

Fisherman's Wharf Community Association

20 October 2013

I Constitution

- 1 The name of the society is Fisherman's Wharf Community Association.
- 2 The purposes of the society are:
 - (a) To promote and assure the existence of a viable and healthy float home and live aboard community at Fisherman's Wharf in Victoria.
 - (b) To facilitate communication amongst the members as well as with the Greater Victoria Harbour Authority and other organizations.

II Bylaws

Part 1 – Interpretation

- 1(1) In these bylaws, unless the context otherwise requires:

“absentee ballot” means voting through a Nominee by postal or electronic mail, by facsimile transmission (fax) or by proxy;

“acclamation” means that a member is elected or returned by acclamation when no other candidate has come forward at an election and no vote is held;

“Association” means the Fisherman's Wharf Community Association (FWCA);

“directors” means the directors of the association for the time being;

“float home” means a structure that floats on water, which has no inherent means of propulsion, and is used fully or in part as a private residence; a float home includes a house boat and a vessel converted to residence (VCR);

“nominee” means a member in good standing who is entitled to vote and is present at a meeting of the Association and has been designated to represent the vote of another member in good standing who is entitled to vote but will be absent from the meeting, by means of a proxy/absentee ballot.

“notice” means a notice of 14 calendar days, unless otherwise specified;

“ordinary resolution” means a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person and, if proxies are allowed, votes also cast by proxy;

“poll” means the process by which each member who is in good standing and entitled to vote, and is present at a meeting where a vote is in progress, is asked by the Secretary to say how he or she votes;

“proxy” means a written authorization in the form of Schedule A given by one member of good standing in the Association who is entitled to vote, to his Nominee, so that the nominee can act for the first and vote in his stead at a duly called meeting of the Association at which both members would be entitled to vote;

“registered address” of a member means the member's address as recorded in the register of members;

“Society Act” means the *Society Act* of British Columbia from time to time in force and all amendments to it;

“special resolution” means a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote in person or, if proxies are allowed, vote by proxy, of which the notice that the bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a special resolution has been given.

(Special resolutions are used for bylaw changes, dissolution, to remove a director, and may be used for issues of major importance that affect the community as a whole.)

- 1(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2 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 – [repealed 14 September 2008]

Part 3 – Membership

- 6 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.
- 7 [repealed 4 October 2009]
- 7.1 A member of the association is the owner of a float home at Fisherman's Wharf in Victoria, British Columbia.
- 8 Every member must uphold the constitution and comply with these bylaws.
- 9 [repealed 4 October 2009]
- 10 A person ceases to be a member of the association:
 - (a) by delivering his or her resignation in writing to the Secretary of the association or by mailing, or by emailing, or by delivering it to the address of the association;
 - (b) on his or her death;
 - (b1) on no longer being an owner of a float home at Fisherman's Wharf in Victoria, British Columbia;
 - (c) on being expelled; or,
 - (d) on having been a member not in good standing for three consecutive months.
- 11(1) A member may be expelled by a special resolution of the members passed at a general meeting.
- 11(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- 11(3) The person who is the subject of the special resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 12 All members are in good standing except a member who has failed to pay a 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.

Part 4 – Meetings of Members

- 13 General meetings of the association are held on the first Sunday of a month at a time and place determined by the members. The Association shall hold at least four (4) general meetings and one (1) annual general meeting each year.
- 14 [repealed 20 October 2013]
- 15 The directors may, when they think fit, convene a general meeting but not an annual general meeting.

- 16(1) Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- 16(2) 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.
- 17 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.
- 17(1) Business conducted at an annual general meeting shall include the following:
- (a) the adoption of rules of order;
 - (b) the adoption of the previous year's AGM minutes;
 - (c) the consideration of the financial statements;
 - (d) reports by the directors;
 - (e) the report of the auditor, if any;
 - (f) the election of directors;
 - (g) the appointment of the auditor, if required; and,
 - (h) 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 directors' reports.
- 18 *[repealed 20 October 2013]*
- 18(1) A quorum shall consist of 11 (eleven) members in good standing who are present and entitled to vote.

