

WEST POINT GREY COMMUNITY ASSOCIATION BY-LAWS (WITH 2004 REVISIONS)

Membership

1. Any person shall be eligible *for membership in the Society* subject to any execs, regulations or instructions from time to time laid down by' the Directors
2. Application for membership shall be made on a form approved by the directors, and supplied to the applicants by the Society and the applicants shall give all such particulars as the form may require. The application shall be delivered to the secretary of the Society accompanied by the entrance fee which shall be returned to the applicant if the application shall be rejected. The directors upon receipt of the application and entrance fee shall with due dispatch either reject or accept the same.
3. The members shall pay such fees and dues in such amounts and at such times as the Directors may from time to time direct, and the directors may waive or reduce the fees and dues payable by any member or members
4. No person except the president and vice-president of the junior membership appointed as Directors, shall be a voting member of the Society unless he or she is of the age of eighteen (18) years or over.
5. There shall be Four (4) classes of membership in the Society, namely, honorary membership life membership, ordinary membership and junior membership:
 - a. The honorary members shall not be entitled to vote at but shall be entitled to notice of, meetings of the members of the Society they shall not be required to pay any membership fees or dues or subscriptions.
 - b. The life members shall be entitled to One (1) vote per member at all meetings of members of the Society; upon being appointed a life member of the Society such member shall not be required to pay fees or dues or subscriptions.
 - c. The ordinary members shall be entitled to One (1) vote at all meeting of members of the Society they shall pay annual membership dues in accordance's with the provisions of the by-laws of the Society in that behalf from time to time in force.
 - d. Except as provided in by-law four hereof the junior members shall not be entitled to vote at meetings of the members of the Society and shall be these persons below the age of Eighteen (18) years.
6. Members may resign by resignation, in writing, which shall be effective upon acceptance thereof by the Board of Directors.

In the case of resignation, a members shall remain liable for payments of any assessment or other

sum levied or which became payable by him to the Society prior to acceptance of his resignation.

7. The directors may by a resolution passed by a majority of the said directors suspend or expel any member from membership whose conduct shall have been determined by the directors to be inimical to the Societies best interest or who fails to comply with any rule or by-law of the Society Five (5) days' notice in writing of the time and place of the meeting at which, the matter is to be considered by the directors shall be given to the member concerned, or such lesser time as the directors may decide in view of the circumstances of the matter and which shall contain a statement of the complaint or matter to be considered by the directors.

8. Upon the failure of any member to pay annual membership fee, any subscription, or indebtedness due to the Society, the Directors may cause the name of such member to be removed from, the register of members but such member may be readmitted to membership by the directors upon such evidence as they may consider satisfactory.

9. Any member who resigns, withdraws, or is expelled from the Society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society.

Meetings of Members

Annual General Meeting

10. The annual general meeting of the Society shall be held once in every calendar year during the month of February, or within six **months of the fiscal year end, at the discretion of the Directors**. Five days (5) notice shall be given by ordinary post or as otherwise deemed reasonable by the Directors. General meetings of the Society may be held at any time at such time and place within the Province of British Columbia as the directors may determine. There may be transacted at any general meeting all such business as may be legally transacted at a general meeting whether or not the nature of such business has been mentioned or set out in the notice calling the meeting.

11. Only those members whose names appear on the official member list and who are in good standing shall be entitled to receive notices of meetings or other notices and such notices shall be deemed to be duly given if sent to such members by ordinary post to the addresses appearing, on such official membership list.

12. The directors may whenever they think fit, convene a general meeting of the Society and not less than Five (5) days notice of such general meeting shall be given, the notice specifying the place, day and hour of the meeting and in the case of special business the general nature of the business shall be specified Such notice shall be given by ordinary mail addressed to each member at his last address registered with the Society or as otherwise deemed fit by the directors. The non-receipt of notice by any member shall not invalidate proceedings or any resolution passed at any meeting

Procedure at Meetings

Whenever under the provisions of these by-laws of the Society, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter box, In a postpaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books and official membership list of the Society. The notice or other documents so sent by post shall be held to be sent at the time when the same was

deposited in a post office or public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books or official membership list of the Society.

