



Mission

Strengthening the Oaklands community by providing programs, services and resources for its residents, businesses and visitors.

Annual General Meeting – Wednesday, March-02-16

6:30 – 9:00 pm, Oaklands Community Centre

2016 Theme: Planting Seeds to Grow Community

1. Call to Order and Welcome (Councillor Marianne Alto)

Councillor Marianne Alto called Oaklands Community Association (OCA) Annual General Meeting (AGM) to order. The AGM included approximately 30 individuals (25 voting members). She acknowledged that the meeting was held on Songhees and Esquimalt First Nation land, noting that we have the great privilege to work and live in this community. She also thanked the Board of Directors, both the current and outgoing members, for their dedication and hard work. Councillor Alto reflected that it is a privilege to work with Oaklands and offered her appreciation to working community members.

- **Recognizing Neighbourhood achievements:** In her opening remarks, Councillor Alto noted that the Oaklands neighbourhood is a vibrant, but stable community. Development is about small business, parks, building a sense of comfort and community ownership. She invited members to recognize the concrete things happening in the neighbourhood. Examples: Doncaster bike lanes, greenways, Oswald park changes, and many others. This is all because we care about our community.
- **Activism changes the city:** Councillor Alto noted that projects in Oaklands are having city-wide reach. For example, a city-wide initiative to explore public spaces as opportunities to create food crops was, in part, started from boulevard gardening on Haultain Street.

2. Adoption of Agenda (Kim Walker)

Motion (1): Traci Fontana-Wegelin moved to adopt the agenda. Jeff Lougheed seconded. Motion carried.

Note: Three opposed the adoption of the agenda – but there was a clarifying discussion that special resolutions would be discussed in item 7 of the meeting.

3. Adoption of Previous AGM Minutes (Kim Walker)

Motion (2): Laurie Morgan moved to adopt the previous AGM Minutes. Eric Hallman seconded. Motion carried.

4. Executive Director's Report (Traci Fontana-Wegelin)

Executive Director (Traci Fontana-Wegelin) presented a slide presentation report, including highlights from Programs (Allieren Ward) and Childcare (Nicole Skoreyko).

Overall, Traci noted several HIGHLIGHTS for OCA's 2015-2016 fiscal year:

- **Focus on Growth:** We are experiencing increases in programs, childcare and rentals. OCA paid our renovation loan for Oaklands Neighbourhood House. We are now looking more closely at our organizational processes, including volunteer recruitment and retention.
- **Community:** OCA hosted many amazing events to engage our community, for example: Breakfast with Santa, Easter Egg Hunt, Oaklands Sunset Market, Day of Action to clean up graffiti tagging, as well as a community walkabout to identify sites for community garden.
- **Partners:** Traci noted that OCA's partners are invaluable to the organization – including such organizations as the City of Victoria, VanCity, Hoyne, Larsen Music, Megson Fitzpatrick, Thrifty Foods, Coast Capital, and Telus.
- **Learning Leader:** Traci mentioned that OCA is a learning organization. We are learning to identify service gaps internally and externally through a systems audit, including recommendations and actions. In the summer, OCA also experienced two thefts in August 2015. As a result, we have tightened security around the Centre and revised cash handling procedures. We also filed a police report including a corresponding investigation. Regrettably, the police did not find the person(s) responsible for the theft.
- **People:** Traci offered her thanks and appreciation for the Board, staff, volunteers and community members connected to OCA. In particular, she recognized the following staffers who left OCA this past year: Melanie Flower, Stacey Robertson, Sarah Rose McShane, Sarah Robin, Julie Bjork, Alex Harned (on educational leave) and Sharlett Koniczek (maternity).

Traci (and staff) also offered a few priorities for the FUTURE year:

- **Engaging the Community:** We will be hosting another successful market season for 2016, including a new OCA community tent.
- **Community and Programming Space:** We will be looking at developing a community garden, including working with a UVic permaculture class; OCA is researching the possibility of an infant-toddler childcare centre to address community needs.
- **Renovate and Refine Systems/Infrastructure:** OCA will be working to improve communications as well as to improve facilities at the Oaklands Neighbourhood House (including drains, painting, building an accessible ramp).

