

CONSTITUTION
MASSEY VICTORY HEIGHTS RESIDENTS ASSOCIATION
www.masseyvictoryheights.com

1. The name of the Association is the Massey Victory Heights Residents Association.
2. The purpose of the Association is to preserve and enhance the liveability and quality of the Massey Victory Heights neighborhood. This will be done by liaising on behalf of the neighbourhood's residents with the New Westminster City Council and City staff by actively participating in the civic process, and by organizing and providing assistance for community events.

BYLAWS

The Bylaws of the Massey Victory Heights Residents Association,

PART 1 - INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires:
 - a) “**association**” means the Massey Victory Heights Residents Association;
 - b) “**conflict of interest**” means a conflict between the personal, professional or vocational interest of a director with the interest of the Association in respect of any matter upon which the director may be permitted or required to debate or decide;
 - c) “**directors**” means the director of the Association for the time being;
 - d) “**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - e) “**registered address**” of a member means the member's address as recorded in the register of members.
- 1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 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.

PART 2 - MEMBERSHIP

- 2.1 The members of the Association must be, but are not limited to, residents of the area marked by the boundaries of McBride Boulevard and to Columbia Street East and East Eight Avenue to East Tenth Avenue, including Holmes plus Colby Streets.

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- 2.2 Voting members of the Association must be in good standing. Proof of residency may be required to vote on an Association matter.
- 2.3 Annual Membership fees are paid voluntarily and payment of such fees are required to vote on an Association matter.
- 2.4 The amount of the first annual membership dues will be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the Association.
- 2.5 The membership year shall be from January 1st to December 31st.
- 2.6 Every member must uphold the constitution and comply with these bylaws.
- 2.7 A person ceases to be a member of the Association:
 - a) by moving outside of the Association boundaries,
 - b) 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 Association,
 - c) on his or her death,
 - d) on being expelled.
- 2.8 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.9 The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- 2.10 The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.11 All members are deemed to be in good standing.

PART 3 - MEETINGS OF MEMBERS

- 3.1 Robert's Rules of Order shall govern the procedures of all meetings of the Association.
- 3.2 General meetings of the Association must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 3.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

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- 3.4 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.5 Notice of a general meeting must specify the date, day and hour of the meeting, and, in the case of special business, the general nature of that business.
- 3.6 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.
- 3.7 The first annual general meeting of the Association must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 - PROCEEDING AT GENERAL MEETINGS

- 4.1 Special business is:
 - a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - b) all business conducted at an annual general meeting, except the following:
 - i. the adoption of the rules of order
 - ii. the consideration of the financial statements
 - iii. the report of the directors
 - iv. the report of the auditor, if any
 - v. the election of directors
 - vi. the appointment of the auditor, if required
 - vii. the other business that, under these bylaws, ought to be conducted 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.
- 4.2 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.
- 4.3 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.

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- 4.4 A quorum is SEVEN (7) members present or a greater number that the members may determine at a general meeting.
- 4.5 If within THIRTY (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present with 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.6 Subject to bylaw 4.7, the president of the Association, the vice-president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 4.7 If at a general meeting:
- a. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b. the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their numbers to be the chair.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 When a meeting is adjourned for TEN (10) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 4.10 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.11 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 4.12 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.13 A member in good standing present at a meeting of members is entitled to one vote.
- 4.14 Voting is by show of hands.
- 4.15 Voting by written proxy is permitted.

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PART 5 - DIRECTORS AND OFFICERS

- 5.1 The directors may exercise all the powers and do all the acts and activities that the Massey Victory Heights Residents Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Massey Victory Heights Residents Association in a general meeting, but subject, nevertheless, to:
- a) all laws affecting the Massey Victory Heights Residents Association,
 - b) these bylaws, and
 - c) rules, not being inconsistent with these bylaws, that are made from time to time by the Massey Victory Heights Residents Association in a general meeting.
- 5.2 A rule, made by the Massey Victory Heights Residents Association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.3 The immediate past president, president, vice president, secretary, treasurer and one or more other persons are the directors of the Massey Victory Heights Residents Association.
- 5.4 The number of directors must be FIVE (5) or a greater number determined from time to time at a general meeting.
- 5.5 The directors must retire from office at each annual general meeting when their successors are elected.
- 5.6 Separate elections must be held for each office to be held.
- 5.7 An election may be made by acclamation, otherwise it must be by ballot.
- 5.8 The president, vice-president, secretary and treasurer or secretary-treasurer may not hold office for more than three (3) consecutive terms in the same position.
- 5.9 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- 5.10 A director so appointed holds office only until the conclusion of the next annual general meeting of the Massey Victory Heights Residents Association, but is eligible for re-election at the meeting.

