

**French Creek Residents' Association
Special Meeting - Minutes
May 11, 2017. St. Columba Church Hall**

- The meeting was called to order at 8:50 pm with about 40 members in attendance. A quorum was present (10 or more members excluding executive).
- President Rob Williams chaired the meeting. Secretary Michael Jessen recorded the meeting.
- **Official notice** per bylaws given by email or Canada Post to members on April 26, 2017.
- **Agenda.** The agenda items were specifically advised in the Notice of Meeting. Chair Williams explained the purpose of the meeting was to deal with matters arising from the requirements of the new B.C. Societies Act. Registered societies in B.C. must submit their constitution and bylaws in electronic/digital format by November 2018. Some new terminology must be included which describes the nature of the society and how it is funded. Societies wishing to update or make other changes to their bylaws can include them in the new electronic text without paying the normal fee. The full notice to members and made available at the meeting is included as Appendix A.
- **MOVED VP Ray Shaw, SECONDED Director Steve Coull**, that the membership of French Creek Residents' Association approve a change of name to French Creek Residents Association. **CARRIED**
- **MOVED VP Bill Campbell, SECONDED Sue McLean**, that the membership of French Creek Residents' Association adopt the new society definition provided by the Government of B.C. and ratify the proposed changes to Bylaws, both as submitted concurrently with this resolution. **CARRIED**
- **Meeting adjourned 9:00pm – all business concluded.**
- Minutes prepared by: Michael Jessen, Secretary. Reviewed by Chair Williams. Minutes subject to approval and adoption at next general meeting.

APPENDIX A

French Creek Residents' Association
Constitution & Bylaw Changes

Background

The new Societies Act took effect November 28, 2016 and requires a change to our Constitution and Bylaws. All societies must enter their documents online with BC Registry Services and make any required changes to their Constitution and/or Bylaws. This is termed the Transition Process and must take place before November 28, 2018.

The provincial government requires that all societies must be defined as to the source of their funding by approving the applicable description in the format which they provide.

During the transition process Societies will be allowed to make changes to their Bylaws without needing to pay for submission of same. FCRA has not fully updated our Bylaws since they were written in 1973 and some changes are required. Also, some terms used are now out of date and no longer applicable.

In addition, your Board believes that our association name should be modified to reflect current common usage of grammar and spelling in relation to the spelling of Residents' and the apostrophe at the end of this word. We propose dropping the apostrophe and spelling the word Residents. This change cannot be processed until after the society Constitution and Bylaw changes have been entered online in the Transition Process.

Attached is a highlighted and notated copy of our existing Bylaws for your perusal. Following below is the final text for the new society Constitution definition, re-formatted Bylaws and the Special Resolutions already advised to you in the Notice of Meeting.

Special Resolution

That the membership of the French Creek Residents' Association approve a change of name to the French Creek Residents Association.

Special Resolution

That the membership of the French Creek Residents' Association adopt the new society definition provided by the Government of BC and ratify the proposed changes to Bylaws, both as submitted concurrently with this resolution.

Constitution Society Definition

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

French Creek Residents' Association
Certificate of Incorporation No. S-10477 dated October 1, 1973
Proposed Constitution for transition

Constitution

1. The name of the society is French Creek Residents' Association.
2. The purposes of the society are:
 - a) To represent property owners and permanent residents within the French Creek area which is defined as the area between the West boundary of the City of Parksville and the East boundary of the Town of Qualicum Beach, bounded on the South by the northernmost main Hydro transmission line and on the North by the Salish Sea also known as the Strait of Georgia. This provision is alterable.
 - b) To encourage the residents of French Creek, individually and collectively, to improve their conditions and their community at large through organized representation.
 - c) To monitor changes in, promote enforcement of, and influence revisions to the Official Community Plan applicable to French Creek by communicating the views of the Membership to the Board of Directors for the Regional District of Nanaimo.
 - d) To make suitable recommendations before the Board of Directors for the Regional District of Nanaimo, Provincial government departments, governing agencies and other bodies, regarding specific issues.
 - e) To support only those developments, zoning and land use proposals that are consistent with the natural aesthetics of French Creek, are in keeping with it's residential, rural and agricultural nature, and conform to the Official Community Plan.
 - f) To be non-partisan in its activities.
3. This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

Bylaws text

French Creek Residents' Association
Certificate of Incorporation No. S-10477 dated October 1, 1973

Bylaws

MEMBERSHIP

1. Membership is open to Property Owners and/or Permanent Residents of French Creek who are of voting age. A Permanent Resident is anyone who lives in French Creek for six months plus one day of a twelve month period.
2. The sitting Regional Director representing French Creek may be an ex-officio non-voting Member of the Association and is not required to pay annual dues.
3. Life members may be appointed by majority vote of the Executive at a regular Executive Meeting in recognition of outstanding service to the Association. Life Members shall have full voting rights and are not required to pay annual dues.
4. a) Annual membership dues shall be established by majority vote of the Executive at a regular Executive Meeting.
b) Memberships shall be for each calendar year, except that memberships purchased in the last two months of the year shall be valid until the end of the following year.
c) Memberships not renewed for the year by February 28 shall lapse.
d) Membership shall terminate if a member ceases to qualify as in 1. above.
e) A Member shall cease to be in good standing if membership is not renewed for the year by February 28 or if the Member ceases to qualify because of a change in property ownership status or residence location.
5. A Member whose conduct is in conflict with the Association's Constitution or Bylaws may be expelled from membership by a majority vote of the Executive at a regular Executive Meeting. The member is entitled to representation at the applicable Executive Meeting.

