

CHOA – Condominium Home Owners’ Association of BC Society # S-12296 Bylaws April 16, 2015

1 Part — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - “Association” means the Condominium Home Owners’ Association of B.C.;
 - “directors” means the directors of the Association for the time being;
 - “Society Act” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - “registered address” of a member means the member’s address as recorded in the register of members.
 - “member” or “members” includes Strata Corporation Members, Business Members and Associate Members, as defined later in these bylaws.
- (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 — Membership

- 3 (1) The members of the Association are Strata Corporations, Sections of Strata Corporations, Business Members, and Associates.
- (2) Every member must uphold the constitution and comply with these bylaws.

Good Standing

- 4 All members are in good standing except a member who has failed to pay the applicable current annual membership fee, 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 any such amount remains unpaid.

Membership Ceases

- 5 Membership with the Association shall cease upon:
 - (a) Strata Corporation or Section members by delivering a resignation to the Association.
 - (b) An associate or business member does not renew membership within 30 days of expiry of renewal.
- 6 (1) A member may be terminated or suspended by the board of directors for breach of the bylaws and policies of the Association.
- (2) The proposed notice must be accompanied by a brief statement and the reasons for the proposed termination or suspension.

(3) The member who is the subject of the proposed termination or suspension must be given the opportunity of a hearing with the board of directors at the next scheduled meeting.

Voting – Strata Corporation Members

- 7 (1) Strata Corporation Members shall consist of all Strata Corporations who have made application for voting membership by a motion passed by a majority at a Council meeting or a general meeting and have paid the annual fee to join the Association.
- (2) All owners, tenants and occupants of strata lots located in complexes that are Strata Corporation Members shall have access to the services of the Association for matters concerning their individual strata lots.

Non-Voting Members – Business Members

- 8 (1) Business members shall consist of those businesses whose applications have been accepted by the board of directors and who have paid the annual fee to join the Association. (“Business Members”).
- (2) A business may apply for membership with the Association. The board of directors of the Association shall review each application and decide whether to accept the applicant as a business member.
- (3) Business Members shall enjoy all the benefits accorded to Strata Corporation Members except that they shall have no voting privileges. They may be appointed to the board of directors for one year term, which may be renewed annually, by a majority vote of the board of directors at a board meeting held in accordance with these bylaws.

Non-Voting Members – Associate Members

- (4) Associate members shall consist of those strata lot owners whose application has been accepted by the board of directors and who have paid the annual fee to join the Association (“Associate Members”).
- (5) Any individual strata lot owner may apply to the Association as an Associate Member.
- (6) The access of Associate Members to the Strata Property Advisor shall be limited to those matters related to their individual strata lots.
- (7) Associate Members have no voting rights at general meetings and are not eligible to be elected or appointed to the board of directors.

Part 3 — Meetings of Members

- 9 General meetings of the Association must be held at the time and place that the directors decide and in accordance with the *Society Act*.
- 10 Every general meeting, other than an annual general meeting, is a special general meeting.
- 11 The directors may, when they think fit, convene a special general meeting.
- 12 (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.
(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.
- 13 An annual general meeting must be held no later than 5 months after the end of the fiscal year.

Part 4 — Proceedings at General Meetings

- 14 Special business is all business conducted at an annual general meeting or special general meeting, except the following:
 - (a) consideration of the financial statements;
 - (b) report of the directors;
 - (c) report of the auditor, if any;
 - (d) election of directors;
 - (e) appointment of the auditor, if required;
 - (f) other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 15 The latest edition of Robert’s Rules of Order shall apply on all questions of procedure in respect of general meetings which are not specified in these bylaws.
- 16 (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.
(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.
(3) A quorum is 12 Strata Corporation Members present.
- 17 Subject to bylaw 18, 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.

- 18 If at a general meeting
 - (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, the Strata Corporation Members present, must, by majority vote, choose either one of their number or anyone else present at the meeting to be the chair.
- 19 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(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.
(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.
- 20 (1) A resolution at a general meeting must be seconded. (2)
The chair of a meeting may move or propose a resolution.
(3) Upon the occasion of a tie vote, the chair shall not have a further vote and the resolution will not pass.
- 21 (1) Voting is by show of voting cards.
(2) Voting by proxy is permitted under procedures and forms approved by the Board.
(3) The authorized representative of a Strata Corporation Member in good standing shall have one vote for every fifty (50) strata lots in the strata corporation or portion thereof. The voting cards will be distributed as follows with no one strata corporation to exceed a maximum of ten (10) votes, with all votes represented on 1 voting card.

