

**BYLAWS OF THE BROADMEAD AREA RESIDENTS' ASSOCIATION
(the "Society")**

DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws,

"Act" means the *Societies Act* and the regulations made under it;

"Board" means the directors of the Society;

"Broadmead Area" means the residential community in the municipality of Saanich that includes:

- (a) the land that was owned and developed by Broadmead Farms Ltd. which is known as "Broadmead," and
- (b) the land that was owned and developed by Amwell Properties Ltd., Camassa Land Corporation and Elise Holdings Ltd. which is known as "Donwood", "Faithwood" and "Pheasantwood;"

"Bylaws" means these bylaws as altered from time to time;

"Honourary Member" means a person designated as an honorary member of the Society under section 2.3; and

"Member" means a member of the Society and includes a person who became a "lifetime member" of the Society prior to 2010, for so long as that person resides in the Broadmead Area.

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act, the Act applies.

1.4 If the singular or masculine form is used in these Bylaws it will be construed as the plural or feminine or neuter form, as the case may be, and vice versa where the context or parties so require.

MEMBERSHIP

- 2.1 A person who resides in the Broadmead Area may apply to the Board for membership in the Society and that person becomes a Member on the Board's acceptance of the application.
- 2.2 A Member may request the Board to designate another person residing at the Member's civic address as a member of the Society and that person becomes a Member on the Board's acceptance of the request.
- 2.3 If, among other things, the Board wishes to recognize the exemplary service of a person to the Society, it may designate the person as an honorary member of the Society and that person is not required to pay annual membership dues.
- 2.4 Every Member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.5 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.
- 2.6 A Member who is not in good standing:
 - (a) may not vote at a general meeting; and
 - (b) may not consent or object to a resolution of the Members.
- 2.7 A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months.

GENERAL MEETINGS

- 3.1 General meetings of the Society will be held at a location in Greater Victoria determined by the Board.
- 3.2 At a general meeting, the following business is ordinary business:
 - (a) adoption of rules of order;
 - (b) consideration of:
 - (i) any financial statements of the Society presented to the meeting,
and
 - (ii) the reports, if any, of the directors or auditor;

- (c) subject to section 4.2, election or appointment of directors;
- (d) appointment of an auditor, if any; and
- (e) business arising out of a report of the directors not requiring the passing of a special resolution including a change in the membership dues.

3.3 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 and, for the purposes of subsection 77(2) of the Act, notice of a general meeting will be deemed to be sent under subsection 77(1) of the Act if notice of the date, time and location of the meeting is:

- (a) sent by email to every Member who has provided an email address to the Society; and
- (b) posted on a website that is maintained by the Society and is accessible to all Members of the Society at least 21 days prior to the meeting and remains posted on the website to the date the meeting is held.

3.4 A person appointed by the Board will preside as the chair of a general meeting however, if the Board:

- (a) does not appoint a person to preside as the chair; or
- (b) the person appointed by the Board to preside as the chair is unable to do so;

the following person will preside as the chair:

- (c) the president;
- (d) if the president is unable to preside as the chair, the vice-president;
- (e) if the president and vice-president are unable to preside as the chair, one of the directors who is present at the meeting.

3.5 If, under section 3.4, no person is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Members who are present must elect a person who is present at the meeting to preside as the chair.

- 3.6 Business at a general meeting, other than the election of the chair and the adjournment or termination of the meeting, must not be transacted unless a quorum of Members is present.
- 3.7 A quorum of Members for the transaction of business at a general meeting is 25 Members.
- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of Members is not present:
- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated; and
 - (b) in all other cases, 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 of Members is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members who are present constitute a quorum for that meeting.
- 3.9 If, at any time during a general meeting, there ceases to be a quorum of 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 The chair of a general meeting must, if so directed by the Members at the meeting, adjourn the meeting to be continued at a set time and 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 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at the continuation of that meeting except that, when a meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given to the Members.
- 3.12 The order of business at a general meeting is as follows:
- (a) if necessary, elect a Member to chair the meeting;
 - (b) determine that there is a quorum;

- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year and, if required, the auditor's report on those statements,
 - (ii) receive reports of directors' activities and decisions since the last annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) if necessary, appoint an auditor;
- (g) deal with new business, including all matters about which notice has been given to the Members; and
- (h) terminate the meeting.