Quorum

14. At all general meetings the quorum shall be such number as shall from time to time be fixed by a resolution of the directors.

Voting By Members

15. Every member in good standing shall be entitled to vote and each of such members shall have One(1) vote at any meeting of the Society.

16. The President, or, in his absence, the Senior Vice-President present, shall preside as chairman of every meeting of the Society. If neither the President nor a Vice-President is present within Fifteen (15) minutes after the time appointed for holding the meeting', the members present shall choose someone of their number to be chairman of the meeting.

17. At all meetings of the Society all questions shall be decided by a majority of votes, and in the case of equality of votes, the chairman shall be entitled to a second or casting vote. All votes shall be open and by a show of hands or ballot or in such manner as the members of the meeting decide.

Directors

18. Notwithstanding anything contained in the Constitution or these by-laws the number of and the names of the first Board of Directors shall be determined by the subscribers to the Constitution and by- laws of the Society which shall not in any event exceed Eighteen (18) in number. The first Board of Directors shall continue in office until the first annual general meeting of the Society.

19. There shall be nineteen directors of the Association, eighteen to be elected by the membership, and one member to be appointed by the remaining directors from among the youth membership.

20. Each member may before the date of the annual general meeting nominate not more than Two (2) candidates for election. The nominations shall be in writing and shall be delivered to the Secretary of the Society. The nominations shall be closed at 3: O'clock in the afternoon five working days prior to the date set for the annual general meeting and all nominations received after." that date shall be ineffective.

21. In case of failure at any election to elect the requisite number of directors the elected directors may appoint to the vacant place any member of the Society duly qualified to be elected,, and the member or members so appointed shall hold office as if they had been duly elected at such election.

Qualification of Directors

22. The qualification for a director shall be coincident with qualification for membership in the Society. A director shall cease to be a director at the time he ceases to be a member of the Society.

Casual Vacancies

23. Any casual vacancy occurring in the Board of Directors may be filled up by the directors by the appointment of any member of the *Society* duly qualified to be elected as a director, and the director so appointed shall hold office until the end of the term of office that the director would have held had the director been elected to that office at the annual general meeting when it became vacant.

Vacating Office

24. If any member of the Board of Directors shall resign his office, or without reasonable excuse absent himself from Three (3) or more consecutive director's meetings, or be suspended or expelled from the Society, the directors shall declare his office vacated and may appoint a successor in his place to hold office until the next annual general meeting.

Term of Directors

25. Subject to Articles 25.1 and 25. 2, each director shall hold office for a period of two years. Directors may be re-elected.

25.1 After the adoption of this bylaw, no director may serve for more than four consecutive terms, including any partial term that exceeds one year in duration. A member who has previously served four consecutive terms may be elected or appointed as a director at or after the Annual General Meeting subsequent to the Annual General Meeting at which the member ceased to be a director.

25.2 The director appointed from among the youth membership shall hold office for a period of one year.

25.3 At the first annual general meeting following the adoption of this article, the members shall elect eighteen directors. Those nine directors receiving the greatest number of votes shall hold office for two years. The remaining directors elected shall hold office for one year.

Quorum and Meetings Board of Directors

26. A majority of the directors shall form a quorum' for the transaction of business. The Board of Directors may hold its meetings at such place or places within the Province of British Columbia as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' Meetings may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one (1) day before the meeting is to take place or shall be mailed to each director not less than Two (2) days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and

conclusive evidence of the giving of such notice. The he Board may appoint a day or any days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held without notice immediately following the annual general meeting of the Society. The directors my consider or transact any business either special or general at any meeting of the Board

27. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairman in addition to his original vote, shall have a second casting vote. All votes at any such meeting shall be taken by or ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairman that a resolution has been carried and an entry to that of fact in the minutes shall I be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice- President or such other director as the Board may from time to time appoint for the purpose.

