

Clifton Highlands Community Association

Constitution and Bylaws

2023-03-28

The following amended Constitution and Bylaws comply with the requirements of the Society Act of British Columbia (BC). They are here consolidated for convenience only, and in the event of any dispute, the Society Act and the amended bylaws as filed with the Registrar of Societies shall prevail.

Constitution

1. The name of the society is the Clifton Highlands Community Association (CHCA).
2. The Purposes of the society are to:
 - 2.1 provide a vehicle whereby members can act on community issues of common concern;
 - 2.2 provide a forum through which members can discuss community matters of mutual interest;
 - 2.3 represent the members to Kelowna City Council and and other Community Associations on community issues as directed by the membership;
 - 2.4 promote a spirit of neighbourhood and community, both within the specified boundaries of the CHCA and as a part of the City of Kelowna (e.g. resident's safety, FireSmart, Active Living).

Bylaws

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - a) “Bylaws” means these bylaws as amended from time to time;
 - b) “Directors” means the elected or appointed directors of the society until the next Annual General Meeting (AGM);
 - c) “Act” means the Society Act of the Province of British Columbia as amended from time to time;
 - d) “registered address” of a member means their postal address and/or e-mail address as recorded in the register of members.
 - e) “Society” means the Clifton Highlands Community Association.(2) The definitions in the Society Act apply to these bylaws.
(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.
2. Words implying the singular include the plural and vice versa; and words implying a male person include a female person and a corporation.

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Part 2 –Membership

3. (a) The territory of the Clifton Highlands Community Association (CHCA) is shown in Figure A and is limited to property which has Clifton Road, Clifton Road North, Rio Drive or Rio Drive South as its principal access road. The territory extends from Grainger Road in the south to 461 Clifton Road North. Without limiting the generality of the foregoing, this definition shall include those areas commonly referred to as “Rio Terrace”, “Magic Estates”, “Clearpond” and “Shearwater”.
(b) To qualify for membership in the Society, a person must reside within the territory of Figure A and be of legal age.
4. A person who qualifies according to Article 3 may apply for membership in the society by completing an annual application form, and that person becomes a member in good standing upon payment of the annual membership dues.
5. There are two classes of membership, namely:
 - (a) Regular membership – a voting member who has paid the annual membership dues and is 19 years of age or older.
 - (b) Honorary membership – a voting member with the rights of a regular member without the obligation to pay the annual membership dues. On an annual basis, the Board may award a complimentary or a life-time honorary membership to any person in recognition of that person’s special status or exceptional contributions to the Society. A complimentary membership is subject to renewal at every Annual General Meeting (AGM).
 - (c) The Directors may appoint any person who does not qualify for membership under Article 3(b) as a Honourary Member, with the same rights and obligations as an ordinary member, but there shall be no more than two Honourary Members at any one time, and their status is subject to renewal at every Annual General Meeting.
6. Every member shall uphold the constitution of the Society and comply with these bylaws.
7. The amount of the annual membership dues shall be determined by the Directors and approved by the members at the annual general meeting of the Society.
8. A person shall cease to be a member of the Society if:
 - a) the person does not complete an annual application form and pay their annual membership dues , or;
 - b) on being expelled, or;
 - c) on moving out of the territory of the Clifton Highlands Community Association.

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9.
 - a) A member may be expelled by a special resolution of the members passed at a general meeting.
 - b) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
10. A member, excluding an honorary member, is not in good standing if the member fails to pay the member's annual membership dues and the member is not in good standing for so long as those dues remain unpaid.
11. A voting 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 – Meeting of Members

12. General meetings of the Society shall be held at the time and place that the Directors decide. Not less than 14 days notice of the time and place shall be given to all members.
13. An annual general meeting shall be held once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

14. Ordinary business at a general meeting is:
 - a) the adoption of the rules of order;
 - b) the consideration of the financial statements;
 - c) the report of the Directors;
 - d) the report of the auditor, if any;
 - e) the election of Directors;
 - f) the appointment of the auditor, if required; and
 - g) the other business, that under the bylaws, ought to be transacted at the annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
15. Notice of Special Business

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- a) Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
 - b) The Directors may, when they think fit, convene an extraordinary general meeting.
 - c) A notice of an extraordinary 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 judgement concerning that business.
16. a) No business, other than the election of a chairman and the adjournment or terminations of the meeting, shall be conducted in a general meeting when a quorum is not present.
- b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- c) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall 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 within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to bylaw 19, the President of the society, the Vice-President or, in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.
19. 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, the Vice-President and all the other Directors present are unwilling to act as chairman, then members present shall choose one of the members to be chairman.
20. Meeting adjournment:
- a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting which the adjournment took place.

