

VANCOUVER ISLAND STRATA OWNERS ASSOCIATION
BYLAWS

MARCH 5, 2023

SEE DRAFT BYLAW 6.4.1 JANUARY 26, 2024

1.0 PART 1 INTERPRETATION

1.1 In these bylaws, unless the context otherwise requires:

- (a) "**Directors**" means the Directors of the Vancouver Island Strata Owners Association;
- (b) "**Association**" means the Vancouver Island Strata Owners Association;
- (c) "**Board**" means the Board of Directors of the Association;
- (d) "**Member**" means any person, strata corporation or business that the Board has approved for membership in the Association;
- (e) "**Societies Act**" means the *Societies Act* of British Columbia from time to time in force and all amendments to it;
- (f) "**Registered address**" of a member means the member's address as recorded in the register of members.
- (g) "**Fiscal year**" means calendar year starting on January 1 of any year.

1.2 The definitions in the *Societies 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.

2.0 PART 2 – MEMBERSHIP

2.1 There shall be five classes of membership:

- (a) Corporate - A strata corporation registered with the British Columbia Land Title and Survey Authority.
- (b) Individual - Owner(s) of a strata lot in a strata corporation filed with the British Columbia Land Title and Survey Authority.
- (c) Associate – An individual who resides in British Columbia but is not an owner of a strata lot in a British Columbia Strata Corporation. An Associate member shall pay annual dues and may have all the privileges of membership except the right to vote at general meetings or to be elected or appointed to the Board of Directors.
- (d) Honorary Life - A person who has been approved as a Life Member by the Board. Honorary Life Member is an honorific title awarded by the Board which does not confer voting rights. Criteria for Honorary Life Membership shall be set from time to time at a General Meeting of the Association.

- e) Business - A person or company that provides services to strata corporations. Business membership does not confer voting rights. The Board, from time to time, shall set qualifications for business membership.
- 2.2 A person or corporation may apply for membership and becomes a member when their application has been approved by the Board or by someone empowered by the Board to approve applications for membership
- 2.3 The amount of the dues must be determined at the annual general meeting of the Association.
- 2.4 Membership in the Association ceases if a member:
 - (a) fails to comply with these bylaws;
 - (b) no longer qualifies for one of the classes of membership described in 2.1
 - (c) submits a letter of resignation to the secretary of the Association; or
 - (d) has not been in good standing for three (3) consecutive months.
- 2.5.1 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.5.2 The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- 2.5.3 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.
- 2.6.1 All members are in good standing except a member who has failed to pay his or her current annual membership fee on the day it is due, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid.
- 2.6.2 Dues paid shall not be refunded to a member who resigns from the Association.

3.0 PART 3 - MEETINGS OF MEMBERS

- 3.1 General meetings of the Association must be held at the time and place, in accordance with the *Societies Act*, that the Directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is a special general meeting.
- 3.3 The Directors may, when they think fit, convene a special general meeting, except that
 - (a) Persons holding at least 30 votes may, by written demand, propose a resolution or raise a matter specified in the demand and require that a special general meeting be held, unless the resolution or matter can be considered at the next annual or special general meeting.
- 3.4.1 Notice of a general meeting must specify the place, day and hour of the meeting.
- 3.4.2 A notice of 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 the business;
- 3.4.3 Notice of a general meeting must be received by members at least two weeks prior to the date of the general meeting.
- 3.4.4 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.

- 3.5 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 preceding annual general meeting.

4.0 PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1.1 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.
- 4.1.2 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.
- 4.1.3 A quorum is 30 eligible voters in good standing who are present.
- 4.2 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting must stand adjourned to the same day in the next week. If, at the recommencement of the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.3 Subject to bylaw 4.4, 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.
- 4.4 Members present must choose one of their number at a general meeting to be the chair if;
- (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.
- 4.5.1 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at a reconvened adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.5.2 When a meeting is adjourned for 10 days or more, notice of the recommencement of the adjourned meeting must be sent out as in the case of the original meeting.
- 4.5.3 Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at the recommencement of an adjourned meeting.
- 4.6.1 A resolution proposed by the Board, or by a committee appointed at a meeting, need not be seconded, and the chair of a meeting may move or propose a resolution.
- 4.6.2 In the case of a tie vote on a resolution, the chair has a casting or second vote in addition to the vote to which he or she may be entitled as a member.
- 4.7.1 An individual member of the society shall have one vote. One owner of each unit in a strata corporation which is a corporate member of the society shall have one vote. No person shall hold more than one voting card.
- 4.7.2 Voting is by show of hands or voting cards, as decided by the chair at each meeting.
- 4.7.3 Proxies are not permitted.
- 4.8 The Board establishes the agenda for any general meeting, subject to section 3.3(a) and may delete or add matters as required before sending out the notice of meeting.
- 4.9 Subject to section 4.8, at a general meeting, the order of business will normally be:
- (a) elect an individual to chair the meeting, if necessary;