1 to 50	Strata Lots	1 Vote
51 to 100	Strata Lots	2 Votes
101 to 150	Strata Lots	3 Votes
151 to 200	Strata Lots	4 Votes
201 to 250	Strata Lots	5 Votes
251 to 300	Strata Lots	6 Votes
301 to 350	Strata Lots	7 Votes
351 to 400	Strata Lots	8 Votes
401 to 450	Strata Lots	9 Votes
451 and over	Strata Lots	10 Votes
- 22 A Strata Corporation Member may vote by its authorized representative, who is entitled to speak, vote, and in all other respects exercise

the rights of the Strata Corporation Member, and that representative is considered a Strata Corporation Member for all purposes with respect to a meeting of the Association.

Part 5 — Directors and Officers

23 (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

(2) each director must sign a confidentiality agreement in the form approved by the board of directors from time to time.

(3) An elected or appointed director must be a registered owner or the spouse of a registered owner of a strata lot located in a strata corporation that is a Strata Corporation or Section Member in good standing at the time of the person's election to the board.

(4) No more than one director shall be elected to the board of directors from any one Strata Corporation or Section Member.

24 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the Association.

(2) The board of directors shall consist of a minimum of 7 to a maximum of 15. Up to 12 members shall be elected, and up to 3 voting business members may be appointed.

25 (1) The board shall call for nominations at least four (4) weeks prior to the annual general meeting and shall accept nominations until closing time of the Association's business office 1 week prior to the annual general meeting. In the event that the number of nominations is not filled the board is entitled to fill vacant positions.

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

(3) The election of the directors shall take place at an annual or special general meeting.

(4) The candidates who receive the highest number of votes shall be declared elected for a two (2) year term as opposed to the other successful candidates.

(5) A director's term of office shall commence at the termination of the annual or special general meeting.

(6) The term of office of an elected or appointed director whose Strata Corporation ceases its membership, shall end at the next annual general meeting of the Association.

(7) If a director ceases to qualify for membership under bylaw 23(3), the term shall be deemed to have been vacated.

26 (1) The directors may at any time and from time to time appoint a member, other than an Associate Member, as a director to fill a vacancy in the directors until the next AGM, at which time the remainder of the term, if any, shall be filled by election."

(2) A director from a Strata Corporation Member so appointed is eligible for re-election at the next annual general meeting, when his or her term is over.

(3) The term of a Business Member director appointed by the board of directors is one year, and a Business Member director is eligible to be reappointed by the board .

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

27 (1) 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.

(2) Any member of the board, who has violated the bylaws and policies of the Association, may be suspended from office by the board, if in the opinion of seventy-five (75) per cent of other directors, he or she is not performing his or her board functions and duties, or if he or she ceases to be eligible for office.

(3) A suspension made pursuant to subsection (2) may be appealed in writing within thirty (30) days of the board's decision to suspend.

(4) The appeal will be presented at a board meeting. Upon reaching a seventy-five (75) per cent decision of the board, the member may be re-instated or the vacancy created may be filled by a majority vote of the board.

28 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 6 — Proceedings of Directors

29 (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.

(2) The quorum of directors required to conduct business is seven directors.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not 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.
- (4) The president or a minimum 3 directors shall be authorized to convene a meeting of the board.
- (5) Notice of a board meeting may be sent by fax, email or an address provided by the director.
- 30** (1) The directors may delegate any, but not all, of their powers to staff members and/or committees.
- (2) A committee 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.
- (3) The board of directors shall establish bank accounts and credit card services.
- (4) Association cheques must be signed by two signing officers, at least one of whom must be a director with signing authority..
- (5) Signing officers shall be as follows:
- (a) president and treasurer of the board;
 - (b) two other directors as appointed by the board; and
 - (c) subject to subsection (4), staff members if appointed by the board to be signing officers.
- (6) The board of directors may, at its discretion, appoint an executive director, who shall perform duties as may be delegated.
- 31** A committee, if created and delegated by the board, 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.
- 32** The members of a committee may meet and adjourn as they think proper.
- 33** (1) The board of directors shall, at the first board meeting following the annual general meeting, elect from amongst its members a president, vice president, secretary, treasurer, or secretary-treasurer, to serve in these positions until the Association's next annual general meeting.
- 34** Any director who misses 2 or more subsequent meetings without notice, and without being excused by the board, shall be deemed to have resigned from the board, thereby creating a vacancy.
- 35** Questions arising at a meeting of the directors or at a committee of directors must be decided by a majority of votes.

