

Shorewood/San Pareil Owners and Residents Association

Constitution

The legal name of the society is SHOREWOOD/SAN PAREIL OWNERS AND RESIDENTS' ASSOCIATION (hereinafter referred to as the association)

The purposes of the association are:

1. Provide a vehicle to ensure the owners and residents have input on any proposed changes to their local conditions and their community at large
2. Provide input to Provincial Government, the Regional District of Nanaimo and the adjoining City of Parksville on issues affecting the community
3. Provide input to Provincial Ministries, Regional District Advisory Boards and the adjoining City of Parksville on matters affecting the natural amenities, aesthetics, and ecosystems of the area.
4. To maintain access to and provide input on the management of beaches, parks, pathways, and estuaries of the area for the benefit of the community.

The Association shall be concerned with the area defined within the *meets and bounds commonly described as Shorewood/San Pareil, Area G of the Regional District of Nanaimo.

This provision is unalterable.

* Meets and Bounds are the limits of a piece of property as identified by its natural landmarks

BY-LAWS

SHOREWOOD/SAN PAREIL OWNERS AND RESIDENTS' ASSOCIATION

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.

Area means that area described within article 3 of the constitution

Bylaws means these Bylaws as altered from time to time

Association means Shorewood/San Pareil Owners and Residents Association.

Board means the Board of Directors of the Association.

Director means an individual who has been designated, elected, or appointed, as the case may be, in accordance with the Societies Act, section 42 (designation, election and appointment of the director) as a member of the Board of the Association.

Registered Address of a member means the address as recorded in the register of members.

Permanent resident is defined as anyone who has lived in the area for six (6) months plus a day of the current fiscal year of the association.

Definitions in Act

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 maybe, prevail.

Part 2 – Members

Application for membership

2.1 Membership is open to property owners and tenants who are aged nineteen or over who has lived in the area for six consecutive months plus a day. “Area” means the area described in the Constitution.

2.2 Tenants may be elected to the board.

-Tenants, at a general meeting, may vote on money matters related to funds under the jurisdiction of the association. Funding bylaws excluded.

Corporations owning property within the area

2.3 Such corporations may be represented by a person authorized by the corporation: the authorization to be submitted in writing to the association upon application for membership. The person so authorized shall be other than a regular member.

Duties of members

2.4 Every member must uphold the Constitution of the Association and must comply with these Bylaws.

Amount of membership dues

2.5 The amount of the annual membership dues will be determined by the Board. Annual dues for the year following become due and payable at the annual general meeting each year.

Member not in good Standing

2.6 A member is not in good standing if the member fails to pay the members' annual membership dues and is not in good standing for so long as those dues remain unpaid.

-A member who is not in good standing may not vote at a general meeting.

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 and in accordance with the requirements of the Society Act.

- The fiscal year of the association shall be from July 1st of one year until June 30th of the ensuing year.

- The meeting may be held either in person or in an electronic format.

Ordinary business at general meeting

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

- Adoption of rules of order.
- Consideration of any financial statements of the Association presented to the meeting.
- Consideration of the reports, if any, of the directors or auditor.
- Election or appointment of directors.
- Appointment of an auditor, if required.

- Business arising out of a report of the directors not requiring the passing of a special resolution.

A notice of a general meeting

3.3 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.

3.4 A general meeting shall be held once in every calendar year.

3.5 Notice of a general meeting shall specify the place, day, and hour of meeting and in case of special business, the general nature of such business.

3.6 General meetings may be held electronically. If the general meeting is held electronically, notice of the meeting must include instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions on voting at the meeting. Notice of the meeting shall include the text of any special resolution to be submitted to the meeting.

3.7 Notice of the date and time of the general meeting may be posted on a website maintained by or on behalf of the Association and is accessible to all members of the Association.

3.8 Notice will be provided by email to all members for whom the association has email addresses, the associations website and posters located at community mailboxes.

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

Chair of General Meeting

3.9 The following individual is entitled to preside as the chair of a general meeting:

1. The President.
2. The Vice President - if the President is unable to preside as the Chair, or
3. One of the other Directors present at the meeting if both the President and Vice President are unable to preside as the Chair, or
4. The member, if any, appointed by the Board to preside as the Chair.

Alternate chair of general meeting

3.10 If there is no individual entitled under these Bylaws who can preside as the Chair of a general meeting within fifteen minutes from the time set for holding the meeting, the voting

members who are present may elect an individual present at the meeting to preside as the Chair.

