

CONSTITUTION AND BY-LAWS

BRITISH PROPERTIES AREA HOMEOWNERS ASSOCIATION, BPAHA

CONSTITUTION

1. The name of the Association is the 'BRITISH PROPERTIES AREA HOMEOWNERS ASSOCIATION', BPAHA (hereinafter referred to as "the Association").
2. The purposes of the Association are:
 - (a) to act as a non-partisan entity committed to prudent planning and enhancement of the environmental and quality-of-life character of West Vancouver generally, with special attention to matters of particular interest and concern to residents of the British Properties and adjoining areas.
 - (b) to serve the members of the Association in an advocate role in promoting the interests and well being of homeowners and residents in the British Properties and adjoining areas.
 - ©) to pursue a policy of ongoing, constructive and open dialogue with West Vancouver District Council, School Board, other government agencies and various community bodies, as appropriate.
3. The activities of the Association shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Association shall be used in promoting the purposes of the Association.
4. In the event of the winding up or dissolution of the Association, the assets remaining after the payment of all costs, charges, financial commitments, debts and expenses properly incurred in the winding up, shall be distributed to the Corporation of the District of West Vancouver for community purposes as shall be designated by the Directors of the Association at the time of the winding up or dissolution. Failing such designation by the Directors of the Association, such funds shall be given, transferred and distributed to an organization which has

purposes similar to those of the Association.

BY-LAWS

Part I – Membership

1. Any person who is a resident within the area described from time to time by resolution of the Directors of the Association shall qualify for membership in the Association upon payment of annual dues as described in Subsection (2) herein.
2. Application for membership may be made through the Directors of the Association or their appointed representatives and the fee for membership shall be that fee prescribed from time to time by resolution of the Directors of the Association.

Part II – Meetings of Members

3. The Annual General Meeting of the Association shall be held in November of each year or in such month that the Directors decide, at such time and place as determined by the Directors.
4. Other General Meetings of the Association may be convened by the Directors at such times and places as they may determine. A meeting of the Association may also be called upon request to the Directors from any fifteen (15) members in good standing. Any such meeting shall be called at a time and place decided by the Directors within thirty (30) days of the request being received in writing. The requisition shall state the object of the meeting and be signed by the individual requisitionists.

5. Notice of General Meeting shall specify the place, the day and the time of the meeting and in case of special business, the general nature of the business. There shall not be less than ten (10) days clear notice of such meeting.

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.

6. No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present. A quorum shall consist of not less than thirty (30) members present and entitled to vote. Voting by proxy is not permitted.
7. If within thirty (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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
8. A member in good standing present at a meeting of members is entitled to one vote. Voting at meetings of the Association shall be by a show of hands unless a poll vote be demanded by any five (5) or more members.
9. In the case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the resolution shall be deemed to have failed.
10. No member shall speak more than once on any question unless and until all other members desiring to speak have been heard. To be considered, resolutions proposed at a General Meeting must be seconded. The Chairman may move or propose a resolution.

11. The President of the Association, the Vice-President, or in the absence of both, one of the Directors present shall preside as Chairman of a General Meeting. If at a General Meeting there is no President, Vice-President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or the President and all other Directors present are unwilling to act as Chairman, the members present shall choose one of their members to be the Chairman.
12. No rule made by the Association in a General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
13. Matters not covered by these By-Laws shall be conducted in accordance with Roberts Rules of Order.

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Part III – Board of Directors

14. There shall be a Board of Directors (hereinafter referred to as “the Directors”) composed of a minimum of ten (10) and a maximum of fifteen (15) members of the Association, all elected pursuant to the provisions of the By-Laws herein and they shall manage the Association
15. The whole Board of Directors shall be retired at each Annual General Meeting, but each Director shall be eligible for re-election if otherwise qualified. Directors may hold office for five (5) consecutive terms but then must cease to be a Director for at least one (1) year before being eligible for re-election or re-appointment.
16. The qualifications for a Director shall be coincident with qualifications for

membership in the Association.

17. The Directors of the Association shall normally meet once in every month of the year, with the exception of the months of July and August. No formal notice of meeting shall be necessary if all the Directors are present or those absent have signified their consent to the meeting being held in their absence.
18. A majority of the Directors shall form a quorum for the transaction of business at meetings of the Board of Directors.
19. Questions arising at meetings of Directors and Committees of Directors shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meetings shall not have a second or casting vote.
20. A resolution in writing signed by all Directors shall be valid and effectual as if passed at a meeting of the Board of Directors duly called and constituted.
21. If any Director shall resign his office or without reasonable excuse absent himself from three (3) or more Directors' meetings in any year, the Board of Directors may declare his office vacated and may appoint a successor to hold office in his place until the next Annual Meeting of the Association.
22. The Directors shall not be liable for any action taken or omitted by them in good faith or for the acts of any agent, employee or attorney selected by the Directors with reasonable care or for any acts or omissions of any other Director.
23. No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.