- 36** (1) A resolution proposed at a meeting of directors or committee of directors needs to be seconded.
- (2) The chair of a meeting may move or propose a resolution.
- 37** A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers

- 38** (1) The president presides at all meetings of the Association and of the directors.
- 39** The vice president must carry out the duties of the president during the president's absence.
- 40** The secretary or other person shall perform the duties delegated by the board to:
- (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;
 - (d) have custody of all records and documents of the Association except those required to be kept by the treasurer;
 - (e) maintain the register of members.
- 41** The treasurer as delegated by the board must supervise the oversight of:
- (a) the financial records, including books of account, necessary to comply with the *Society Act*,
 - (b) the financial statements to the directors, members and others when required, and
 - (c) act as the chief financial officer.
- 42** (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

Part 9 — Borrowing

- 43** The board may borrow monies for the purpose of carrying out the objectives of the Association, but no debenture will be issued without the sanction of a special resolution passed by the Strata Corporation Members at an annual or special general meeting

Part 10 — Auditor

- 44** The board of directors shall appoint a chartered accountant, a certified general accountant, or a certified accountant to audit or review the financial records after the end of the fiscal year and prior to the annual general meeting.
- 45** An auditor must be promptly informed in writing of the auditor's appointment or removal.

- 46 A director or employee of the Association must not be its auditor.
- 47 The auditor may attend general meetings.

Part 11 — Notices to Members

- 48 A notice may be given to a member, either personally by mail, to the member at the address listed in records of the Association, or an email of the member provided to the Association.
- 49 A notice sent by mail or email is deemed to have been given on the second 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.
- 50 (1) Notice of a general meeting must be given to
- (a) every Strata Corporation/Section Member shown on the register of members on the day notice is given, and
 - (b) the auditor.
- (2) No other person is entitled to receive notice of a general meeting.
- 51 There shall be a minimum of twenty-eight (28) days' notice of the annual or special general meeting, such notice to be mailed to all Strata Corporation Members whose membership is in good standing at the address listed in the records of the Association.

Part 12 — Bylaws

- 52 On being admitted to membership, each member is entitled to a copy of the constitution and bylaws of the Association, which may also be posted for public access to the Association web site.
- 53 These bylaws must not be altered or added to except by special resolution.

Special General Meetings

- 54 A special general meeting may be called at any time by a majority vote of the board of directors, or a written request of five (5) per cent of the eligible votes that may be cast by Strata Corporation Members.

Part 13 — Proxies

- 55 (1) A proxy, appointing a person outside of the strata corporation membership, shall be in writing and signed by two members of the Strata Council of a Strata Corporation Member.
- (2) No one person can hold proxies for more than five (5) Strata Corporation Members at either an annual or special general meeting.

Part 14 — Regional Advisory Councils

- 56 (1) Regional advisory councils of the Association may be located in various geographical areas of British Columbia as designated by the board of directors, and shall consist of those members within the region.
- (2) Members located outside the boundaries of a designated region may be assigned to a region at the discretion of the board.
- 57 (1) The purpose of a Regional Advisory Council is:
- (a) consultation on new legislation and policy;
 - (b) discussion and research on new technology and building conditions and failures;
 - (c) discussion on strata operations, policies and laws affecting strata owners;
 - (d) review of new education, resource and research initiatives;
 - (e) review of municipal and regional concerns.

Part 15 — Fiscal Year

- 58 The Fiscal Year of the Association shall be January 1st to December 31st.

Part 16 — Dues

- 59 The membership fees shall be as stated in the standing rules and shall be as approved by the board. Any changes in fees must be notified to the members as part of the annual general meeting.

Part 17 — Non-Members

- 60 (1) At the discretion of the board, non-members may attend either an annual or special general meetings or a seminar held by the Association.
- (2) Both members and non-members may be charged a fee for attending seminars.

Part 18 — Expenditures

- 61 (1) Subject to subsection (2), expenditures on behalf of the Association shall be made in accordance with the annual budget approved by the board within 60 days of the fiscal year end.
- (2) The approved annual budget shall be reported to the members under the notice of meeting and annual report as defined in Bylaw 14.