FISCAL YEAR

6. The Fiscal Year of the Association shall begin on April 1 and end on the following March 31.

GENERAL MEETINGS

7. The Annual General Meeting shall be held within 60 days following the end of the Fiscal Year.
8. General Meetings shall be held when the Executive deem them necessary or desirable but shall be at least one per year.
9. A Special Meeting may be requested by Members as provided in the Societies Act.
10. Notice of Membership Meetings shall be by the Executive using appropriate mail, media, and other means in accordance with the Societies Act to advise Members of the place, date, time and type of meeting and in the case of a Special Meeting, the subject of the Meeting, such notice given at least 14 days prior to the date of the Special Meeting.
11. Ten members in good standing who are not on the Executive shall constitute a quorum at a Membership Meeting. Unless otherwise stated in these Bylaws, resolutions at Members Meetings shall require a simple majority vote.
12. a) All Members in good standing shall have voting power at all Membership Meetings, except as in Bylaw 2 above and parts b) and c) below.
b) Members who may be in a conflict of interest in a matter under consideration may participate in discussion but may not vote on the matter.
c) Members must be in good standing for thirty days prior to the Annual General Meeting or a Special Meeting to vote at that meeting.

EXECUTIVE

13. The Executive shall consist of a President, one or two Vice Presidents, Secretary, Treasurer and not less than four or more than six Directors. The Past President shall be a member of the Executive.
14. Only Members in good standing may hold Executive office.
15. The Membership shall elect the members of the Executive by majority vote at the Annual General Meeting and the term of office for all Executive members shall be until the next Annual General Meeting.
16. Vacancies occurring on the Executive may be filled by appointment and majority vote of the Executive at a regular Executive Meeting.
17. Half of the Executive members shall constitute a quorum at Executive Meetings.

18. The Executive collectively shall:

- propose and interpret the Purposes and Bylaws of the Association
- be responsible for the financial direction and control of the Association
- ensure Membership qualifications are maintained and
- ensure all requirements of the Societies Act are met.

19. Individually, Executive members shall perform the following functions:

- President – conduct Executive and Membership Meetings and be generally familiar with all Association matters.
- Vice President(s) – stand in for the President when requested or during absences and perform such other functions as may be assigned by the Executive.
- Secretary – take minutes of Executive and Membership Meetings and maintain suitable records of the meetings, including attendance.
- Treasurer – control the receipt and disbursement of funds and account for these, including presenting Financial Reports to Executive and Membership Meetings and maintain suitable records.
- Directors – contact and liaison on areas of interest to the Members, including research, investigation and reporting as assigned by the Executive.

20. Members of the Executive who are unable or unwilling to fulfill their responsibilities and who do not resign may be removed from office by a majority vote of the Executive at a regular Executive Meeting.

21. Signing officers shall be any two of four Executive members named annually by majority vote of the Executive at a regular Executive Meeting.

22. Members of the Executive shall not be paid any remuneration for fulfilling their Executive functions.

BORROWING MONEY

23. The Association shall not incur debt greater than \$1,000.

24. The Association may only borrow on the authority of a 2/3rds majority vote of Members in good standing having voting rights present at a Special or General Meeting. No debenture shall be issued without sanction of a Special Resolution.

25. Borrowing negotiations shall be carried out by the Executive.

FINANCIAL REPORTS

- 26. The Treasurer shall prepare Annual Financial Statements including a Balance Sheet, showing the Assets and Liabilities of the Association at the fiscal year end and a Statement of Income and Disbursements for the fiscal year.
- 27. The Executive shall annually appoint two Members of the Executive or general membership to the Audit Committee. The Audit Committee shall review the Annual Financial Statements and report on them to the Annual General Meeting.

ALTERATION OF THE CONSTITUTION AND BYLAWS

- 28. Alteration of the Association Constitution or Bylaws shall only be by Special Resolution approved by 2/3rds of Members present at a Special or General Meeting.
- 29. Proposed alterations shall be included in the Notice of Special or General Meeting.

MEMBERS ACCESS TO RECORDS

- 30. Members may inspect the Minutes of Executive and Membership Meetings by appointment with the Secretary and the Financial Records by appointment with the Treasurer.

GENERAL PROVISIONS

- 31. In the Association’s Constitution and Bylaws, unless the context otherwise requires, words denoting the singular number shall include the plural number and vice versa.
- 32. Meetings of the Executive and Membership shall rely upon Robert’s Rules of Order to resolve differences and disputes when not contrary to the Constitution or Bylaws.
- 33. The actions and affairs of this Association shall be in accord with the Societies Act except where the Constitution and/or Bylaws legally supersede it.
- 34. This Constitution and these Bylaws, when approved by the Membership and accepted by the Minister as required under the Societies Act, are the only ones in effect. The previous Constitution dated March 27, 1995 and amended Bylaws dated July 23, 2012 are hereby superseded.

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