Discussion:

- **Website:** One member asked about how members could more easily get access to Board minutes/agendas as they can be difficult to find on the website. *RESPONSE:* Traci noted that we would be looking at making the website more accessible and timely
- **Out of School Care:** Another member enquired about the diminished space for Out of School Care's programming for older children. *RESPONSE:* Traci mentioned that the Oaklands Chapel is no longer available for rental use (approximately 30 families no longer have childcare after school). We are looking into options for waitlisted families.

- **Little Acorn:** A member asked about how many Oaklands families are using the Little Acorn daycare? *RESPONSE:* Nicole noted that approximately 70% of the families using OCA daycare services live in the neighbourhood.

5. Treasurer's Report (Eric Hallman)

Eric Hallman provided an overview of the budget from the 2014-2015 fiscal year. OCA changed accountants due to new accounting and professional requirements. OCA decided to engage the services of McAVoy Rule and Company. After the financial review, the accountants saw no issues with our books.

Highlights from the Treasurer's report include:

- **Revenue:** Overall, OCA has \$1.1 million in revenue: 76% of income is self-generated; 74% go to wages and benefits for 56 employees – 13 full time and 45 part-time.
- **Expenses:** Expenses increased by approximately \$16,000.
- **Assets:** Our assets are similar to last year, but we had a higher amount of cash. This was put into savings. We also increased our capital assets with new audio-visual equipment and playscape equipment.
- **Liabilities:** We have reduced our liabilities from last year and have now paid off our renovation loan. We recently re-negotiated our mortgage for ONH to 3.68%, but we are making the same payments as we did with the higher rate.

Eric noted that it would be useful for OCA to have more cash at hand. Access to a credit line would help to pay for larger renovation expenses as required (e.g. roof for ONH). A credit line is common for an organization of this size.

Discussion:

- Members posed some clarifying questions about what the professional fees included. *RESPONSE:* Examples include structural assessment report for ONH, legal fees to re-write the Executive Director's contract.
- Members asked about how the line of credit might be used and if other community associations have such lines of credit. *RESPONSE:* Eric provided the example of how we needed to replace the lighting at the daycare and how we needed to use cash for this work. If we had a few of these larger projects at the same time, this could put OCA in a tenuous position. To date, we have not approached other community associations if they use a credit line.

Motion (3): Eric Hallman moved for OCA members to accept the financial statements as presented. Motion seconded by Jeff Loughheed. Motion carried.

Motion (4): Eric Hallman moved for OCA members to continue to use McAVoy Rule and Company as OCA's accountant. Motion seconded by John O'Brien. Motion carried.

Motion (5): Eric Hallman moved for OCA to seek a line of credit of up to \$50,000. Motion was seconded by Laurie Morgan. Motion carried. Vote: Agree (25). No opposition or abstention.

6. President's Report (Kim Walker)

Kim Walker shared highlights from last year, progress on OCA's strategic plan and priorities for the coming year. Key points included:

- **Community Relations and Requests for Support:** Among the several examples, Kim noted the example of building community rapport with neighbours with noise concerns from the Little Acorn daycare. A team worked with neighbours to come up with solutions, including a Good Neighbour Agreement, to address everyone's needs.
- **Local Government Relations:** OCA was involved in several consultations/meetings with the City of Victoria. Examples include: liquor store re-zoning, Clawthorpe Park, and addressing wastewater. We have also been working with the City to improve how it can engage with community associations. This includes a new Neighbourhood Coordinator role for Oaklands (Gary Pemberton). Councillor Alto will continue to support OCA as a Council representative.
- **Committee Work:** OCA has 8 committees – ranging from land use, market, communication, finance, executive, parks, human resources and strategic planning. Kim noted that the capacity, interests and composition (#, volunteer/staff) of the committees vary.
- **Policies and Board Manual:** Updated 7 new policies such as confidentiality, conflict of interest, and sick pay.
- **Other Activities:** OCA has also been involved in the Victoria Community Association Network, Board Recruitment and Training, and Board/Staff Activities.
- **Strategic Plan:** Last year we produced a strategic plan including 41 action items. We targeted 36 for 2015-2016. Our progress was 26 out of 36 (about 70%) of our target.
- **Priorities:** a) Continue to strengthen OCA (e.g. programs, policies, training, engaging volunteers, facilities, capital growth to find more physical spaces); b) Sustaining Community – leadership development, communications and connections – place-making in the Centre, but also in other places like parks; c) Manage Workload – work smarter, acknowledge capacity limits.