Part 5 – Proceedings at General Meetings

- 19(1) The only business that may be conducted at a general meeting when there is no quorum is the election of a chair and a motion to adjourn the meeting.
- 19(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.
- 19(3) *[repealed 20 October 2013]*
- 19(4) *[repealed 20 October 2013]*
- 20 If within 30 minutes from the time appointed for a general meeting to start a quorum is not present, the meeting must stand 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 appointed for the meeting to start, the members present constitute a quorum.
- 21 Subject to bylaw 22, the Chair of the association, the Vice Chair or, in the absence of both, one of the other directors present must preside as chair of a general meeting.
- 22 If at a general meeting
- (a) there is no Chair, Vice Chair or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the Chair and all other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 23(1) A general meeting may be adjourned from time to time and from place to place, to be continued later, but business must not be conducted at the continuation of an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 23(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 23(3) 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.
- 24(1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 24(2) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 25(1) Every float home at Fisherman's Wharf in Victoria, British Columbia, whose owner is a member in good standing, is entitled to one vote, in person or by absentee ballot at a meeting of members.
- 25(2) Voting is by show of hands, unless a poll is demanded by a member.
- 25(3) *[repealed 20 October 2013]*
- 25(4) Except for matters requiring a special resolution, or unless otherwise specified in these Bylaws, all matters shall be determined by majority vote.
- 25(5) Unless a poll has been demanded, a declaration by the chair that a resolution has, on the show of hands, been carried is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the resolution.
- 26 *[repealed 14 September 2008]*
- 26(1) Voting by proxy is permitted unless otherwise specified in these Bylaws, and must be communicated in writing to the Nominee in the form attached as Schedule A and given to the Secretary before the start of the meeting.
- 26(1.1) Members entitled to vote, who are unable to provide a signed proxy may provide the Nominee all the information required in Schedule A in another form, which will be given to the Secretary before the start of the meeting.
- 26(2) The Secretary shall distribute a proxy form in advance of each meeting, and the form may contain the type, date and location of the meeting to which the proxy applies, as determined by and at the discretion of the Secretary.
- 26(3) Every Association member in good standing who is entitled to vote may represent not more than 3 (three) members of the Association in good standing who are entitled to vote and who will not be present for the meeting, by means of proxy/absentee ballots.
- 26(4) If more than three proxies/absentee ballots have been received by a single Nominee who will be attending the meeting, that Nominee must ask the member giving the proxy/absentee ballot to name an alternate Nominee.
- 26(5) A permanent proxy/absentee ballot, or proxy/absentee ballot entitling a member to vote at other than one meeting and any adjournment (continuation of that meeting), is void.
- 26(6) In order to be a valid proxy/absentee ballot, it must contain all of the information contained in the proxy form in Schedule A, namely:
- (a) type of meeting (general or AGM);
 - (b) date of meeting;
 - (c) location (city) of meeting;
 - (d) name of member giving proxy/absentee ballot;
 - (e) name of float home and its slip number of member giving proxy/absentee ballot;
 - (f) name of Nominee (member receiving proxy/absentee ballot);
 - (g) any specific instructions regarding the vote;

- (h) date of preparation of proxy/absentee ballot;
- (i) signature of member giving proxy/absentee ballot where possible; and
- (j) contact information of member giving proxy/absentee ballot.

26(7) The Secretary shall receive all proxy and absentee ballots, ensure that each proxy/absentee ballot contains the information noted in section 26(6), and ensure that the proxy/absentee ballot is valid. The proxies/absentee ballots shall be kept with the minutes of the respective meeting.

Part 6 – Directors and Officers

27(1) The directors may exercise all the powers and do all the acts and things that the 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 association in a general meeting, but subject, nevertheless, to:

- (a) all laws affecting the association;
- (b) these bylaws; and,
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the association in a general meeting.

27(2) A rule, made by the 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.

28(1) The Chair, Vice Chair, Secretary, and Treasurer are the directors of the society, and together constitute the Association Executive.

28(2) The number of directors must be 4 or a greater number determined from time to time at a general meeting.

29(1) The directors must retire from office at each annual general meeting when the new executive is elected.

29(1.1) At the annual general meeting, candidates for the executive committee will make themselves known, and four will be elected who among themselves will decide who will hold the positions of Chair, Vice Chair, Treasurer and Secretary for the coming year. These decisions will be announced at the first meeting of the association after the annual general meeting.

29(2) An election may be by acclamation, otherwise it must be by ballot.

29(3) *[repealed September 2007]*

29(4) If fewer directors than the number specified in section 28(2) are elected, the director previously elected or appointed, representing the position remaining vacant, continues to hold office.

30(1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

30(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the association, but is eligible for re-election at the meeting.

31(1) 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.

31(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

32 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.

- 33 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 association.

Part 7 – Proceedings of Directors

- 34(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.
- 34(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.
- 34(3) The Chair is the chair of all meetings of the directors, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice Chair 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.
- 34(4) A director may at any time, and the Secretary, on the request of a director, must, convene a meeting of the directors.
- 35(1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors or members as they think fit.
- 35(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.
- 36 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 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.
- 37 The members of a committee may meet and adjourn as they think proper.
- 38 For a first meeting of directors held immediately following the appointment or election of an executive 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 directors for the meeting to be constituted, if a quorum of the directors is present.
- 39 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.
- 40(1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- 40(2) In the case of a tie vote, the chair does not have a second or casting vote.
- 41 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.
- 42 A resolution in writing, signed by all the directors and placed with the minutes of the directors' meeting, is as valid and effective as if regularly passed at a meeting of directors.

Part 8 – Duties of Officers

- 43(1) The Chair presides at all meetings of the association and of the directors.

