



T.K. SPARKS

## HALFMOON BAY COMMUNITY ASSOCIATION BYLAWS

### 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;

**"Board Resolution"** means:

- (a) a resolution passed by a simple majority of the votes cast by those directors who are entitled to vote on such matter either at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); or
- (b) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board;

**"Bylaws"** means these Bylaws as altered from time to time.

**"Electronic Means"** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that:

- (a) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously, and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location, and
- (b) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;

**"Ordinary resolution"** means either of the following:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members;
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;

**"Special resolution"** means either of the following:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members;
- (b) a resolution consented to in writing by all of the voting members;

**"Society"** means Halfmoon Bay Community Association;

**"Voting members"** means every member of the Society other than a member who is not in good standing.

**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, the former directors, and those persons who become members pursuant to the provisions of clauses 2.2 and 2.3 below and who, in each case, have not ceased to be members.

**2.2** Any adult person being:

(a) an owner of real property in Area "B" (Halfmoon Bay) of the Sunshine Coast Regional District

(b) ordinarily resident in Area "B" (Halfmoon Bay), or

(c) a parent, spouse, child or grandchild, or a partner of any of them, of a person described in preceding clauses 2.2(a) or (b) above

may apply for membership in, and become a member of, the Society upon payment of any applicable membership dues.

**2.3** Any adult person not qualifying for application for membership under clause 2.2 may apply for membership in, and with the agreement of a majority of the directors become a member of, the Society upon payment of any applicable membership dues.

**Amount of membership dues**

**2.4** The amount of the annual membership dues, if any, must be determined by a resolution of the Board. Once the amount of any membership dues has been determined that amount will be deemed to be the annual membership dues in each succeeding membership year unless changed by the Board in accordance with these Bylaws. The Board may, in its discretion, discount, pro-rate or waive the payment of dues required of any given member from time to time.

**Member not in good standing**

**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.

**Member not in good standing may not vote**

**2.6** A member who is not in good standing has the right to receive notice of and to attend all meetings of members but:

(a) may not vote at a general meeting, and

(b) is deemed not to be member for the purposes of consenting to a resolution of the members.

### **Termination of membership if member not in good standing**

**2.7** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

### **Cessation of Membership**

**2.8** A member ceases to be a member of the Society:

- (a) by delivering a written resignation signed by the member to the Secretary of the Society or to the registered address of the Society;
- (b) if the member is an individual, on his death, or if the member is a partnership or corporation, on its dissolution;
- (c) pursuant to section 2.7 of these Bylaws; and upon being expelled in accordance with section 2.9 of these Bylaws.

### **Expulsion**

**2.9** The members of a Society may expel a member by special resolution passed by at least 2/3 of the votes cast at a meeting of members of which notice specifying the intention to pass such a resolution has been given, provided that the member who is the subject of the proposed resolution is given a reasonable opportunity to be heard at the meeting before the resolution is put to a vote.

### **Membership generally**

**2.10** Every member must uphold the constitution of the Society and must comply with these Bylaws.

**2.11** 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.

## **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, provided that unless otherwise permitted in accordance with the Act, the Society will hold an annual general meeting at least once in every calendar year.

### **Notice of general meeting**

**3.2** Notice of a general meeting must be sent to every member at least 14 days and not more than 60 days before the date of the meeting and must;

- (a) specify the date, time and location of the general meeting; and
- (b) include the text of any special resolution to be submitted to the meeting.

If the Board has determined to permit participation in a general meeting by electronic means, notice of the meeting must inform members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done.

### **Waiver of Notice**

**3.3** A member may, in any manner, waive the member's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **Omission of Notice**

**3.4** The accidental omission to send notice of a general meeting to, or the non-receipt of a notice by, a member does not invalidate any proceedings at that meeting.

### **Ordinary business at general meeting**

**3.5** 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**

**3.6** 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**

**3.7** 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**

**3.8** 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**

**3.9** 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**

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

### **Lack of quorum at commencement of meeting**

**3.11** 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**

**3.12** 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**

**3.13** 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**

**3.14** 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.

**Participation in general meetings by electronic means**

**3.15** The Board may, in its discretion, determine to hold any general meeting, either in whole or in part, by Electronic Means so as to allow some or all of the members and any other participants in such meeting to participate in the meeting remotely, provided that if so determined, the Board must take reasonable steps to ensure that all of the persons participating in the meeting, whether in person or by Electronic Means, are able to communicate with each other. Any person participating in a general meeting by Electronic Means is deemed to be present at such meeting.

