

CONSTITUTION

of

Name of Society: **FAIRWINDS COMMUNITY ASSOCIATION**

Mailing Address: PO Box 281, Nanoose Bay, BC, V9P 9J9

Official Address: Shall be the address of current Secretary

Revision Adopted: April 24, 2003

PURPOSE

The "Fairwinds Community" is described as the area defined by the attached Regional District of Nanaimo's "Nanoose Bay Official Community Plan" and designated "Fairwinds Planning Area Urban Boundary" or as amended from time to time by the Regional District of Nanaimo.

The main purpose of this association is to provide residents of Fairwinds Community with a non-political organization that would:

1. Serve as a source of information about the community
2. Provide an opportunity for addressing and sharing issues/concerns of common interest to the community.
3. Give direction for a unified course of action in resolving emergent issues / concerns affecting the community; and
4. Liaise with the owners and management of the Fairwinds Development Corporation with respect to issues affecting the community and its residents.

The purpose of the Fairwinds Community Association shall be carried out with full recognition of and due regard for any and all existing local associations.

BY-LAWS

of
Fairwinds Community Association

The By-laws of the association are in conformance with Schedule B of the Society Act and are listed as follows:

Part 1 – Interpretation and Definitions

- 1.1 In these by-laws, unless the context otherwise requires,
- (a) “directors” means the directors of the association for the time being
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - (c) “registered address” of a member means his address as recorded in the register of members
 - (d) “Association” means Fairwinds Community Association
 - (e) “special resolution” means a resolution involving by-law amendments, financial assessments, and removal of directors
 - (f) “standing committee” means a committee dealing with an on-going concern, composition to be reviewed annually
 - (g) “special committee” means a committee dealing with a specific purpose and has a limited time period of operation
- 1.2 The definitions in the Society Act on the date these by-laws become effective apply to these by-laws
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
- 1.4 The fiscal year of the association shall be April 1 through March 31

Part 2 – Membership

- 2.1 Membership in the Association is open to all residents within the Fairwinds Community and may include all property owners, renters whilst still renting, and owners of businesses within the defined Fairwinds Community.
- 2.2 Residents may become individual voting members by registering with the association and paying the set membership fee and subsequent assessments approved by the association.
- 2.3 Every member shall uphold the constitution and comply with these by-laws.

- 2.4 The amount of the membership dues and subsequent assessments shall be determined by the directors and ratified by the general membership at the Annual General Meeting of the association.
- 2.5 A person shall cease to be a member of the association
- (a) by delivering his resignation in writing to the secretary of the association or by mailing or delivering it to the address of the association;
 - (b) on his 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
 - (e) on having been a member not in good standing for 12 (twelve) consecutive months
- 2.6 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
 - (b) A brief statement of the reason or reasons for the proposed expulsion shall accompany the notice of special resolution for expulsion.
 - (c) 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.
- 2.7 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.

Part 3 – General Meetings

- 3.1 Annual General meetings and extraordinary General Meetings of the association shall be held at the time and place that the directors decide.
- 3.2 Notice of a General Meeting:
- (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.
 - (b) 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.
- 3.3 The Annual general meeting shall be held during and before the end of April of each year

Part 4 – Proceedings at General Meetings

- 4.1 All business transacted at an annual general meeting shall include:
- (a) the adoption of Robert's Rules of Order;
 - (b) the consideration of the financial statements;
 - (c) the report of the directors;
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the appointment of the auditor, if required;
 - (g) 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

- (h) business introduced without notice by a member at the annual general meeting may be deferred to a subsequent extraordinary general meeting.
- 4.2 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 4.1.
- 4.3 Quorum at a meeting
 - (a) A quorum is 20 (twenty) qualified voting members present.
 - (b) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting when a quorum is not present.
 - (c) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until a quorum is present or until the meeting is adjourned or terminated.
- 4.4 If within 30 (thirty) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the request of member or members, shall be terminated. In any other case, it shall stand adjourned to the same day at a later time and if, at the adjourned meeting, a quorum is not present from the time appointed for the meeting, the members present constitute a quorum.
- 4.5 Subject to by-law 4.6, the president of the association, or the vice president or, in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
- 4.6 If at a general meeting
 - (a) there is no president, vice president or other director present within 15 (fifteen) minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 4.7
 - (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When a meeting is adjourned for 10 (ten) days or more, notice of the adjourned meeting shall be repeated as in the case of the original meeting.
 - (c) When a meeting is adjourned 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 by-law.