Discussion:

- Members discussed that it was sometimes challenging to find out when meetings are held, particularly land use meetings. *Response:* Jeff noted that OCA hosts a land use meeting on the last Tuesday of every month. Traci noted that she will ask staff to improve the accessibility of meeting information on OCA's website.

Kim thanked Traci and OCA staff for their energy and creativity, particularly in addressing OCA's capacity needs. She also thanked Councillor Marianne Alto for her ongoing support and advocacy. Kim acknowledged the partners and sponsors without whom we would not be able to hold events. She acknowledged her fellow Board Directors for working to the best of their capacity. Finally, she thanked the Oaklands community, as "we just are not the same without our members and patrons".

7. Special Resolution: Proposed Bylaw Amendments (Kim Walker)

Discussion:

- Prior to reviewing the proposed bylaw amendments, the Chair noted that a letter was sent to OCA from Cindy Dunphy on March 2 (See attached). Kim invited Cindy to outline her concerns highlighted in the letter. Cindy raised concerns that she felt that OCA did not provide adequate time and notification for members to review the proposed bylaw amendments. Traci acknowledged that OCA experienced some technical challenges and miscommunication between staff, resulting in a notification delay of one day. Participants considered if the amendments should be removed from the AGM agenda. A member suggested a vote.

Motion (6): Eric Hallman moved to continue with discussions and a vote on the Special Resolution. Ben Clark seconded the motion. Vote: 18 (agree), 5 (oppose), 2 (abstain).

Eric Hallman provided an overview of the key proposed bylaw amendments. Discussions specifically focused on S1.2 – removing Associate Members. Given that OCA meetings are open to the public, and members can vote anyone to become a voting member, it was felt that there was no functional reason for Associate Members.

Discussion:

- Participants discussed the importance of notice and the need for stronger communications to ensure that members can come prepared to OCA annual general meetings.
- One member noted that “membership deals with the heart and soul of the organization – it has functioned well for 20 years and unintended consequences may result from changes”.
- Participants discussed the possibility of adopting all of the changes, with the exception of the changes to membership. This could be tabled at a future meeting.

Motion (7): Neil William (OCA member) moved to approve all of the proposed bylaw amendments, with the exception of Section 1.2 and 1.3. Laurie Morgan seconded the motion. Vote: 8 (agree), 6 (oppose), 7 (abstain). Motion carried.

Motion (8): Eric Hallman presented the original motion: “Be it resolved that document titled Oaklands Bylaws - Revised 2016 be adopted as the official bylaws of the Society. Vote: 22 (agree), 3 (abstain). Motion carried.

8. Election of Directors (Councillor Marianne Alto)

Kim Walker thanked Dave Campbell for contributing to the Board. Dave was a past President of OCA, but decided not to stand for this election. Eric Hallman has been a Director with OCA for 3 years. He has played roles in the strategic planning committee, as well as serving in the roles of Vice President and Treasurer.

Councillor Alto noted that OCA can elect up to 9 General Directors. She noted that Elaina and Laurie are in the middle of their terms, leaving 7 positions open. John O’Brien will seek a 2-year term. Jeff Loughheed and Kim Walker will each seek 1-year terms. This leaves 4 additional openings for 2-year terms.

Councillor Alto asked members if there were any other nominations to be a Director of OCA (asked three times). Nominations closed. Councillor Alto announced the acclamation of John O'Brien, Jeff Lougheed and Kim Walker. Councillor Alto noted that interim positions are available until the next AGM in 2017.

