

CONSTITUTION AND BY-LAWS

Roberts Creek Community Association

We the undersigned do hereby declare that we desire to form a Society under the Societies Act and:

1. The name of the Society is:
"Roberts Creek Community Association"

2. The Purposes of the Association are:
 - a) Study any issues affecting the Community of Roberts Creek B.C., and to take whatever action is deemed advisable, in the interest of the citizens as a whole.
 - b) Own, maintain and operate Community Properties for the benefit of the Community. Operations may include renting, leasing or loaning said properties in any manner which may be deemed proper.
 - c) Operate a Community Reading Room.
 - d) Provide leadership, funding and direction for staging Community Cultural Events.

3. The operations of the Association are to be carried on chiefly in Roberts Creek, BC area. This provision is unalterable.

4. All operations shall be carried on in a non-political, non-denominational and nonpartisan manner. This provision is alterable.

5. All monies earned or acquired shall be used in the interest of the Community; also to the proper maintenance of said Properties, in keeping same in good repair. This provision is unalterable.

BY-LAWS

Article I - Membership

1. Any resident or property owner of the district of Roberts Creek may become a member upon subscribing to the aims and objects of this Association and who is accepted by the Executive Committee.
2. The membership fee shall be determined by the Executive Committee and approved by the membership at a regular general meeting.
3. All members shall have equal rights and privileges, subject to Article IV (5).
4. It is the obligation of a member to work at all times in the interests of the Association and attend all meetings when possible.

Article II - Withdrawal of Members

A member may withdraw at any time by notifying the Secretary, in writing, or may be expelled by a ~~3/4~~ majority vote at a Special General Meeting called for such purpose.

This change to comply with the new BC Societies Act

Article III - Meetings

1. The Annual General Meeting of the Association shall be called not later than the month of ~~September April, and within 6 Months of the Associations year end,~~ the date to be chosen by the Executive Committee. 21 days public notice and notice to members, by any means the Executive committee approves, must be given for the Annual General Meeting. -A public notice to be posted at least 14 days before said meeting.
To comply with the new Societies Act.
2. The Executive Committee shall determine the time and place of holding the meetings of the Association and shall promulgate such rules as shall provide for their general conduct.
3. A maximum of Nine (9) members shall constitute The Executive Committee of Officers and shall be competent to transact the business of the Association at any meetings duly called. A majority of the Executive Committee shall constitute a quorum for both a general meeting and a meeting of the executive committee duly called.
4. Special meetings of the Association shall be called by the directors upon written request of 10% of the Voting members. ~~present at a general meeting.~~
5. Notice of all Special Meetings shall be posted 21 14 days prior to the meeting together with the time, date, place and purpose of the meeting.

Article IV - Elections and Voting Rights

1. Election of Officers and Directors shall be held annually at the Annual General Meeting.
2. The term of Officers and Directors shall be one (1) year. Officers and Directors elected to fill a vacancy shall hold office for the remainder of the term he is elected to fulfill.
3. The Officers and Directors shall appoint a Nominating Official to over-see the selection of candidates and to control the election.

4. Voting at elections shall be by way of secret ballot.
5. A member is entitled to vote and to stand for election as an Officer or Director after being a member in good standing for ~~30 days, six months~~.
6. A member whose name is placed forward as a candidate, to be an Officer or Director, shall signify his willingness to stand either:
 - (a) by being present at the Annual meeting and so agreeing or,
 - (b) by providing a letter addressed to the Nomination Official, prior to the Annual Meeting, stating his willingness/agreement to carry out the duties of an Officer or Director.
7. Voting by proxy is not permitted at any meeting.
8. Any resolution proposed at a Special Meeting shall require approval of three quarters (¾) of the members present.

Article V — Officers and Directors.

