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Association of the Savary Island Committee

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Constitution and Bylaws
of the
Association of the Savary Island Committee

Amended April 2018

**SOCIETY ACT
CONSTITUTION**

1. The name of the Society is **Association of the Savary Island Committee**.
2. The Purposes of the Society are
 - a) To advocate and to act for the members when liaising with government agencies, other organizations and individuals.
 - b) To advise government agencies on the financial and administrative management of Savary Island affairs and services.
 - c) To strive for local control over policy-making and activities that affect our community, including decisions as to how our tax dollars are allocated, so as to meet the needs of our community.
 - d) To strive for fairness that is reflective of the diverse values of the members, by consideration of majority and minority opinion in decision-making.
3. [Moved to Bylaw 97]
4. [Moved to Bylaw 98]
5. [Moved to Bylaw 99]
6. [Moved to Bylaw 100]
7. [Moved to Bylaw 101]

BYLAWS OF Association of the Savary Island Committee

Here set forth, in numbered clauses, are the Bylaws providing for the matters referred to in Section 6(1) of the *Society Act* and any other Bylaws.

Part 1 – Interpretation

1. In these Bylaws, unless the context otherwise requires,
 - a. “Directors” means the elected members of the Savary Island Committee who as a group shall act as the Board of Directors of this Society;
 - b. “Society Act” means the *Society Act* of the Province of British Columbia;
 - c. “Term” means the time between the elections of Directors;
 - d. “Area” means any one of the 3 areas of Savary Island that has elected Directors representing that area of the island;
 - e. “Annual General Meeting” (AGM) is a yearly meeting of Directors and members.
 - f. “Extraordinary General Meeting” (EGM) is any meeting of Directors and members, other than the AGM, if declared by the Directors to be an Extraordinary General Meeting.
 - g. “Directors’ Meeting” is any meeting of Directors if declared by the Directors to be a Directors’ Meeting;
 - h. “Subcommittee Meeting” is any meeting of subcommittee members, if declared by the subcommittee members to be a Subcommittee Meeting;
 - i. “Permanent Resident” is any member who lives on Savary for at least six months per year, or has claimed his primary residence to be on Savary as recorded by BC Assessment.
2. The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 – Membership

Conditions for Membership

4. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with the Bylaws, and, in either case, have not ceased to be members.

5. To be eligible for membership, a person must be of voting age according to the laws of British Columbia, and be:

a. a registered owner of property on Savary Island; or

b. the spouse or common-law spouse of 5.a.; or

c. a tenant resident on Savary Island for at least the six months prior to the date on which Society elections are held; or

d. the owner or designated voter of a Company or Trust which is the registered owner of property on Savary Island; or

e. the spouse or common-law spouse of 5.d.

6. Each person is considered to have become a member on the day his membership request has been received verbally or in writing, providing he meets the membership criteria of these Bylaws.

Duties of Members

7. Each member is expected to inform the Secretary or his designate in writing of his up-to-date mailing address, Savary address, and e-mail address, for the purpose of receiving notices from the Society. This is an ongoing obligation.

8. Every member is expected to uphold the Society's Constitution and comply with these Bylaws.

9. No member may act on behalf of the Society without authorization of the Directors.

Cessation of Membership

10. A person shall cease to be a member of the Society:

a. by delivering his resignation in writing to the Directors, or by mailing or delivering it to the address of the Society; or

b. on his death, or in the case of a company or trust on dissolution; or

c. on being expelled; or

d. upon no longer meeting the membership criteria of these Bylaws.

Expulsion of Members Generally

11. The members or the Directors may expel a member according to these By-laws.

Expulsion of Members by the Membership

12. A member may be expelled by a special resolution of the members passed at a general meeting.

13. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.

14. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Expulsion of Members by the Directors

15. The Directors may by a majority vote of Directors expel a member for any reason. A member subject to a vote for expulsion must be given at least seven days written notice of such a meeting, and a brief description of the reason(s). He will also be given the opportunity to defend in person or by agent prior to the vote.

Part 3 – Directors

Number and Qualifications of Directors

16. A Director must be a member of the Society.

17. There shall be a minimum of 3 Directors and a maximum of 9 Directors.

18. There shall be a maximum of 3 Directors from Area A (East Island) – from Mace Point up to and including Phyllis Road – of which at least 1 Director must be a Permanent Resident in that Area, unless no Permanent Resident has run for election.