3.13 Subject to section 3.14, voting at a general meeting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Members, except that if, before or after such a vote, two or more 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 If more than one Member resides at a civic address, only one of them may vote at a general meeting.

3.15 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.

3.16 Voting by proxy is not permitted.

3.17 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.

DIRECTORS

- 4.1 The Society must have no fewer than 3 directors and no more than 13 directors.
- 4.2 At each annual general meeting, the Members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 4.3 At the annual general meeting of the Society in 2020:
 - (a) not more than 5 directors will be elected or appointed for a one-year term; and
 - (b) the remainder of the directors will be elected or appointed for a two-year term.
- 4.4 After the annual general meeting of the Society in 2020, each director's term of office is two years.
- 4.5 The Board may, at any time, appoint a Member as a director to fill a vacancy that arises on the Board as a result of the resignation, removal, death or incapacity of a director during the director's term of office provided that not more than one Member who resides at a civic address may be appointed as a director.
- 4.6 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 of office of the person whose departure from office created the vacancy.

DIRECTORS' MEETINGS

- 5.1 A directors' meeting may be called by the president or by 2 other directors.
- 5.2 At least 2 days' notice of a directors' meeting, together with a proposed agenda, must be given unless all of the directors agree to a shorter notice period.
- 5.3 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 The directors may regulate their meetings and proceedings as they think fit including, without limitation, determining a quorum for the transaction of business.
- 5.5 The directors may establish one or more ad hoc committees to report to the directors and set the terms of reference of each committee.
- 5.6 The standing committee known as the "Covenants Committee" will continue.

BOARD POSITIONS

- 6.1 At the first directors meeting following a general meeting, 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;
 - (c) secretary; and
 - (d) treasurer.
- 6.2 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- 6.3 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.
- 6.4 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 Society in accordance with the Act;
 - (d) conducting the correspondence of the Board; and
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- 6.5 In the absence of the secretary from a meeting, the Board must appoint another person to act as secretary at the meeting.

- 6.6 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 Society's financial transactions and providing advice to the Board concerning those transactions;
 - (c) preparing the Society's financial statements; and
 - (d) making the Society's filings respecting taxes.

REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

- 7.1 No director may receive remuneration from the Society for services provided by the director to the Society in that capacity.
- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the president and one other director;
 - (b) if the president is unable to sign the contract or other record, by the vice-president and one other director;
 - (c) if the president and vice-president are both unable to sign the contract or other record, by 2 other directors; or
 - (d) in any case, by one or more person authorized by the Board to sign the contract or record on behalf of the Society.

FINANCE

- 8.1 The Society may not:
- (a) borrow money;
 - (b) issue bonds;
 - (c) lend money on behalf of the Society; or
 - (d) mortgage, charge or give other security on the undertaking or on the whole or any part of the property and assets of the Society;
- to issue debt obligations for any liability or obligation of the Society or any other person.

- 8.2 As a condition of the amalgamation of the Society, the Broadmead Covenant Enforcement Society (one of the societies amalgamated to form the Society) required that \$7,000 be set aside by the Society for "covenant-related" purposes and the Society will continue to use the remainder of that amount for such purposes until the funds are expended.

PREVIOUS CONSTITUTIONAL PROVISIONS

- 9.1 The Society's purposes shall be carried on without object of gain for its members and any profits or other accretions to the Society shall be used in relation to its purposes. **THIS PROVISION WAS PREVIOUSLY UNALTERABLE**
- 9.2 In the event that the Society is wound up or dissolved in accordance with the provisions of the *Society Act* of the province of British Columbia, all the assets held by the Society after all debts have been paid shall be paid, transferred, or delivered to one or more recognized Canadian charitable organizations or to trustees on trust for a charitable purpose. Selection of charitable organizations shall be made by the members of the Society upon dissolution. **THIS PROVISION WAS PREVIOUSLY UNALTERABLE.**