

# Bylaws of Halfmoon Bay Community Association (the “Society”)

  
CAROL PREST

## **PART 1 – DEFINITIONS AND INTERPRETATION**

### **DEFINITIONS**

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 Society;

“**Bylaws**” means these Bylaws as altered from time to time.

### **DEFINITIONS IN ACT APPLY**

1.2 The definitions in the Act apply to these Bylaws.

### **CONFLICT WITH ACT OR REGULATIONS**

1.3 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.

## **PART 2 – MEMBERS**

### **MEMBERSHIP**

2.1 The members of the Society are the applicants for incorporation of the Society, the directors of the Society and the former directors, who in each case, have not ceased to be members. A director who ceases to be a member of the Society also ceases to be a director of the Society.

2.2 Any property owner or adult resident of Area “B” (Halfmoon Bay) may apply to become a member in the Association by accepting the aims and objects of the Society as defined in the Constitution and Bylaws. With agreement of a majority of the directors, applicants from a wider area of the Sunshine Coast may apply for membership.

## **DUTIES OF MEMBERS**

- 2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.4 Collection, use and disclosure of personal membership information is limited to the transaction of the business of the Society and cannot be disclosed or shared without the written consent of the member.

## **AMOUNT OF MEMBERSHIP DUES**

- 2.5 The amount of the annual membership dues, if any, must be determined by the Board.

## **MEMBER NOT IN GOOD STANDING**

- 2.6 A member is not in good standing if the member contravenes the bylaws of the Society, or 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.

## **MEMBER NOT IN GOOD STANDING MAY NOT VOTE**

- 2.7 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.

## **TERMINATION OF MEMBERSHIP IF MEMBER NOT IN GOOD STANDING**

- 2.8 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months. Prior to termination the member shall be provided written notice of the proposed termination of membership. The member shall be given a reasonable opportunity to make representations to the Society respecting the proposed termination.

## **PART 3 - GENERAL MEETINGS OF MEMBERS**

### **TIME AND PLACE OF GENERAL MEETING**

- 3.1 A general meeting must be held at the time and place the Board determines. Members may participate electronically or in person, as determined by the Board.

## **ORDINARY BUSINESS AT GENERAL MEETING**

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

- a) adoption of rules of order;
- b) consideration of any financial statements of the Society presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor;
- d) election or appointment of directors;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the directors not requiring the passing of a special resolution.

## **NOTICE OF SPECIAL BUSINESS**

3.3 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.

## **CHAIR OF GENERAL MEETING**

3.4 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
  - iii. one of the other directors present at the meeting, if both the President and Vice-President are unable to preside as the chair.

## **ALTERNATE CHAIR OF GENERAL MEETING**

3.5 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.

## **QUORUM REQUIRED**

3.6 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.

## **QUORUM FOR GENERAL MEETINGS**

3.7 The quorum for the transaction of business at a general meeting is 5 voting members.

## **LACK OF QUORUM AT COMMENCEMENT OF MEETING**

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

- 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.

## **IF QUORUM CEASES TO BE PRESENT**

3.9 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.

## **ADJOURNMENTS BY CHAIR**

3.10 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.

## **NOTICE OF CONTINUATION OF ADJOURNED GENERAL 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 a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 20 days or more, notice of the continuation of the adjourned meeting must be given.

## **ORDER OF BUSINESS AT GENERAL MEETING**

3.12 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;
- 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 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
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

## **METHODS OF VOTING**

3.13 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.

## **ANNOUNCEMENT OF RESULT**

3.14 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.

## **PROXY VOTING NOT PERMITTED**

3.15 Voting by proxy is not permitted.

## **MATTERS DECIDED AT GENERAL MEETING BY ORDINARY RESOLUTION**

3.16 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.

- 3.17 At general meetings, all resolutions, excluding special resolutions shall be passed by a majority of votes cast. Special resolutions shall be passed by a majority of not less than 2/3 of members entitled to vote. Voting privileges shall be restricted to those individuals who have been a member of the Society for at least 30 days prior to the meeting.

## **PART 4 – DIRECTORS**

### **NUMBER OF DIRECTORS ON BOARD**

- 4.1 The Society must have no fewer than 6 directors or such greater number as determined from time to time.

### **ELECTION OR APPOINTMENT OF DIRECTORS**

- 4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect the Board. The Board may determine the rules relating to the election of directors. 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, death or incapacity of a director during the director's term of office. Directors may also be elected at the annual general meeting. Nominations for directors shall be forwarded to the President at least 10 days prior to the annual general meeting.

### **TERM OF APPOINTMENT OF DIRECTOR FILLING CASUAL VACANCY**

- 4.3 A director appointed by the Board to fill a vacancy holds office only until the conclusion of the next annual general meeting of the Society but is eligible for re-election at the meeting.

## **PART 5 – DIRECTORS' MEETINGS**

### **CALLING DIRECTORS' MEETING**

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

### **NOTICE OF DIRECTORS' MEETING**

- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **PROCEEDINGS VALID DESPITE OMISSION TO GIVE NOTICE**

- 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.

## **CONDUCT OF DIRECTORS' MEETINGS**

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

## **QUORUM OF DIRECTORS**

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

## **PART 6 – BOARD POSITIONS**

### **ELECTION OR APPOINTMENT TO BOARD POSITIONS**

6.1 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;
- d) Treasurer.

### **DIRECTORS AT LARGE**

6.2 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.

### **ROLE OF PRESIDENT**

6.3 The President is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **ROLE OF VICE-PRESIDENT**

6.4 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.

## **ROLE OF SECRETARY**

- 6.5 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;
  - e) filing the annual report of the Society and making any other filings with the registrar under the Act.

## **ABSENCE OF SECRETARY FROM MEETING**

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

## **ROLE OF TREASURER**

- 6.7 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;
  - c) preparing the Society's financial statements;
  - d) making the Society's filings respecting taxes.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **REMUNERATION OF DIRECTORS**

- 7.1 Capital expenditures of the Society relating to any item, or for the good of the Society as deemed by a vote of 3/4 of the board of directors, to benefit the Society as a whole may be made on approval of the Board. Such expenditures can be no greater than \$5,000. Anything over this amount would require a general meeting of the membership for approval.
- 7.2 These Bylaws do not permit the Society to pay to a director remuneration for acting as a director, but the Society may, subject to the Act, and with approval of a majority of the board, pay remuneration to a director for all expenses necessary and reasonably incurred by her/him while engaged in the affairs of the Society.

## **SIGNING AUTHORITY**

- 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, 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 Society.

## **PART 8 - DISCLOSURE OF RECORDS**

- 8.1 The Society is not obligated to allow members to inspect the minutes of meetings of directors, consent resolutions of directors or accounting records, other than the Society's financial statements.

## **PART 9 - NOTICE TO MEMBERS**

- 9.1 A notice may be given to a member, either personally, by mail, e-mail, or other forms of electronic communication to the most recent contact information provided to the Society.

## **PART 10 - PREVIOUSLY UNALTERABLE PROVISION**

- 10.1 The Society shall act as Trustees for the Restricting Covenant in respect of that part of District Lots 1326 and 1327 formerly known as the Welcome Beach Watershed, title of which was transferred by the Welcome Beach Waterworks District to the Sunshine Coast Regional District in 1977 with the proviso that the land be preserved as a wilderness park. This shall be an unalterable provision.