SLPOA
Sproat Lake Property Owners Association

SLPOA Bylaws: Comparison of Current (June 22, 2024) and Proposed Amendments

Summary of changes

22 clauses change: 7 added, 0 deleted, 12 amended and 3 renumbered (each renumbered clause also gains a heading or a full stop).

Most significant changes are:

3.7 Quorum is 10 voting members, which must include a quorum of directors under clause 5.5 (it was 3 voting members or 10%, whichever is greater).

3.8 In (b), an adjourned meeting continues by the same telephone or online platform. Members present at the continuation form a quorum only if a quorum of directors is among them; otherwise the meeting ends. A stray space is removed.

3.9.1 If the Society's platform fails, the chair recesses the meeting or adjourns it. A vote finished before the failure stands, and a member's own connection problem does not invalidate the meeting.

3.13 A show of hands may be given electronically, and an electronic poll is added as a voting method.

5.4.1 Directors' and committee meetings may be held in person, partially electronically or fully electronically. Directors taking part by telephone or online count as present, including for quorum and voting.

List of changes

Clause	Type of change	What the clause now says
2.4	Amended	Stray comma removed ("when applicable, , and" becomes "when applicable, and"). No change in meaning.
3.1	Amended	A general meeting is held at the time, place (if any) and in the manner the Board decides under clause 3.1.1.
3.1.1	Added	The Board may hold a general meeting in person, partially electronically or fully electronically, and chooses the telephone or online platform.
3.1.2	Added	A voting member taking part by telephone or online counts as present and in attendance, including for quorum and voting.
3.1.3 [was 3.2]	Renumbered; heading added	Defines an extraordinary general meeting. The text is unchanged; it gets a new number and the heading "Extraordinary general meetings".
3.1.4 [was 3.3]	Renumbered; full stop added	Directors may call an extraordinary general meeting when they think fit. The text is unchanged apart from the added full stop.

3.7	Amended	Quorum is 10 voting members, which must include a quorum of directors under clause 5.5 (it was 3 voting members or 10%, whichever is greater).
3.8	Amended	In (b), an adjourned meeting continues by the same telephone or online platform. Members present at the continuation form a quorum only if a quorum of directors is among them; otherwise the meeting ends. A stray space is removed.
3.9.1	Added	If the Society's platform fails, the chair recesses the meeting or adjourns it. A vote finished before the failure stands, and a member's own connection problem does not invalidate the meeting.
3.10	Amended	The chair may adjourn a meeting to a different telephone or online platform, as well as to a different place.
3.13	Amended	A show of hands may be given electronically, and an electronic poll is added as a voting method.
3.13.1 [was unnumbered]	Numbered; heading added	Tie-vote rule (the chair has no casting vote and the resolution fails). The text is unchanged; it gets a number and the heading "Tie vote".
3.13.2	Added	Members taking part by telephone or online vote by any method the platform allows. The chair explains how before each vote, and votes are cast only during the meeting.
3.13.3	Added	An electronic secret ballot must not reveal how any member voted. Paper ballots cast in person are counted together with the electronic votes.
3.16	Amended	Every resolution at a general meeting must be seconded before the vote. The chair's power to move or propose a resolution is removed, and a stray ")" is deleted.
4.4	Amended	"society" is capitalized as "Society". No change in meaning.
4.5	Amended	The remaining directors "may" fill a vacancy (it was "must"). The heading "Filling vacancy when director ceases to hold office" is added.
4.6	Amended	The heading "Term of office" is added. The text of the clause is unchanged.
5.4	Amended	Every resolution at a directors' or committee meeting must be seconded before the vote. The chair's power to move or propose a resolution is removed.
5.4.1	Added	Directors' and committee meetings may be held in person, partially electronically or fully electronically. Directors taking part by telephone or online count as present, including for quorum and voting.
5.4.2	Added	The directors may pass a resolution without a meeting if a majority of the directors consent to it in writing, including by email or other electronic means.
5.6	Amended	Full stop added at the end of the clause. No change in meaning.

Marked-up text of the proposed bylaws

Key

Added or changed text = yellow highlight

~~Deleted text~~ = yellow highlight with strikethrough, shown where it was removed

3.1.3 [was 3.2] = the clause's new number, with its old number in brackets

Unchanged text is plain. Filing stamps, page headers and page layout are not compared.

Bylaws of the Sproat Lake Property Owners Association

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person who resides or owns property in Sproat Lake Area D may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues when applicable, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and, if applicable, place the Board determines, and in the manner the Board determines under clause 3.1.1.

