



T.K. SPARKS

Bylaws of the Ladysmith Residents Association (the 'Society')

Part 1 — Definitions and Interpretation

- 1.1** In these bylaws, unless the context otherwise requires:
- "**Act**" means the Society Act of British Columbia from time to time in force and all amendments to it;
 - "**board**" means the directors of the Society;
 - "**bylaws**" means these bylaws as altered from time to time;
 - "**directors**" means the directors of the society for the time being;
 - "**LRA**" means the Ladysmith Residents Association;
 - "**resident**" means a person who resides or owns property within the boundaries of the Town of Ladysmith;
 - "**registered address**" of a member means the member's address as recorded in the register of members;
 - "**ordinary resolution**" means a resolution passed in general meeting by the members of the society by a simple majority of the votes cast or a resolution that has been submitted to the members of the society and consented to in writing by 2/3 of the members entitled to vote at a general meeting;
 - "**special resolution**" means (a) a resolution passed in a general meeting of the members of the society by a majority of not less than 2/3 of the votes cast where notice of the meeting, delivered in accordance with Part 11 of the bylaws, specifying the intention of the resolution has been given to every member not less than fourteen days prior to the meeting or, if every member entitled to vote agrees, at a meeting of which less than fourteen days' notice has been given; or (b) a resolution consented to in writing by every member who is entitled to vote;

Definitions in Act apply

- 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 may be, prevail.
- 1.4** 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

Application for membership

- 2.1** A person may apply to the Board for membership in the society and on acceptance by the directors and payment of membership fees is a member.
- 2.2** To apply for membership in the society, a person must be a resident or property owner in the Town of Ladysmith.

Duties of members

2.3 Every member must:

- a) uphold the constitution and comply with these bylaws
- b) Refrain from personal attacks against the LRA members or members of the public

Amount of membership dues

2.4 The Board must determine the amount of the first annual membership dues and after that the annual membership dues must be determined at the annual general meeting of the society.

Member not in good standing

2.5 A person ceases to be a member of the society

- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
- (b) on his or her death or, in the case of a corporation, on dissolution,
- (c) on being expelled by a vote of the majority of the directors for conduct detrimental to the purpose or Bylaws of the Association of which the member will be given 14 days written or electronic notice of reasons in writing, and the opportunity to be heard
- (d) on having been a member not in good standing for 6 consecutive months, or
- (e) if he or she ceases to be a resident or property owner in the Town of Ladysmith.

Member not in good standing may not vote

2.6 A member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members

Part 3 — General Meetings of Members

Time and place of general meeting

3.1 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, as determined by the Board, including utilizing electronic meetings

- a) The association shall give its members 14 days written notice of a general meeting, delivered either personally or by email to the members latest registered address or e-mail address, to include date, time and its general purpose.

Order of business at general meeting

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

- (a) appoint a chair if necessary;
- (b) determine if there is a quorum;
- (c) approve the agenda;

- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Notice of special business

- 3.3** A 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** 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.

Chair of general meeting

- 3.6** The following individual is entitled to preside as the chair of a general meeting:
 - (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.7** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.8** 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

- 3.9** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.10** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) 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 30 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

- 3.11** 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.

Adjournments by chair

- 3.12** The chair of a general meeting may, or, if so 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

- 3.13** 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 30 days or more, notice of the continuation of the adjourned meeting must be given.

Methods of voting

- 3.14** At a general meeting, voting must be by a show of hands, an oral vote or another method that is adopted by the board that adequately discloses the intention of the voting members.

Announcement of result

- 3.15** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting

- 3.16** Voting by proxy is permitted at Special General meetings or Annual General meetings. Proxy votes must be accompanied by LRA Proxy form.

Matters decided at general meeting by ordinary resolution

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

PART 4 – DIRECTORS

Number of directors on Board

- 4.1** The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 4.3** A member may not have held public office with the Town of Ladysmith for one year prior to standing for election to the Society Board of Directors. Should a director come to hold public office while they are a sitting board member, they must relinquish their directorship.

Directors may fill casual vacancy on Board

- 4.4** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.5** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 5.2** At least 4 days' 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 to a director, 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 as they think fit.

Quorum of directors

- 5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors. Vacant positions are not counted for the purpose of meeting the quorum threshold.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

- 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:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer
 - (e) directors at large
 - (f) director at large
 - (g) director at large

Directors at large

- 6.2.1 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.
- 6.2.2 A Director at large doesn't have a specific role. A Director at large serves as a liaison to the general membership. Duties change as defined in organization bylaws or as needed to fulfill board requirements and address overall organizational goals.

Role of president

- 6.3 The President shall preside at all meetings of the Board of Directors and shall issue the call for any required meetings of the LRA Membership.
- 6.3.1 As an ex-officio member of all sub-committees, the President shall ensure each sub-committee functions effectively, working with each sub-committee Chair to that end. The President ensures that the Chair of each sub-committee provides regular reports to the Executive Committee.
- 6.3.2 The President facilitates all meeting agendas, outside of sub-committees.
- 6.3.3 The President is the official spokesperson for the Society, unless they appoint an alternate.
- 6.3.4 If, for any reason, the office of the President becomes vacant, the Vice President shall succeed in office followed by the Secretary and then the Treasurer.

Role of vice-president

- 6.4.1** The Vice-President shall substitute for the President in case of the latter's absence or incapacity.
- 6.4.2** The Vice-President may, at the discretion of the President, oversee the functioning of any sub-committee. In the absence of both, a member of the Executive Committee shall be assigned to preside, by either the President or Vice-President.
- 6.4.3** The Vice-President shall support the performance of the President's duties, assist in co-ordinating the affairs of the Executive Committee, and shall generally perform any other duties required of the office of the President.

Role of secretary

- 6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
 - (b) taking minutes of general meetings and directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) 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:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements;
 - (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors,
or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.