- (b) proof of Notice of Meeting;
- (c) establish a quorum;
- (d) approve the order of the agenda, if necessary;
- (e) approve the minutes of the last general meeting;
- (f) deal with unfinished business from the last general meeting
- (g) if the meeting is the annual general meeting;
 - (i) receive the annual financial statements of the Association of the preceding financial year, and a financial reviewer'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 the Directors;
- (h) deal with new business, including any matters or special resolutions about which notice has been given to the members in the notice of meeting;
- (i) termination of the meeting.

5.0 PART 5 - DIRECTORS AND OFFICERS

- 5.1.1 The Directors shall exercise all the powers and duties and do all the acts and things that the Association may exercise and do. However, in so exercising and doing them, the Directors shall not contravene any applicable statute, these bylaws, or any rule or lawful direction made from time to time by the Association in a general meeting.
- 5.1.2 The Directors may from time to time contract with a person to act on behalf of the Association under the direction of the Directors.
- 5.1.3 The Association may enact rules at a general meeting. The rules enacted must not contradict the *Societies Act* or the bylaws of the Association. A rule may not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 5.2.1 The number of Directors must be at least five (5) and not more than eleven (11).
- 5.2.2 Subject to 5.2.3 to 5.2.5, Directors shall be elected at the Annual General Meeting of the Association.
- 5.2.3 If less than the maximum number of Directors are elected at an annual general meeting, the Directors may either hold an election at a general meeting to elect additional Directors, or, themselves, appoint an eligible person(s) as new Director(s), to fill any vacancy until the next Annual General Meeting.
- 5.2.4 (a) If the minimum number of Directors is not achieved through elections at the annual general meeting, the remaining Directors must, within 90 days of the annual general meeting, appoint an eligible person(s) as Director(s) to reach at least five (5) Directors.
 (b) If during the year, the number of Directors falls below five (5), the Directors must, within 90 days of the date the number of Directors fell below five (5), appoint an eligible person(s) as Director(s) to reach at least five (5) Directors.
- 5.2.5 In the event that the board is unable to meet the conditions set out in 5.2.4, the Directors must call a general meeting within 30 days of the end of the 90 day period set out therein to seek direction from the members.

- 5.2.6 The term of office of a Director shall be two (2) years, subject to Sections 5.2.7 and 5.4.2.
- 5.2.7 The terms of Directors shall be staggered so that at least one-half of the Directors are elected for 2-year terms at every second Annual General Meeting.
- 5.2.8 If, for any reason, the terms of the Directors should not comply with Section 5.2.7, the Board must lengthen or shorten the terms of one or more of the Directors to be elected to meet the conditions specified in section 5.2.7.
- 5.3.1 Any individual member or owner of a unit in a member corporation is eligible to serve as a Director, except that
 - (a) a Director who ceases to be an owner of a strata lot during their term of office may, by majority vote of the board, continue to serve as a Director until the next annual general meeting.
- 5.3.2 The election of Directors shall be by electronic or paper ballot except if the number of nominees is equal to or less than the number of Directors to be elected in which case, the election shall be by acclamation.
- 5.3.3 Directors, at the end of their two-year term, may be re-elected or they must retire from the Board at the annual general meeting.
- 5.4.1 If a Director resigns their office or otherwise ceases to hold office, the remaining Directors may appoint a member to take the place of the former Director.
- 5.4.2 A Director appointed under these bylaws holds office only until the conclusion of the next annual general meeting of the Association, but is eligible for re-election at the meeting.
- 5.4.3 An act or proceeding of the Directors is not invalid merely because there are fewer than the prescribed number of Directors in office.
- 5.4.4 A Director who misses two (2) consecutive meetings of the Board without notifying the President is deemed to have resigned.
- 5.5 The members may, by special resolution at a general meeting, remove a Director, before the expiration of their term of office, and may elect a successor to complete the term of office, failing which the Board may appoint a Director to fill any vacancy.
- 5.6 A Director must not be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association.

6.0 PART 6 - PROCEEDINGS OF DIRECTORS

- 6.1.1 The Directors may meet at the places they think fit to conduct business, adjourn, terminate and otherwise regulate their meetings and proceedings, as they see fit.
- 6.1.2 The Directors shall meet at the call of the president but must meet a minimum of nine (9) times each year in separate months.
- 6.1.3 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.
- 6.1.4 The president is the chair 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 meeting, the vice president must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.