- 43(2) The Chair is the chief executive officer of the association and must supervise the other officers in the execution of their duties.
- 44 The Vice Chair must carry out the duties of the Chair during the Chair's absence.
- 45 The Secretary must do the following:
- (a) conduct the correspondence of the association;
 - (b) issue notices of meetings of the association and directors;
 - (c) keep minutes of all meetings of the association and directors;
 - (c1) distribute copies of the minutes of general meetings to all members in good standing within 10 (ten) days of the respective meeting;
 - (d) have custody of all records and documents of the association except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the association;
 - (f) maintain the register of members; and,
 - (g) handle the distribution and collection of proxies/absentee ballots.
- 46 The Treasurer must do the following:
- (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.
- 47(1) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.
- 47(2) If a Secretary Treasurer holds office, the total number of directors must not be less than four or the greater number that may have been determined under bylaw 28(2).
- 48 In the absence of the Secretary from a meeting, the directors must appoint another member to act as secretary at the meeting.

Part 8.1 – Committees

- 49 The directors of the association may create committees as needed and as requested by members.
- 50 The four directors serve as the Executive Committee.
- 51 There is one standing committees, as follows:
- 51(1) *[repealed 20 October 2013]*
- 51(2) *[repealed 20 October 2013]*
- 51(3) Events Committee. The Events Committee facilitates activities and projects that build public awareness of our community and which keep Fisherman's Wharf a highly valued part of Victoria's landscape. As well, the Events Committee may organize social and environmental functions.
- 51(4) *[repealed 20 October 2013]*

Part 9 – Seal

- 52 The directors may provide a common seal for the association and may destroy a seal and substitute a new seal in its place.

- 53 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 Chair and Secretary, or the Chair and Secretary Treasurer.

Part 10 – Borrowing

- 54 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.
- 55 A debenture must not be issued without the authorization of a special resolution.
- 56 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

- 57 A notice may be given to a member, either personally or by mail to the member at the member's registered address, or by email to the member.
- 58 A notice sent by mail is deemed to have been given on the third 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.
- 59(1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.
- 59(2) Notice of an annual general meeting must be given to every member shown on the register of members on the day notice is given and must be posted for the general public 14 days prior to the meeting date.
- 59(3) No other person is entitled to receive a notice of a general meeting.

Part 12 – Bylaws

- 60 On being admitted to membership, each member is entitled to, and the association must give the member without charge, a copy of the bylaws of the association.
- 61 These bylaws must not be altered or added to except by special resolution.

Part 13 – Dissolution

- 61(1) The dissolution of Fisherman's Wharf Community Association may only be effected by a Special Resolution.

Part 14 – Amendments

- 62 *[repealed 20 October 2013]*

Part 15 – Dissolution

- 63 *[repealed 20 October 2013]*

Schedule A

PROXY

PROXY SOLICITED on behalf of the Executive Committee for the _____ meeting
of the Fisherman's Wharf Community Association in _____ British Columbia.

I, _____, of _____ in the Province
of British Columbia, being an Owner/Resident of Fisherman's Wharf and a member of the Fisherman's Wharf Community
Association, hereby revoke any Proxy previously given, hereby appoint _____
as my Proxy with full power of substitution to attend, and act for me on my behalf at the _____ Meeting of
Fisherman's Wharf Community Association to be held on _____, and every adjournment
thereof and every poll that may take place in consequence thereof and without limiting the generality of the power hereby
conferred, the Nominee named above is directed to vote on the following:

BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING

The Owner/Resident represented by this Proxy shall be voted or withheld from voting in accordance with the instructions
of the Owner/Resident.

Dated the _____ day of _____, 20 _____

Signature of Owner/Resident

Name of Owner/Resident (please print)

Name of Home Vessel (please print)

(_____) _____
Contact Number

III Mission Statement

The mission statement of the association is:

1. The Fisherman's Wharf Community Association is a unique float home, live aboard and marine community working together:
 - (a) to provide a forum for discussing and resolving common issues;
 - (b) to speak with a united voice;
 - (c) to maintain and enhance our quality of life;
 - (d) to be an attractive and positive presence in the community; and,
 - (e) to be stewards of the environment.
2. The Fisherman's Wharf Community Association values:
 - (a) our unique way of life;
 - (b) a unified voice;
 - (c) inclusiveness;
 - (d) fairness and equality;
 - (e) respect for people, animals and the environment;
 - (f) sharing and caring;
 - (g) environmental stewardship; and,
 - (h) celebration and fun.
3. The main goals of the Fisherman's Wharf Community Association are:
 - (a) to secure our individual and collective tenure at Fisherman's Wharf;
 - (b) to develop and maintain a positive community profile;
 - (c) to strengthen community relationships; and,
 - (d) to develop an environmental plan of action we can accomplish together.

IV Rules

RULE 1 We accept parliamentary procedures and accept *Robert's Rules of Order* 10th Edition for our Association meetings. [22 June 2007 AGM]