

Form 3

SOCIETY ACT

Constitution of Victoria Downtown Residents' Association

1. The name of the Society shall be [the Victoria Downtown Residents' Association herein referred to as "the Association"].
2. The purpose of the Association is to provide a collective voice for downtown residents within the currently established perimeter of the downtown neighbourhood in Victoria, British Columbia, as reflected on the attached map (Schedule "A"). Our aim is to create a desirable downtown living environment and, to that end, our efforts will include, but not be limited to, the following:
 - a) To foster a sense of community for residents in downtown Victoria,
 - b) To help identify and preserve cultural and architectural heritage sites within the area,
 - c) To articulate safety issues encountered by downtown residents,
 - d) To facilitate communication between residents, businesses and non-profit groups,
 - e) To preserve the existing and foster the creation of additional green space downtown,
 - f) To ensure that our membership has a recognizable face and influential voice regarding land development, (and redevelopment and public projects in our area,
 - g) To promote the downtown core as a good place to live.
3. The affairs of the Association shall be carried on without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its purposes. This article is unalterable.

Bylaws of Victoria Downtown Residents Association

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6 (1) of the Society Act and any other bylaws.

1. Definitions

"AGM" means the annual general meeting of the Association.

"Association" means the Victoria Downtown Residents Association.

"Board" means the Board of Directors of the Association.

"Directors" means directors of the Association.

"Downtown Neighbourhood" means the area as laid out in Schedule "A" to the Constitution.

"Members" means Voting Members and Non-Voting Members of the Association.

"Non-Voting Member" means persons who is a member of the Association and has paid all required fees but has no right to vote at any meetings of the Association.

"Non-Voting Membership" means to be a Non-Voting Member.

"Officer" means either the chairperson, secretary, or treasurer, of the Association.

"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it.

"Voting Member" means person who is a member of the society who have paid all required membership fees, and has a right to vote at all general meetings of the Association.

"Voting Membership" means to be a Voting Member.

2. Membership

- a) The Members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become Members, in accordance with these bylaws and, in either case, have not ceased to be Members.
- b) Voting Membership in the Association shall only be open to any person who has an interest in the purposes of the Association and has a permanent residence within the Downtown Neighbourhood and whose membership fees are paid in full prior to the AGM.
- c) Persons are welcome to join the Association from outside the designated area, however, these memberships are Non-Voting Members.
- d) To become a Voting Member or Non-Voting Member, a person must apply in a form approved of by the Board, and pay the membership fees as set by the Board.
- e) Non-Voting Members shall not exceed 25% of the total membership of the Association.
- f) Voting Members shall be entitled to one vote at all general meetings of the Association.
- g) The membership fee shall be determined by the Board annually and may be revised by the Voting Members at each AGM.
- h) Membership fees are annual and the collection and date of collection shall be determined by the Board.
- i) Members are in good standing if they have paid all required membership fees.

3. Termination of Membership

- a) Any Member may terminate his or her membership with the Association by written notice to the Board.
- b) Failure to pay membership fees by any Member past the due date set by the Board will result in the termination of that membership.
- c) Any Member may be expelled by special resolution of 75% majority of Voting Members passed at any meeting called for that purpose.
- d) Any Member who withdraws from the Association or is expelled by the Association shall forfeit all claims, rights and interests arising from or in connection with the Association.

4. Meetings of the Association

- a) There will be an AGM of the Association, the date of which will be determined by the Board.
- b) Subject to the requirements of the Society Act, The Association may communicate to its Members by way of the Association's website and email.
- c) Other meetings of the Members will be convened and determined by the Board as they see fit.
- d) A quorum for any meeting, including the AGM, is 3 Voting Members present or a greater number that the Voting Members may determine at a general meeting.
- e) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- f) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- g) Notice of time, place, and possible subject matter of any meeting shall be given in writing at least 14 days prior to the meeting.
- h) All proceedings at any meeting are governed by the "Robert's Rules of Order."
- i) Voting will be conducted by show of hands of Voting Members In Attendance at any meeting.
- j) Voting by proxy is not permitted.