19. There shall be a maximum of 3 Directors from Area B (Mid-Island) – from but not including Phyllis Road, up to and including Maclean Road – of which at least 1 Director must be a Permanent Resident in that Area, unless no Permanent Resident has run for election.

20. There shall be a maximum of 3 Directors from Area C (West Island) – from Sunset Trail/Indian Point up to but not including Maclean Road – of which at least 1 Director must be a Permanent Resident in that Area, unless no Permanent Resident has run for election.

21. The Directors may, at an Annual General Meeting, reposition the dividing lines between Areas, if it is deemed by the Directors that a fairer representation would be achieved by dividing the Areas differently.

Elections and Terms of Directors

22. The founding Directors will be the Savary Island Committee members who have signed on as founding Directors of the Society.

23. The successors to the founding Directors will be elected in 2010.

24. Elections for Directors will be held within every 2 calendar years.

25. The founding Directors shall retire on the day the first election's results have been announced, at which time their successors shall take office.

26. The election results should be announced within a week of tabulation. The announcement is considered to have been made when the President of the Society issues a written statement of the election results to the outgoing and incoming Directors.

27. The successors to the founding Directors and future Directors, shall retire in the second year of their term when their successors' election has been announced, at which time the successors will take office.

28. A member is entitled to elect 3 nominees for Directors from one Area only, provided the nominees are representatives of the Area in which the member lives full-time or owns property.

29. The election of Directors is by email ballot, or in-person ballot, or other method as the Directors decide.

30. The Directors may at any time appoint a member as a Director to fill any Director vacancy, provided:

a. the Director being appointed owns property or resides in the same Area as the Director being replaced; and

b. the Director being appointed is the willing runner-up in the most recent election; or in the event there is no willing runner-up, another member of that Area may be appointed by the Directors after having posted the vacancy for 30 days.

Executive Committee of the Directors

31. The Directors will choose the members of the Society's Executive Committee among themselves at the first meeting after each election of Directors.

32. The Directors may fill any vacancy on the Executive Committee.

33. The Executive Committee shall be composed of the President, Vice President, Treasurer, and Secretary; or such Directors as designated by the Directors.

4. Duties of Directors

34. Directors are expected to further the Purposes of the Society.

35. The President is:

a. the Chief Executive Officer of the Society;

b. the chief spokesperson for the Society;

36. The Vice President shall:

a. assist the President;

b. carry out the duties of the President during any absence of the President, unless the Directors otherwise decide.

37. The Secretary or other person designated by the Directors shall:

a. issue notice of meetings of the Society and Directors;

- b. keep minutes of all meetings of the Society and Directors;
- c. have custody of the records and documents of the Society except those required to be kept by the Treasurer.

38. In the absence of the Secretary from a Directors' Meeting, AGM or EGM, the Directors shall appoint another person to act as Secretary at the meeting.

39. The Treasurer or person designated by the Directors shall keep such financial records, including books of account, as are necessary to comply with the *Society Act*, and the Treasurer shall provide financial statements to the Directors, members and others when required.

40. The offices of Secretary and Treasurer may be held by one person who would be known as the Secretary-Treasurer.

41. Other Directors shall perform such duties as the Directors decide.

Subcommittees

42. The Directors may delegate the work of the Society to Subcommittees consisting of such persons as they think fit, and may name the Subcommittees.

43. A Subcommittee so formed shall conform to any direction that may from time to time be imposed on it by the Directors, and shall report to the Directors.

44. The subcommittee members shall appoint a person to act as Secretary at that meeting.

45. Subject to directions of the Directors, the Subcommittee shall determine its own procedures.

46. The members of a Subcommittee may meet and adjourn as they think proper.

Voluntary Leave of Absence

47. A leave of absence should be at the voluntary request of the Director concerned. A request for leave of absence shall be in writing and should specify the expected duration of the leave.

48. A Director on a leave of absence need not be sent any notice of meetings of the Directors or Subcommittees.

49. A Director on leave of absence may be replaced if the length of the Director's vacancy is deemed to be unacceptable to the Directors.

5. Society requirements of the Directors

Acts of the Directors

50. The acts of the Directors are subject to:

- a. all laws affecting the Society;
- b. these Bylaws; and

c. rules, not being inconsistent with these Bylaws, which are made from time to time by the Directors.

