditor may attend general meetings.

9 Notice to Members

9.1 Method of Notice

A notice may be given to a member, either personally, electronically, or by mail to him at his registered address. A notice sent electronically or by mail shall be deemed to have been given on the second day following that on which the notice is sent, and in proving that notice has been given it is sufficient to prove the notice was properly addressed.

9.2 Notice of a general meeting shall be given to

- a) every member shown on the register of members on the day notice is given;
- w) the auditor, as applicable; and
- x) no other person is entitled to receive a notice of a general meeting

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10.1 Accessibility and distribution

On being admitted to membership, each new member may request a copy of the constitution and by-laws of the association. The constitution and by-laws will be accessible to all members on the association website.

10.2 Amendments

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

11 References

The Fairwinds Urban Containment Boundary is as defined by the Regional District of Nanaimo and can be found as part of the “Lakes District Neighbourhood Plan”, Figure 7, pages 76 and 77 as located on <http://www.rdn.bc.ca/cms/wpattachments/wpID1185atID4724.pdf> .