5. Board of Directors

- a) The Board shall consist of a minimum of three (3) Directors and a maximum of thirteen (13) Directors elected at the AGM of the Association. The first Directors of the Society shall be appointed in writing by its founding Members. Of these first Directors, one shall be appointed for a one (1) year term, one shall be appointed for a two (2) year term, and one shall be appointed for a three (3) year term. Any additional first Directors shall be appointed in similarly staggered term lengths.
- b) Nominations for Directors shall be received by the Association within the month prior to the AGM and from the floor of the AGM. A person not present at the AGM shall not be nominated unless such person's written consent to the nomination has been filed with the Association.
- c) Members of the Board elected at the AGM shall be elected for a three (3) year term. Board members may serve a maximum tenure of two (2) consecutive three-year terms. After serving the maximum tenure, Members are eligible for re-election to the Board for additional three (3) year terms, only in the case where vacancies on the Board remain after all nominations from Voting Members have been considered. No Board member shall hold the same position as Officer of the Association for longer than two (2) consecutive three-year terms.
- d) The Board shall meet at the call of the Chairperson.
- e) All meetings of the Board are open to Members of good standing.
- f) The Board shall be responsible for the conduct of the affairs of the Association and the pursuit and execution of its objectives at all times between general meetings.
- g) A quorum of the Board shall be a minimum of three (3) members of the Board. Questions arising at any Board meeting shall be decided by a majority of votes.

- h) Business must not be conducted at a meeting of the Board at a time when a quorum is not present.
- i) If at any time during a meeting of the Board there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- j) Any vacancy, whether caused by death, resignation, or otherwise, occurring among the Directors shall be filled by the Board by appointment from among the Voting Members of the Association for the remainder of the term of the vacancy filled.
- k) Only Voting Members of the Association shall be allowed to be members of the Board.
- l) The Members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- m) The Directors shall not be liable for any action taken or omitted by them in good faith or for the acts of any agent or employee selected by the Directors with reasonable care or for any acts or omissions of any other Director.
- n) No member of the Board shall receive any remuneration from the Association for services rendered as a member of the Board of the Association, but a member of the Board must be reimbursed for all expenses necessarily and reasonably incurred by the Board member while engaged in the affairs of the Association.

6. Officers

- a) The Officers of the Association shall consist of a Chairperson, a Secretary, and a Treasurer. The first Officers of the society shall be appointed by the Board to act until the first AGM. Officers are then elected by the Voting Members from within the Board at the AGM.

7. Powers and Duties of Officers

- a) The Chairperson shall preside over the general meetings of the Association and the Board.
- b) The Secretary shall keep the records of the Association and shall record the minutes of all meetings of the Association.
- c) The finances of the Association shall be administered by the Board, and the Treasurer shall be responsible to the Board for custody of the Association's moneys, and shall make an accounting thereof to the Board as it directs and to each annual meeting of the Association.
- d) The Treasurer, subject to the control of the Board, shall pay any and all bills. The Treasurer, with the Chairperson, or other such Officer as may be designated by the Board, may co-sign all cheques drawn on the funds of the Association.
- e) The Board shall appoint standing or select committees from time to time, with such committees to be responsible to the Board.
- f) The Members may, by special resolution, remove an officer, before the expiration of his or her term of office, and the Board may appoint a successor to complete the term of office.

8. Borrowing

- a) In order to carry out the purposes of the Association the Board may, 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 that power, by the issue of debentures.

- b) A debenture must not be issued without the authorization of a special resolution.
- c) The Members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next AGM.

9. Audits of the Accounts

- a) The Officers shall present before the Members of the Association at the AGM a financial statement showing the income and expenditures, assets and liabilities, of the Association, signed by two or more of the Officers or by the Association's auditor.
- b) The fiscal year of the Association shall be January 1 to December 31.

10. Maintenance of Books and Records

- a) The Officers shall see that the minutes of Members' meetings and minutes of Board meetings and all other books and records of the Association required by the bylaws of the Association, or by any applicable statute or law, are regularly and properly kept.

11. Inspection of Records

- a) The books and records of the Association shall be open to the inspection of its Members at all reasonable times upon request to the Secretary or Treasurer.

12. Amendment to the Constitution and Bylaws

- a) The Constitution and Bylaws of the Association shall not be repealed or altered or added to except by special resolution, published in the notice of meeting, and passed by a seventy-five percent (75%) majority vote at a general meeting.
- b) No resolution pursuant to clause (a) of this article shall have any force or effect;
 - I. If it violates the Society Act,
 - II. In the case of a resolution amending the Constitution and Bylaws until the Registrar has given his/her approval and issues his/her certificate in accordance with the Society Act.

13. Dissolution

- a) In the event of winding up or dissolution of the Association any funds of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations concerned with education or with community affairs or as may be determined by the Association at the time of winding up or dissolution, and in so far as effect cannot be given to the foregoing provisions then such funds shall be given or transferred to some other charitable organization or charitable trust recognized by the Department of National Revenue of Canada as being qualified under the provisions of the "Income Tax Act" of Canada from time to time in effect.

Dated September 11, 2004

Witness: Mirjana Vulkman

Applicants for Incorporation:

Sandra Meigs

Christopher Barclay

Ingrid Mary Percy

Frederick Roesner

Clint Hutzulak

Amended January 8, 2015