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- b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business transacted at an adjourned meeting,
21. A resolution proposed at a meeting needs be seconded.
22. Voting:
- a) A matter to be decided at a general meeting must be decided by a 50% plus one vote, unless the matter is required by the Act or these bylaws to be decided by a special resolution or another resolution having a higher voting threshold than the threshold for an ordinary resolution.
 - b) In the case of an equality of votes, the chairman shall not have a second vote in addition to the vote to which they may be entitled as a member, and the proposed resolution shall not pass.
 - c) 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.
23. A member in good standing or an honorary member present at a meeting of members is entitled to one vote.
- a) Voting is by show of hands.
 - b) Voting by proxy is not permitted.
24. Corporations may not vote.

Part 5 – Directors and Officers

25. Directors:
- a. A member must be a member in good standing and of legal age in British Columbia in order to qualify for election as a Director.
 - b. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or require to be exercised or done by the society in general meeting, but subject, nevertheless, to
 - I. all laws affecting the Society;
 - II. these bylaws; and
 - III. rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
 - c. No rule, made by the society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
 - d. The minimum number of directors shall be three (3).

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26. Officers:

- a) The Directors shall, at a meeting called for this purpose within 30 days of the annual general meeting, choose from among the Directors persons to hold office as President, Vice-President, Secretary, and Treasurer
- b) A director, other than the President, may hold more than one position.

27. Election of Officers:

- a) The Directors shall retire from office at each annual general meeting when their successors shall be elected.
- b) An election may be by acclamation, but otherwise it shall be by a show of hands.
- c) If no successor is elected, the person previously elected or appointed continues to hold office.

28. Director Appointments:

- a) The Directors may at any time and from time to time appoint a member or an Honorary member as a Director to fill a vacancy in the Directors, provided they meet the qualifications of clause 25 (a).
- b) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

29. Resignation of Directors:

- a) If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
- b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

30. 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.

31. 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 them while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

32. Meeting of Directors:

- a) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meeting and proceedings.
- b) The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
- c) The President shall be chairman of all meetings of the directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the

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- meeting, the Vice-President shall act as chairman; but if neither is present the Directors present may choose one of their member to be chairperson at the meeting.
- d) In the absence of the Secretary at a meeting, the Directors shall appoint another person to act as Secretary.
 - e) A Director may at any time convene a meeting of the directors.
33. The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
34. Questions arising at the meeting of the Directors and committee of Directors shall be decided by a majority of votes. In the case of an equality of votes the chairman does not have a second or casting vote.
35. A resolution in writing, signed by all of the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of the Directors.

Part 7 - Duties of Officers

36. The President shall:
- a) preside at all meetings of the Society and the Directors;
 - b) supervise the other directors in the execution of their duties;
 - c) ensure that within 30 days of the Annual General Meeting an annual report is filed with the registrar of British Columbia that includes the date on which the meeting was held;
 - d) ensure that written notice of the date, time and location of a general meeting is sent to every member of the Society at least 14 days prior to the meeting;
 - e) sign off on all financial statements issued by the Society.
37. The Vice-President shall carry out the duties of the president in his absence.
38. The Secretary shall:
- a) conduct or be copied on all the correspondence of the Society;
 - b) issue notices of meeting of the Society and Directors;
 - c) keep minutes of all meeting of the Society and Directors in accordance with the Act;
 - d) have custody of all records and documents of the society except those required to be kept by the Treasurer.
 - e) file the annual report of the Society and make any other filings with the registrar under the Act; and
 - f) maintain the register of members.
39. The Treasurer shall:

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- a) keep the financial records, including books of account, necessary to comply with the Society Act;
 - b) render financial statements to the Directors, members and others when required; and
 - c) receive and bank monies collected from members or other sources.
 - d) sign off on all financial statements issued by the Society.
40. In the absence of the Secretary for a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8 – Auditor

41. This part applies only where the Society is required to or has resolved to have an auditor.
42. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor with an independent person meeting the qualifications of an auditor.
43. At each annual general meeting the society shall appoint an auditor to hold office until they are either re-elected, they have been provided notice of their removal, or their successor is elected at the next annual general meeting.
44. An auditor may be removed by ordinary resolution.
45. An auditor shall be promptly informed in writing of their appointment or removal.
46. No Director and no employee of the society shall be the auditor.
47. The auditor may attend general meetings.

Part 9 – Notice to Members

48. A notice may be given to a member either personally, by mail at their registered address, or by email.
49. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posed, 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.
50. Notice of a general meeting shall be given to

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- a) every member shown on the register of members on the day notice is given; and
- b) the auditor, if Part 8 applies.

51. No other person is entitled to receive a notice of general meeting.

Part 10 - Bylaws

52. Each member is entitled to and the Society shall make available to them, without charge, an electronic copy of the constitution and bylaws of the society.

53. These bylaws shall not be altered or added to except by special resolution which requires the approval of two-thirds of the voting members present at a general or extraordinary meeting.