51. No rule made by the Society invalidates a prior act of the Directors that would have been valid if that rule had not been made.

52. A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his interest to the Directors.

53. The Directors shall enter in the register the names of the applicants for incorporation.

54. The Directors shall retain a voters list of Society members, together with the following particulars of each:

a. Each member's name, mailing address, and email address if available.

b. The date on which a person is recognized as a member.

c. The date on which a person is recognized as no longer meeting the requirements of membership as outlined in these Bylaws.

55. The Directors shall ensure all reports, including financial reports, required by law to be prepared by the Society for the Annual General Meeting, are prepared.

56. The Directors shall ensure that all financial and other reports that have to be filed after the Annual General Meeting are filed as required by the *Society Act* and Income Tax Act.

57. The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

58. The Directors shall ensure proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

a. All money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;

b. Every asset and liability of the Society;

c. Every other transaction affecting the financial position of the Society.

Miscellaneous Matters

59. Each Director shall inform the Executive Committee in writing of the Director's up-to-date mailing address and e-mail address for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation.

60. In conformity with clause 5 of the Purposes of the Constitution, no Directors shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by that Director while engaged in the affairs of the Society.

Part 6 – Meetings

Time and Place of Meetings

61. The Directors may at any time convene a Directors' meeting or an Extraordinary General Meeting (EGM), and Subcommittee Directors may at any time convene a Subcommittee meeting, at such time and place as the Directors decide.

62. There shall be a minimum of ten Directors' meetings per year, and these meetings shall be open to any member except for Conference Call meetings. Conference Call meetings are not open to the membership except by Board invitation.

63. The Annual General Meeting of the Society shall be held once per calendar year, in accordance with the *Society Act*: The first AGM shall be held no longer than 15 months after incorporating, and each subsequent AGM shall be held within 15 months of the last one.

Notice of Meetings

64. Notice of Directors' meetings shall be posted on the Society's website at least 7 days prior to the meeting.

65. Notice of an Annual General Meeting or an Extraordinary General Meeting shall:

- a. specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business; and
- b. be posted on the Society's website and at least 2 public places on Savary Island; and
- c. be given a minimum of 14 days prior to the meeting; and
- d. include the wording of any motion which will be made at the meeting, in accordance with Bylaw number 77A.

66. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 7 - Proceedings at Meetings

Chair

67. At any AGM, EGM or Directors' meeting, the President of the Society or one of the other Directors present shall preside as Chair, as the Directors decide.

68. At any Subcommittee meeting, the Chair of the Subcommittee or one of the other Directors present shall preside as Chair, as the Subcommittee decides.

Quorum

69. At any AGM or EGM,

(aa) in the case of there being only 3 or 4 Directors voted to the Board of Directors, a quorum is

(i) the total number of Directors elected; and

(ii) 10% of the total membership or 20 voting members present, whichever is less; or

(a) in the case of there being only 5 Directors voted to the Board of Directors, a quorum is

(i) 4 Directors present; and

(ii) 10% of the total membership or 20 voting members present, whichever is less; or

(b) in the case of there being 6 or more Directors voted to the Board of Directors, a quorum is

(i) 5 Directors present; and

(ii) 10% of the total membership or 20 voting members present, whichever is less.

70. At any Directors' meeting,

(aa) in the case of there being only 3 or 4 Directors comprising the Board of Directors, a quorum is the total number of Directors elected, and present or on conference call; or

(a) in the case of there being only 5 Directors comprising the Board of Directors, a quorum is 4 Directors present or on conference call; or

(b) in the case of there being 6 or more Directors comprising the Board of Directors, a quorum is 5 Directors present or on conference call.

71. During a Director's leave of absence, the quorum for AGMs, EGMs and Directors' Meetings will remain as specified in numbers 69 and 70 above.

72. At any Subcommittee meeting, a quorum is the majority of Subcommittee members, either present or on conference call.

73. If within 30 minutes from the time appointed for a meeting there is no quorum, the meeting shall stand adjourned.

74. If at any time during a meeting, there ceases to be a quorum present, business then in progress shall be suspended.

Voting on motions.