**Proposing a resolution**

**3.16** No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

**Entitlement to vote**

**3.17** Each member in good standing is entitled to one vote on matters for determination by the members. In case of an equality of votes, the individual presiding as chair of a meeting will not have a casting or second vote in addition to the vote to which such individual may be entitled as a member and the proposed resolution will not pass.

**Proxy voting not permitted**

**3.18** Voting by proxy is not permitted.

**Order of business at general meeting**

**3.19** 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**

**3.20** 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**

**3.21** 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.

### **Matters decided at general meetings**

**3.22** 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.

**3.23** 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 the votes cast.

**3.24** 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 will have no fewer than 6 directors and no more than 11 directors unless otherwise determined at a general meeting by ordinary resolution.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election of directors must elect the Board from those individuals:

- (a) who were serving as directors immediately prior to the annual general meeting and who have advised the President of their willingness to serve for another term, and
- (b) those individuals for who nominations for election as a director have been received by the President at least 10 days prior to the date of the annual general meeting.

### **Power of directors**

**4.3** The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society, including without limitation, the Act; and
- (b) these Bylaws and the Constitution.

### **Management of property, activities and internal affairs**

**4.4** The Board has the authority and responsibility to manage, or supervise the management of the property, activities, and internal affairs of the Society.

### **Support of society purposes**

**4.5** Each director will unreservedly subscribe to and support the purposes of the Society and, when exercising the powers and performing the functions of a director, will act with a view to the purposes of the Society.

### **Invalidation of director acts**

**4.6** No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made. No act or proceeding of a director or the Board is invalid merely because:

- (a) of a defect in a director's designation, election or appointment or in the qualifications of a director;
- (b) fewer than the required number of directors have been designated, elected or appointed;
- (c) the residency requirements for the directors have not been met; or
- (d) a majority of the directors, contrary to the Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services.

### **Consent to act as director**

**4.7** No election, appointment or designation of an individual as a director is valid unless:

- (a) that individual consents to be a director in the manner provided for in the Act;
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

### **Qualification for director**

**4.8** In order to be eligible to be elected or appointed and to serve as a director, a person must be qualified in accordance with the Act.

### **Director terms**

**4.9** Elections for directors will normally occur at the annual general meeting. Each director will be elected or appointed for a 1-year term and will retire from office at the close of the annual general meeting next following his or her election.

### **Term Limits**

**4.10** A director may be elected or appointed for an unlimited number of consecutive terms

### **Directors may fill casual vacancy on Board**

**4.11** 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 loss of capacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

**4.12** 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 individual whose departure from office created the vacancy.

### **Power of board if a vacancy**

**4.13** When there is a vacancy or vacancies on the Board, the remaining directors may exercise all the power of the Board as long as a quorum of the Board remains in office.

**Additional directors**

**4.14** The directors, between the annual meetings of the members, may appoint 1 or more additional directors of the Society, but the number of additional directors must not at any time exceed 1/3 of the number of directors elected or appointed at the last annual meeting of the members of the Society.

**Removal of directors**

**4.15** The members may, by special resolution, remove a director before the expiration of his or her term of office and may appoint any person to serve in the place of the removed Director until the next annual meeting of the members.

**Termination of office**

**4.16** The office of a director shall be automatically terminated if any of the following events occur:

- (a) the director's term of office expires;
- (b) the director dies;
- (c) the director is removed from office in accordance with section 4.15;
- (d) director ceases to meet any of the qualifications for being a director set out in these Bylaws or the Act;
- (e) the director resigns from his or her office by notice in writing to the Society, which such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

**PART 5 – DIRECTORS’ MEETINGS****Calling directors’ meeting**

**5.1** A directors’ meeting may be called by the President or by any two other directors.

**Notice of directors’ meeting**

**5.2** At least two 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 by the Board, 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 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** 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 the approval of a majority of the board, reimburse a director for all expenses necessary and reasonably incurred by that director 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.

**Expenditures**

- 7.3** The Board may authorize expenditures on any one item or service where that expenditure does not exceed \$5,000. Where the proposed expenditure for an item or service does, or is expected to, exceed \$5,000, the expenditure must be supported by a vote of a majority of the members at a general meeting.

**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 Trustee 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 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.