Quorum required

3.11 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

3.12 The quorum for the transaction of business at a general meeting is twenty voting members or one third of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

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

1. In the case of a meeting convened on the requisition of members, the meeting is terminated, and
2. 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 thirty 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

3.14 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.

Adjournment by Chair

3.15 The Chair of a general meeting may, or, if 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

3.16 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 thirty days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.17 The order of business at a general meeting is as follows:

- Elect an individual to Chair the meeting if necessary.
- Determine that there is a quorum.
- Approve the agenda.
- Approve the minutes from the last general meeting.
- Deal with unfinished business from the last general meeting.
- If the meeting is an annual general meeting deal with new business including any matters about which notice has been given to the members in the notice of meeting:
 - a. Receive the directors report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements.
 - b. Receive any other reports of Directors' activities and decisions since the previous annual general meeting.
 - c. Elect or appoint Directors.
 - d. Appoint an auditor, if required.
- Deal with new business, including any matters about which notice has been given to the members in the notice of meeting.
- Terminate the meeting.

Methods of voting

3.18 At a general meeting, voting may be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members. However, if before or after (such a vote), two 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.

- A member in good standing and present at a meeting of members is entitled to one vote.

Announcement of the results

3.19 The Chair of the general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.20 A resolution proposed at a meeting requires a seconder - the Chair of the meeting may move or propose a resolution.

3.21 In case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member, and the proposed resolution shall not pass.

3.22 A corporate member may vote via an authorized representative if the corporate member has paid annual dues and provided the board with a letter identifying and authorizing their representative to cast a vote on their behalf. The representative shall be recognized as a member for all purposes with respect to a meeting of the association.

Matters decided at general meeting by ordinary resolution

3.23 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or those Bylaws to be decided by special resolution or by another having a higher voting threshold than the threshold for an ordinary resolution.

Part 4– Directors

Number of directors on Board

4.1 The Association must have no fewer than three and no more than 9 directors. Directors shall be elected for a two-year term except when replacing a director whose term was not completed. A director may serve for three consecutive terms, after which they may not hold office for a period of one year after which period they may again stand for election.

Election of Directors

4.2 At each annual general meeting, all members in good standing are entitled to vote in the election of officers:

- An election may be by acclamation, or otherwise it shall be by secret ballot.
- If no successors are elected the persons previously elected or appointed may continue to hold office.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board because of the resignation, death or incapacity of a Director during the Director's term of office.

Term of Director filling casual vacancy

4.4 The members may by special resolution remove a Director before the expiration of their term of office and may elect a successor to complete the term of office.

4.5 A Director whose term has expired may stand for reelection at the AGM.

Part 5– Directors’ Meetings

Calling Directors’ meetings

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 weeks’ 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, 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 in a manner they determine.

Quorum of directors at meeting

5.5 The quorum for the transaction of a business at a Directors’ meeting is a majority of the Directors.

PROCEEDINGS OF DIRECTORS

5.6 The officers shall be elected by the Board of Directors at the Directors first meeting which is to be called by the past president within thirty (30) days of the annual general meeting.

1. The Directors may meet at the places they think fit to dispatch business, adjourn, and otherwise regulate their meeting and proceedings as they deem appropriate

2. The Directors may from time-to-time fix the quorum necessary to transact business, and unless so fixed the quorum shall be the majority of the Directors then in office.

3. The President shall be the Chair of all meetings of the Directors, but if the President is not in attendance within 30 minutes of the scheduled meeting starting time, the Vice-President shall act as Chair. If neither are in attendance the Directors present may choose one of their number to act as Chair.

4. A Director and the secretary may at any time, on the request of the Director convene an unscheduled meeting of the Directors,

5.7 (1) The Directors may delegate any, but not all, of their powers to a committee consisting of at least one Director or Directors as they see fit.

(2) 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 their actions taken, under the delegated power, to the next regularly scheduled Director's meeting,

5.8 A committee shall elect a Chair of their meetings; but if a Chair is not elected, or if the Chair is not in attendance within 30 minutes of the meetings time, the Directors in attendance shall chose one of their number to Chair the meeting.

5.9 The members of the committee may meet and adjourn as they deem appropriate.

5.10 For the first meeting of the Directors immediately following the appointment or election of a Director or Directors at an Annual General Meeting or other general meeting of members or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of Directors is present.