75. The procedures by which motions are moved and resolved will be guided by a simplified version of Robert's Rules of Order, as revised from time to time in writing by the Society's Directors.

76. At any Directors' meeting or Subcommittee meeting, a Director is entitled to 1 vote on each motion.

77. At any AGM or EGM, a member is entitled to 1 vote on each motion.

77A. Any motion stated by any member must be preceded by a thirty-day notice, received by email or mail to the President or Secretary, of the wording of the motion to be stated at the AGM or EGM.

78. At Directors' meetings, voting is by show of hands of Directors present, and the speaking of "For" or "Against" by Directors on conference call, unless the Directors decide otherwise.

79. At any AGM or EGM, voting is by show of hands, unless the Directors decide otherwise.

80. At Directors' meetings, voting by Directors by proxy is permitted:

- a. for any Director who has given 2 days notice that he will be unable to attend a Directors' meeting; and
- b. when the absent Director's vote is received by email by one of the other Directors prior to the meeting in which the motion will be made.

81. At an AGM and EGM no proxies are admissible on votes.

82. Any motion arising at a Directors' meeting shall be decided

(aa) by a majority vote of all elected Directors, when only 3 or 4 Directors comprise the Board of Directors; or

(a) by a vote of at least 4 Directors, when only 5 Directors comprise the Board of Directors; or

(b) by a vote of at least 5 Directors, when 6 or more Directors comprise the Board of Directors.

83. Any motion arising at any Subcommittee meeting shall be decided by a majority vote of the Subcommittee.

84. Any motion arising at an AGM or EGM shall be decided by a simple majority of the members present, except in the case of a motion proposing a change to these Bylaws, in which case a 75% majority of members voting would be required to decide the outcome.

85. Any motion passed by the membership at an AGM or EGM may be further deliberated by the Directors at a later date before deciding whether to put the resolution into action.

Conduct

86. The Society's "Approach to Running Meetings" document shall guide the spirit of meetings, as a complement to Robert's Rules of Order, and may be revised from time to time in writing by the Society's Directors.

87. At a Director's meeting, AGM or EGM, an attendee is welcome to speak to the Directors and the assembly if:

- a. the attendee has submitted a request to the Chair, in advance of the meeting, that the attendee be put on that meeting's agenda to address a specific topic, and the Chair has agreed; or
- b. at the meeting, the Chair has asked the attendee to speak; and
- c. the attendee's speech is limited to the time and subject matter as described in the agenda, or as permitted by the Chair.

88. At an AGM or EGM, an attendee may also speak to the Directors and the assembly if the attendee has raised his hand to request the opportunity to speak and has been permitted to do so by the Chair.

Special Business

89. Special business is:

a. all business at an Extraordinary General Meeting; and

b. all business that is transacted at an Annual General Meeting, except:

(i) the consideration of the financial statements;

(ii) the report of the Directors;

(iii) such other business as, under these Bylaws, ought to be transacted at an Annual General Meeting, or business that is brought under consideration by the Report of the Directors issued with the notice convening the meeting.

In Camera Meetings

90. The Directors and its Committees may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

Part 8 - Borrowing Money

91. Borrowing money that is greater than the Society's bank balance shall be exercised by the Directors after approval by a majority of members voting at a general meeting.

Part 9 - Inspection of Documents by Members

Inspection by Members

92. A member wishing to inspect documents of the Society should give at least fourteen days written notice to the Secretary of the Society setting out the specific documents to be inspected.

Part 10 - Notices to Members

93. A notice may be given to a member either personally or by mail to him at his registered address or by email to his personal email address.

94. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted.

Part 11 - Bylaws

95. Each member is entitled to an electronic copy of the Constitution and Bylaws downloadable from the Society's website.

96. Each member is entitled to a hard copy of the Constitution at the cost of \$1.00 if the member has requested the hard copy from a Director of the Society, and has supplied the member's mailing address, and has paid \$1.00 to the Society.

97. In the event of the winding up or dissolution of the Society its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with similar purposes pursuant to section 149(1)(f) or (l) of the Income Tax Act (CDN).

98. Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.

99. No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

100. No part of the income of the Society shall be payable or otherwise available for the personal benefit of any proprietor, member, Director or shareholder.

101. Paragraphs 97, 98, 99, 100, and 101 of these Bylaws were previously unalterable in accordance with the Society Act.