Electronic general meetings

3.1.1 The Board may determine that a general meeting is to be held in person, as a partially electronic meeting or as a fully electronic meeting, and may determine the telephone or other communications medium to be used for the meeting.

Participation by telephone or other communications medium

3.1.2 A voting member who participates in a general meeting by telephone or other communications medium in accordance with these Bylaws is present and in attendance at the meeting for all purposes, including quorum and voting.

Extraordinary general meetings

3.1.3 [was 3.2] Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.1.4 [was 3.3] The directors may, when they think fit, convene an extraordinary general meeting.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

(i) the president,

(ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is ~~3 voting members or~~ 10~~% of the~~ voting members, ~~whichever is greater~~which must include a quorum of directors as determined under clause 5.5.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and~~-~~, if applicable, place, and by the same telephone or other communications medium, if any, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting, but only if a quorum of directors as determined under clause 5.5 is among them, and if a quorum of directors is not among them, the meeting is terminated.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

Failure of communications medium

3.9.1 If a failure of the telephone or other communications medium used by the Society for a general meeting prevents voting members from participating or voting, the chair must recess the meeting until the failure is corrected or, if it cannot be corrected within a reasonable time, adjourn the meeting under clause 3.10. A vote completed before the failure is valid. A failure of a voting member's own telephone, equipment or connection does not invalidate the meeting or any vote, and clause 3.9 applies if a quorum ceases to be present.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place or from one telephone or other communications medium to another, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

(a) elect an individual to chair the meeting, if necessary;

(b) determine that there is a quorum;

(c) approve the agenda;

(d) approve the minutes from the last general meeting;

(e) deal with unfinished business from the last general meeting;

(f) if the meeting is an annual general meeting,

(i) receive the directors' report on the financial statements of the Society for the previous financial year, if any, and the auditor's report, if any, on those statements,

(ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

(iii) elect or appoint directors, and

(iv) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, including by electronic means, an oral vote, an electronic poll or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 4 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Tie vote

3.13.1 [was unnumbered] 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.

Electronic voting at general meeting

3.13.2 A voting member who participates in a general meeting by telephone or other communications medium may vote by any method under clause 3.13 that the communications medium allows. Before each vote, the chair must explain how those voting members are to cast their votes. Votes may be cast only during the meeting while the vote is open.

Secret ballot at electronic meeting

3.13.3 If a secret ballot is required under clause 3.13 and voting members are participating by telephone or other communications medium, those voting members must vote by an electronic poll or ballot, or by another method the chair directs, that does not disclose to the meeting how a particular voting member voted. Voting members attending in person may vote by paper ballot, and all votes must be counted together.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution. ~~)~~ A resolution proposed at a meeting ~~need not~~must be seconded~~, and the chair of a meeting may move or propose a resolution~~ before it is put to a vote.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy holds office only until the conclusion of the next annual general meeting of the ~~society~~Society, but is eligible for re-election at the meeting.

Filling vacancy when director ceases to hold office

4.5 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors ~~must~~may appoint a member to take the place of the former director.

Term of office

4.6 Directors will have a two (2) year term and if requested a one (1) year term.

The directors completing their term must retire from office at each annual general meeting when their successors are elected.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

A resolution proposed at a meeting of directors or committee of directors ~~need not~~must be seconded~~, and the chair of a meeting may move or propose a resolution~~ before it is put to a vote.

Electronic directors' meetings

5.4.1 A directors' meeting or a meeting of a committee of directors may be held in person, partially electronically or fully electronically, and a director who participates by telephone or other communications medium that allows all participating directors to communicate with each other is present at the meeting for all purposes, including quorum and voting.

Directors' resolution without a meeting

5.4.2 For the purposes of section 54(2) of the Act, a directors' resolution may be passed without a meeting if a majority of the directors consent to the resolution in writing, including by email or other electronic means.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Committees

5.6 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

5.6.1 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.

5.6.2 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.

5.6.3 The members of a committee may meet and adjourn as they think proper.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

(a) president;

(b) vice-president;

(c) secretary;

(d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;

(b) taking minutes of general meetings and directors' meetings;

(c) keeping the records of the Society in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

(a) receiving and banking monies collected from the members or other sources;

(b) keeping accounting records in respect of the Society's financial transactions;

(c) preparing the Society's financial statements;

(d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

(a) by the president, together with one other director,

(b) if the president is unable to provide a signature, by the vice-president together with one other director,

(c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.