Part IV – Officers and Committees

24. The Board of Directors, at the first meeting of the Board held after the Annual

Meeting, shall elect annually from their number an Executive Committee consisting of a President, Vice-President, Secretary and Treasurer who shall be the Officers of the Association and who shall carry on the business of the Association between meetings of the Board of Directors in accordance with the policies and directives established by the Board.

25. The Officers of the Association shall have such authority and shall perform such duties as may from time to time be described by the Directors.
26. The Directors may from time to time appoint further Officers, Committees and Agents and authorize the employment of such persons, whether or not members of the Association, as they deem necessary or desirable to carry out the objects of the Association, and such Officers, Committees and Agents shall have such authority and shall perform such duties as from time to time may be prescribed by the Directors.
27. The Directors shall have the power to fill any vacancy howsoever caused occurring in the Officers of the Association or in any Committee and shall also have the power from time to time, notwithstanding Paragraph (24) of these By-Laws, to remove any Officer from his office and appoint another in place thereof.
28. The Board of Directors and other Committees appointed as aforesaid shall each have the power to make rules and regulations to govern the conduct of their business respectively, provided always that such rules and regulations do not conflict with any provisions of the Constitution or By-Laws therein.

Part V – Duties of Officers

29. In addition to the duties prescribed from time to time by the Board of Directors,

the Officers of the Association shall have the following duties:

(a) the President, to act as Chairman at all meetings of the Association and at all meetings of the Directors, to conduct said meetings in good order, to enforce the provisions of the Constitution and By-Laws and to exercise supervision over the affairs of the Association and the activities of its Committees. The President shall be an ex-officio member of all Committees except the Nominating Committee;

(b) the Vice President, in the absence of the President to perform the President's duties and to assist as required.

©) the Secretary, to keep a record of Minutes of all meetings of the Association and the Directors, to deal with correspondence and to arrange for and notify the Directors and Members of all meetings, and to keep a Register of the Members.

(d) the Treasurer, to collect all dues levied by the Association, to discharge all financial obligations incurred by the Association and to maintain in proper order a record of all receipts and disbursements of the Association.

Part IV – The Nominating Committee

30. A Nominating Committee shall be appointed by the Directors at least one (1) month prior to the Annual General Meeting to prepare a list of nominees for Director to be elected by the members at the Annual General Meeting
31. The Nominating Committee shall consist of three (3) members in good standing. If the Past-President is a member and is willing to act, he shall be Chairman of the Nominating Committee.
32. At the Annual General Meeting, the Chairman of the Nominating Committee or his designate shall present to the members a report in writing giving the names of all persons duly nominated for Director.

33. Additional nominations for Directors may be made from the floor of the Annual General Meeting if the nominee in question is a member in good standing, is present at the meeting and is nominated by another member present and in good standing.
34. In elections where there are more candidates than there are vacant positions for elected Director, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

Part VII – Books and Records

35. The Directors shall ensure that all necessary books and records of the Association including Minutes of all Directors' Meetings and General Meetings are regularly and properly kept.
36. Financial Reports of the Association shall be presented to the Annual General Meeting in each year.

Part VIII – Audit

37. The books, accounts and records of the Association shall be audited annually by a qualified accountant or by two (2) members of the Association appointed for that purpose at the preceding Annual General Meeting.
38. No Director and no employee of the Association shall be auditor.
39. Upon adequate notice, books and records of the Association shall be available for perusal by any member in good standing at a reasonable time in the

presence of a Director.

Part IX – Alteration of Constitution and By-Laws

40. The Association may amend, alter, add to or repeal any of its By-Laws or its Constitution by a Special Resolution passed at any Annual General Meeting by a majority of Seventy-Five (75%) per cent or more of such members entitled to vote and in attendance at the General Meeting, provided that members shall have been duly notified of the proposed changes and of the date of the meeting at least ten (10) clear days prior to the said Meeting.

Part X – Other

41. Wherever the singular or masculine is referred to in the Constitution and By-Laws the same shall be deemed to include the plural or feminine as the context requires.
42. The mailing address of the Association shall be the POST OFFICE box of the Association in West Vancouver, B.C.

Dated at the District of West Vancouver in the Province of British Columbia, this 30th day of June, 2010 .