1. The Executive Committee shall consist of Five (5) Officers and between Two (2) and Four (4) Directors at Large.
2. Officers of the Association shall consist of the following:
 - (a) President
 - (b) Vice-President
 - (c) Secretary, Recording and Corresponding
 - (d) Treasurer
 - (e) Up to four Directors at Large
3. Duties of the officers shall consist of the following:
 - (a) President: To preside at all meetings of the Association, and of the Executive Committee and to have general supervision of the affairs of the various committees.
 - (b) Vice-President: To assist the President and in his absence to take his place.
 - (c) Secretary: To record the Minutes of all meetings. To conduct all correspondence of the Association and to perform such other duties as may be required by the Executive Committee.
 - (d) Treasurer: To take charge of all receipts and to make the necessary disbursements as may be required from time to time by the Executive Committee. Accounts shall be kept in a systematic and businesslike manner, which accounts may be subject to annual inspection by an Auditor, and shall submit reports as may be required by the Executive Committee.
 - (e) Directors: The Directors, together with the above officers shall constitute the Executive Committee which body shall have the following powers and duties:
 - (i) Charge and control of the Association's premises and property except that any acquisition, disposition, lease or charge of any Capital Property of the Association with a value in excess of Ten Thousand Dollars (\$10,000) shall not be entered into without the approval of the members at a properly constituted Special Meeting.

- (ii) Control of the Funds of the Association.
- (iii) Power to appoint committees for any purpose they may deem expedient.
- (iv) Administration of the internal affairs of the Association and the making of regulations not inconsistent with the Constitution.
- (v) The appointment of an Auditor.
- (vi) The appointment of delegates to any body to which the Association may become affiliated.
- (vii) Cheques must be signed by any two of the following: President, Vice President and Treasurer.

(viii) Directors and Officers of the Association shall not receive remuneration for their services as a Director, and may be reimbursed for any expenses incurred on behalf of the Association, providing they have prior approval. Directors may be remunerated for services other than acting as a Director, which the Association has contracted for.
 To clarify that we may pay people for work, but not for serving as a Director.

(f) Directors must disclose promptly and fully any personal interest they have in any matter being considered by the Executive. IF the Directors interest creates a conflict with their Duties as a Director, the Executive will by majority vote determine if the Director in questions must:

- a) Abstain for voting or consenting to resolution on the matter,
- b) Leave the meeting,
- c) Refrain from any actions intended to influence the discussion or vote,

In all cases, such disclosure and resulting decisions must be recorded in the Societies records, either in meeting minutes or other written records.
 To comply with the new SA.

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Article VI - Funding

Funds for the purpose of the Association shall be derived from voluntary contributions, membership fees and in any way that may be deemed advisable. The Association is a member funded organization, with all funds being used solely for the benefit of the Association.
 To comply with the SA.

Article VII

The books of the Association ~~may~~ shall be submitted to an Auditor for inspection prior to the Annual General Meeting, if the Executive so decides.
 To remove the requirement for an Auditor, unless the Executive feels it is necessary.

Article VIII - Books and Records

1. The keeping of all books and records of the Association shall be the responsibility of the Secretary and the Treasurer.
2. The books and records of the Association may be inspected by members upon written application at such time and place as the Executive Committee shall decide, which time shall not be later than two weeks after the date of application.

Article IX – Seal

The seal of the Association shall be kept in the custody of the Secretary at all times, and shall only be used on the direction of the officers of the Association.

Article X - Amendments

1. Amendments to these by-laws, alterations and additions may be made by extraordinary resolution passed by a vote of three-fourths of the members of the RCCA in good standing present at a general meeting of the Association duly called.
2. Notice of such resolution must be adopted by motion at a prior General Meeting and duly posted in writing.

Article XI - Dissolution

In the event of the winding up or the dissolution of the Association all Properties and monies remaining after settling its just debts shall be transferred to an organization or organizations promoting the same or similar purposes of the Association as agreed by three quarters ($\frac{3}{4}$) of the members of the RCCA in good standing present at a Special meeting provided that the organization selected is a registered charity recognized by the Canada Revenue Agency and failing this to the Sunshine Coast Regional District.