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- 5.11 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director until the next annual general meeting.
- 5.12 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 5.13 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.
- 5.14 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- 5.15 All directors must conduct themselves in such a manner as to avoid real or apparent conflict of interest as defined in Part 1.1 (b) and, when standing for election at the Annual General Meeting, shall declare any such real, potential or apparent conflict of interest.

PART 6 - PROCEEDINGS OF DIRECTORS

- 6.1 The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 6.2 The directors may from time to time set the quorum necessary to conduct business and unless so set, the quorum is a majority of the directors then in office.
- 6.3 A minimum of two [2] directors plus the secretary, may request in writing, to convene a meeting of the directors within two [2] weeks of receipt of such request.
- 6.4 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual 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 director for the meeting to be constituted, if a quorum of the directors is present.
- 6.5 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- 6.6 In the case of a tie vote, the chair does not have a second vote.

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- 6.7 All resolutions proposed at a meeting of the board must be seconded. The chairman of a meeting may move or propose a resolution.
- 6.8 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.

PART 7 - PROCEEDINGS OF COMMITTEES

- 7.1 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. At least one director shall be a member of each such committee.
- 7.2 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 7.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within THIRTY (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 7.4 The members of a committee may meet and adjourn as they think proper.

PART 8 - DUTIES OF OFFICERS

- 8.1 The president presides at all meeting of the Association and of the directors.
- 8.2 The president is the chief executive officer, representative and spokesperson of the Massey Victory Heights Residents Association and must supervise the other officers in the execution of their duties.
- 8.3 The president shall have custody of all records and documents of the Massey Victory Heights Residents Association, except those required to be kept by the treasurer.
- 8.4 The vice president must carry out the duties of the president during the president's absence.

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- 8.5 The secretary must do the following:
- a) conduct the correspondence of the society;
 - b) issue notices of meetings of the Massey Victory Heights residents Association and directors;
 - c) keep minutes of all meetings of the Massey Victory Heights Residents Association and directors;
 - d) have custody of the common seal of the society, if there is one;
 - e) maintain the register of members.
- 8.6 The treasurer must:
- a) keep the financial records, including books of account, necessary to comply with the *Society Act*; and
 - b) render financial statements to the directors, members and others when required.
- 8.7 The offices of secretary and treasurer may be held by one person who is then known as the secretary-treasurer.
- 8.8 If a secretary-treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 5.4.
- 8.9 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

PART 9 – SEAL

- 9.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 9.2 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary-treasurer.

PART 10 - BORROWING

- 10.1 In order to carry out the purposes of the Association the directors 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.

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- 10.2 A debenture must not be issued without the authorization of a special resolution.
- 10.3 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 11 - NOTICES TO MEMBERS

- 11.1 A notice may be given to a member, either personally or by mail or by facsimile or other electronic means of communication to the member at the member's registered address.
- 11.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 11.3 A notice delivered by hand or sent by facsimile or other electronic means of communication will be deemed to have been given on the day it was delivered or transmitted.
- 11.4 Notice of a general meeting must be given to every member shown on the register of members on the day notice is given,
- 11.5 No other person is entitled to receive a notice of a general meeting.

PART 12 - BYLAWS

- 12.1 On being admitted to membership, each member is entitled to, and the Massey Victory Heights Residents Association must give the member without charge, a copy of the constitution and bylaws of the Massey Victory Heights Residents Association.
- 12.2 These bylaws must not be altered or added to except by special resolution.

Passed and in effect from this day, June 16th, 2004

Amended and passed on January 27, 2011.