Part 5 – Voting

- 5.1 Those eligible to vote are:
 - (a) resident home owners
 - (b) resident home renters
 - (c) non-resident property owners
 - (d) corporate owners/managementWho are members in good standing
- 5.2 A member in good standing present at a meeting of members is entitled to one vote.
- 5.3 Voting is by show of hands

- 5.4 Voting by proxy is not permitted
- 5.5 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.
- 5.6 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.
- 5.7 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.

Part 6 – Directors and Officers

- 6.1 A minimum of 5 (five) and a maximum of 7 (seven) directors are to be elected by the membership from the members in good standing. These directors will in turn then elect, from amongst themselves: a president, a vice-president, a secretary and a treasurer.
- 6.2 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;
 - (b) these by-laws; and
 - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the association in a general meeting
- 6.3 Term in office
- (a) 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
 - (i) directors shall retire from office at the appropriate general meeting
 - (ii) directors are eligible for re-election
 - (b) The directors shall retire from office at the designated annual general meeting when their successors shall be elected.
- 6.4 Election of directors
- (a) An election may be by acclamation; otherwise it shall be by ballot.
 - (b) 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.
 - (c) 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.
- 6.5 If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to complete the term of the former director
- 6.6 No act or proceeding of the directors shall be invalid only by reason of there being less than the prescribed number of directors in office.
- 6.7 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

- 6.8 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.

Part 7 – Proceedings of Directors and Committees

- 7.1 (a) 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.
(b) The quorum shall be a majority of the directors then in office.
(c) 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
(d) 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.
- 7.2 (a) The directors may delegate any, but not all, of their powers to committees.
(b) 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.
- 7.3 The “Executive Council” shall consist of elected officers and directors.
- 7.4 The “General Council” shall consist of
(a) the directors;
(b) committee chairperson(s) and co-chairperson(s);
(c) area representative(s)
- 7.5 Standing committees shall be comprised of 1 (one) or more directors and committee members appointed from the general membership and shall be formed for the following purposes:
(a) Social Committee – to facilitate area social activities and functions
(b) Communications Committee – to generate information and keep the membership informed.
(c) Covenant Committee – to work with area covenants and compliance to them.
(d) Welcoming Committee – to ensure new residents to the area are informed and welcomed.
(e) Parks Committee – to work for the betterment of our community parks and to liaise with District 69 Parks and Recreation Department, to promote this objective.
- 7.6 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 number to be chairperson of the meeting.
- 7.7 The members of a committee may meet and adjourn as they think proper.
- 7.8 A director who shall be absent temporarily from British Columbia shall advise the secretary for the purpose of receiving notices of meetings of directors.

- 7.9 Questions arising at a meeting of the directors and committees shall be decided by a majority of votes.
- 7.10 A decision in writing signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors

Part 8 - Duties of Officers

- 8.1 The president
- (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.
- 8.2 The vice president shall carry out the duties of the president during his absence.
- 8.3 The secretary shall
- (a) conduct the correspondence of the society;
 - (b) issue notice of meetings of the association and directors;
 - (c) keep minutes of all meetings of the association and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer; and
 - (e) have custody of the common seal of the association, if applicable;
- 8.4 The treasurer shall
- (a) keep the financial records, including books of account, necessary to comply with the Society Act;
 - (b) render financial statements to the directors, members and others when required; and
 - (c) maintain the register of members.
- 8.5 The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- 8.6 In the absence of the recording secretary from a meeting, the directors shall appoint another person to act as recording secretary at the meeting.

Part 9 – Borrowing

- 9.1 In order to carry out the purposes of the association the 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.
- 9.2 No debenture shall be issued without the sanction of a special resolution approved by the general membership.
- 9.3 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

- 10.1 This part applies only where the association is required or has resolved to have an auditor.

- 10.2 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.
- 10.3 An auditor may be removed by ordinary resolution.
- 10.4 An auditor shall be promptly informed in writing of appointment or removal.
- 10.5 No director and no employee of the association shall be auditor.
- 10.6 The auditor may attend general meetings.

Part 11 – Notice to Members

- 11.1 A notice may be given to a member, either personally, electronically, or by mail to him at his registered address.
- 11.2 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.
- 11.3 Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day notice is given: and
 - (b) the auditor, as Part 10 applies
 - (c) no other person is entitled to receive a notice of a general meeting.

Part 12 – By-laws

- 12.1 On being admitted to membership, each new member may request a copy of the constitution and by-laws of the society. The constitution and by-laws will be accessible to all members on the association website.
- 12.2 these by-laws shall not be altered or added to except by special resolution.

Attachment:

From: Nanoose Bay Official Community Plan
Title: Fairwinds Planning Area Urban Boundary