5.11 A Director who may be absent temporarily from British Columbia may send or deliver to the Association a waiver of notice, which may be delivered by letter or e-mail, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

a. no notice of meetings of the Directors shall be sent to the Director: and

b. all meetings of the Directors of the association, for which notice of which has not been given to that Director shall, if the quorum of the Directors is present, shall be valid and effective.

5.12 (1) Resolutions arising at a meeting of the Directors, or a committee of the Directors shall be decided by a majority vote.

(2) In the case of a split vote the Chair does not have a second or deciding vote and the proposed resolution shall fail.

5.13 Any resolution proposed at a meeting of Directors or committees of Directors needs be seconded and the Chair or any Director of the meeting may move or propose a resolution.

5.14 A resolution 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.

5.15 If a Director misses three consecutive meeting of the board without providing notice, the board may terminate said Director's board membership.

Park 6– Board Positions

Election or appointment to a Board position

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:

- President
- Vice president
- Secretary
- 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 executive officer of the association and in this capacity shall preside over meetings of the Board and act as Chair of the executive committee. In addition, serve as an ex-officio member of all other committees, with the exception of the nominating committee.

Role of the 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:

1. Issuing notices of general meetings and Directors' meetings.
2. Taking minutes of general meeting and Directors' meetings.
3. Keeping the records of the Society in accordance with the Act.
4. Conducting the correspondence of the Board.
5. 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:

1. Receiving and banking monies collected from the members or other sources.
2. Keeping accounting records in respect of the Society's financial transactions.
3. Preparing the Society financial statements.
4. Making a tax filing on behalf of the association: if required.

Part 7 – Board Committees

7.1 The Board may delegate any, but not all, of their powers to Board committees.

7.2 Board committees must include at least one Board member.

7.3 Board committees must abide by any rules imposed on them by the Board. Board committee's roles include making recommendations for Board approval, and subsequently implementing the approved actions.

7.4 A committee must elect a standing Chair of its meetings, and in the absence of the Chair, another member must be appointed by the meeting attendees to Chair their meeting.

7.5 Committee Chairs must report out to the Board after each committee meeting, as directed by the Board.

Part 8 – Remuneration of Directors and Signing Authority

8.1 No Director shall be remunerated for being or acting as a Director; a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the business of the association.

Signing authority

8.2 Society cheques and financial documents must be signed by the President and the Treasurer of the association. The association may have more than two signatories who may act as a signatory in the absence of the President or Treasurer.

Part 9 - Auditor/Reviewer

9.1 This section applies only if the Society is required by the act or has resolved to have an Auditor or a Reviewer.

9.2 The first Auditor or Reviewer must be appointed by the Directors.

9.3 At each annual general meeting, the society may appoint an Auditor or Reviewer to hold office until re-elected or their successor is elected at the next annual general meeting.

9.4 An Auditor or Reviewer may be removed by ordinary resolution.

9.5 An Auditor or Reviewer must be promptly informed in writing of the Auditor/ Reviewer's appointment or removal.

9.6 A Director or employee of the Society must not be its Auditor or Reviewer.

9.7 The Auditor or Reviewer may attend general meetings.

9.8 The Auditor or Reviewer must present the financial statements to the Board within 30 days of the fiscal year-end.

NOTICES TO MEMBERS

10.1 All notices and announcements shall be made available to community members via email (if the association is in possession of the members address), the SSPORA website, Facebook page or community notice(s).

- Notice shall be considered given ten days after the notice is posted.
- Notice of a general meeting shall be given to every registered member at least 10 days prior to the meeting.

10.2 BYLAWS

- On becoming a member of the association, each member is entitled to a copy of the constitution and the bylaws of the association.
- These bylaws shall not be altered or added to except by special resolution at an Annual General Meeting.

10.3 RULES OF ORDER

- The meeting shall be conducted by Robert's Rules of Order except when more specific procedures are provided for in this constitution, bylaws or the Societies Act.

Part 11 – Dissolution

11.1 Upon the winding up or dissolution of the Shorewood/San Pareil Owners and Residents Association the remaining assets, after the satisfaction of its debts and liabilities, shall be transferred to a recognized organization or the province of British Columbia (previously unalterable).

Adopted by the SSPORA Board: 19 May 2022

Approved at Annual General Meeting (via Zoom) 23 June 2022