28. A resolution in writing signed by all the directors personally shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted.

29. The Board of Directors shall have full power to make such rules and regulations as they may think fit provided that such rules and regulations are not inconsistent with the Constitution of the Society and there by-laws.

30. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

31. Every director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every director of the Society and his heirs executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society and against all costs charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceedings which is brought commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made done or permitted by him or any other director or directors in or about the execution of the duties of his or their office, and also from. and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Officers of the Society

32. There shall be a President, a Vice-President, a Secretary, and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such *Board* of Directors, provided that in default of such election the then incumbents, being

members of the Board, shall hold office until their successors are elected. The other officers of the Society need not be members of the Board and the employment of all officers shall be settled from time to time by the Board.

33. The President shall be the executive officer of the Society and it shall be his duty to preside at all meetings of the Society, of the executive and of the Board of Directors and may hold office for not more than Two (2) consecutive years and is eligible for re-election after a lapse of One (1) year during which time he will serve as Immediate Past President.

34. The Vice-president shall assume the duties of the President in the absence of the latter.

35. The Treasurer shall receive, deposit and make Disbursements of all monies of the Society, provided that no disbursements shall be made except upon the authorization of a resolution of the Board of Directors.

36. The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to member and to Directors. He shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

Special Committees

37. There shall be such standing and special committees having such purposes and duties as the directors may from time to time by determine Any members of the Society may be appointed by the directors to serve on any special committee.

Borrowing Powers

38. For the purpose of carrying out the objects of the Society, the directors may borrow or raise or secure the payment of money in such manner as they think fit and without limiting the generality of the foregoing to issue, sell or pledge securities of the society; and charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers franchises or undertakings,, to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Society: provided that debentures shall not be issued without the sanction of an extraordinary resolution of the Society.

From time to time the directors may authorize any director, officer or employee of the Society or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Society as the directors may authorize.. and generally to manage, transact and settle the *borrowing of* money by the Society.

Audit

39. The accounts and books of the Society shall be examined at least once in each year and their correctness ascertained and certified by a firm of chartered accountants who shall be appointed by the directors.

The Seal

40. The Secretary of the Society shall have custody of the seal which shall be not affixed to any instrument except by authority of a resolution of the Board of Directors and in the presence of such directors and/or officers of the Society as may be prescribed by such resolution.

Alteration of By-laws

41. The by-laws of the Society shall not be altered or added to except by an extraordinary resolution of the Society. For all purposes of the Society extraordinary resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present in person or by proxy (where proxies are allowed) at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given, such majority being Three-Fourths (3/4).

42. Any extraordinary resolution other than one to alter or add to the by-laws of the Society shall require the majority of two thirds (2/3) of such members entitled to vote and are present.

Minutes Books and Records

43. The Secretary or some other officer specially charged by the Directors with that duty shall maintain and have charge of *the* minute book of the Society and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and directors. The Secretary shall keep an official membership list with the names and addresses of the members set opposite their respective names. The official membership list, books and records of the Society at such times and place as may be fixed from time to time by the directors.

Winding Up

44. No member of the Society shall be entitled to any of the property of assets of the Society and in the event that the Society shall be wound up or dissolved, any surplus assets remaining after such winding up or dissolution shall be distributed to such a charity or charities *as the* directors in their sole may determine.

Notice

45. Unless otherwise specified by these by-laws a notice may be given by the Society to any member either to him personally or to his representative personally or by sending it by post *to* him or his representative *to* the address within the Province of British Columbia shown in the records of the Society as the address for such member or his representative. Where a notice is sent by post,, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected on the day following the date of the posting.

46. The failure by the Society to give notice of any meeting to any member or his representative or the failure of any member or his representative to receive any such notice shall not in any way invalidate any of the proceedings or actions taken at any meeting for which any such notice has been given by the Society.