- 6.1.5 Two Directors may at any time, or the secretary on the request of two Directors must, convene a meeting of the Directors.
- 6.2.1 The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they think fit.
- 6.2.2 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 the exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 6.3 The president with the consent of the Board appoints committees and nominates a chair of any committee so appointed. If at a meeting of a committee, the chair is not present within 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.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.4.1 An executive committee consisting of the president, vice president, secretary, treasurer, and past president (if willing), shall:
- a) meet from time to time at the call of the president to conduct business between regular meetings of the Directors;
 - b) exercise any of the powers of the Directors except;
 - i) the appointment or removal of any officer or Director, and
 - ii) the approval of any financial statements issued by the Association;
 - c) report to the Directors at the next regular meeting of the Directors following the meeting of the Executive Committee.
- 6.5 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, email, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of Directors is not required to be sent to that Director; and
 - (b) any and all meetings of the Directors of the Association, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
- 6.6.1 Resolutions arising at a meeting of the Directors and any committees of Directors must be decided by a majority of votes.
- 6.6.2 In the case of a tie vote of the Directors, the chair has a second or casting vote.
- 6.7 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.8 A resolution in writing signed by a majority of the Directors, or emails, each of which can be verified by a majority of the Directors to be from a Director, is as valid and effective as if regularly passed at a meeting of Directors, but in all cases the result of the resolution must be verified at the next Board meeting and must be reported in the minutes.

7.0 PART 7 - OFFICERS OF THE ASSOCIATION

- 7.1 Officers of the Association shall be elected by the Board at its first meeting following the Annual General Meeting.

- 7.2 The term of elected officers shall be 1 year.
- 7.3.1 The officers of the Association shall be the president, vice president, secretary, and treasurer.
- 7.3.2 The president must do the following:
- (a) preside at all meetings of the Association and of the Directors;
 - (b) call and prepare agendas for meetings of the Association and the Board;
 - (c) act as the official spokesperson for the Association; and
 - (d) coordinate and supervise the committees and activities of the Association.
- 7.3.3 The vice president must carry out the duties of the president during the president's absence, and such other duties as may be assigned by the president.
- 7.3.4 The secretary is responsible for doing, or making arrangements for, the following:
- (a) conducting the correspondence of the Association;
 - (b) issuing notices of meetings of the Association and Directors;
 - (c) taking minutes of all meetings of the Association and Directors;
 - (d) keeping the records and documents of the Association except those required to be kept by the treasurer;
 - (e) having custody of the common seal of the Association, if any; and,
 - (f) filing the annual report of the Association and making any other filings with the registrar under the *Societies Act*.
- 7.3.5 In the absence of the secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.
- 7.4 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from members or other sources;
 - (b) keeping accounting records in respect of the Association's financial transactions;
 - (c) preparing the Association's financial statements;
 - (d) making the Association's filings respecting taxes.
- 7.5 A nominating committee consisting of two or more Directors shall be appointed by the president at least 90 days in advance of the annual general meeting to bring forward a list of candidates for Directors.

8.0 PART 8 — SEAL

- 8.1 The Directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 8.2 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 treasurer.

9.0 PART 9 - BORROWING

- 9.1 The Board may not borrow money on behalf of the Association.

10.0 PART 10 - REVIEW OF ACCOUNTS

- 10.1 The year-end Financial Statement must be reviewed and reported in accordance with the provisions of the *Societies Act*.
- 10.2 The Financial Statement must be reviewed by a qualified person who is not a Director or employee of the Association nor related to either.

11.0 PART 11 - NOTICES TO MEMBERS

- 11.1 A notice may be given, either personally, by mail, by fax, or by email to the member at the member's registered address.
- 11.2.1 A notice sent by mail is deemed to have been given on the fifth 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.
- 11.2.2 A notice sent by fax or email is deemed to have been given on the second week day following the day it is transmitted. Records produced when the message is faxed or emailed are sufficient to prove the notice was properly addressed and sent.
- 11.3.1 Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and
- 11.3.2 No other person is entitled to receive a notice of a general meeting.

12.0 PART 12 — BYLAWS

- 12.1 On being admitted to membership, each member is entitled to, and the Association must, if requested and without charge, give the member a copy of the constitution and bylaws of the Association.
- 12.2 These bylaws must not be altered or added to except by special resolution and are not valid until registered with the Registrar of Companies.

13.0 PART 13 – ASSISTANCE TO STRATA COUNCILS

- 13.1 The Society may assist strata councils when requested but will not interfere with the policies and decisions of the strata corporation.

14.0 PART 14 – WIND UP OF THE ASSOCIATION

- 14.1 In the event of dissolution or winding up of the Association, all remaining assets, after payment of liabilities, shall be distributed to one or more recognized Non-Profit Organizations in British Columbia.