Elected Directors provided a brief introduction to the group:

Note: See the full biographies on OCA's website

- **Kim Walker:** Decided to join OCA through a friend's invitation. She noted that she has a background in policy, environment, organizational development, facilitation, community development, writing and other areas.
- **John O'Brien:** John noted that he wanted to engage with his community and to learn about how to cultivate a sense of belonging. He was an interim Director for a few months and noted that he was blown away by OCA's level of activity. He has a background in private-public-non-profit sectors working in leadership levels, particularly in the area of records services.
- **Jeff Lougheed:** Jeff has been involved in OCA for 3 years, including the Chair of the Land Use Committee. He moved to Oaklands about 4 years and now has a child. Jeff's day job is in commercial real estate.
- **Laurie Morgan:** Laurie lives in the north side Oaklands. He noted that he has recently retired and plans to devote more time to OCA in the future. In particular, he highlighted his commitment to go to every door in Oaklands with a letter requesting more people to join the Board – we have to get more people involved (5 people can't manage an organization with \$1.2 million – we need to share the load!)
- **Elaina Mack:** Elaina noted that she has lived and owned property in Oaklands for more than 7 years. She also has a child in Oaklands School and another one in daycare at Little Acorn. She has been involved in OCA since July 2014 where she has been playing roles as the Chair of the Market Committee and the Secretary. She has worked in diverse non-profit organizations, focused on community development and children/families.

9. Break & Refreshments (8:00 – 8:20 pm)

10. Guest Speaker (Laurie Jones, Gorge Park Community Garden)

Laurie reflected on her experience developing the Gorge Park Community Garden.

- **About the Garden:** The garden is 1,600 square meters and includes 49 allotment beds of different types, including communal beds. It has a rain garden for filtration, gravel pathways for accessibility as well as a shed that Camosun students built.
- **Community Benefits:** Gardens have helped to revitalize the space. Now it is very active and has animated the lives of many people. Trepidations gardeners are now giving advice. We are seeing new friendships and people coming to the garden from all over.
- **Process:** Saanich approached us in 2012 to explore a garden in Gorge Park.
 - Developed a process to help the community see it as their own. There was a core group of 5-6 of us – we've received thousands of emails since 2012. It was 2 years talking to people – what they want, what they were excited about. This was done through surveys, meetings at

Seedy Saturday, participating in the Gorge picnic, open houses, and talking to others who had built community gardens.

- Three committees were created: design, transition (irrigation, paths), and maintenance garden committee (managing the day-to-day).
 - Brought to Saanich Council in 2013 – It was approved as the Gorge Park Community Gardens.
 - Discussions continue with neighbours about use of the garden and how decisions are made.
- **Lessons:**
 - Remarkable relationship developed with Saanich Parks Department and Gorge Community Association.
 - Diverse funding sources supported the costs of the project. The Gorge Community Association was able to obtain \$20,000 start up funds for the project. Raised another \$10,000 from plant sales, benefit dance and auction. Membership and allotment fees.
 - Gardens are in the “toddler stage” – We are taking advantage of relationships with Capital Regional District, University of Victoria, Repair Café, other community associations, educational events, theatres, children’s areas, possibilities are endless!
 - Important to allow for adequate time in the design phase.

“Sometimes it is exhausting – but it is so rewarding, positive and sustaining way to respond to what we are seeing in the world. Now, let’s get to work!”

11. Draw Prize (courtesy of Island Savings)

OCA member selected for draw.

12. Adjournment

Kim Walker, Chair of the Board of Directors adjourned OCA’s annual general meeting.

1 Amendment to Constitution

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3 Article 3.2 of the constitution is revoked. Article 3.3 is to be renumbered accordingly.

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5 **By-laws**

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7 **Part 1 - Membership**

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9 1.1 The members of the Society are the applicants for incorporation of the Society and those persons who
10 subsequently become members in accordance with these by-laws and, in either case, have not ceased to
11 be members.

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13 1.2 Those persons who live or work or own real property within the area of operation of the society (as
14 defined in article 3.1 of the Constitution, hereinafter called the "Oaklands area"), or are interested in
15 participating with the Society are eligible for membership in the Society.

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17 (a) Voting members must

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19 (i) have reached the age of majority, and

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21 (ii) either work or reside within the Oaklands area, or

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23 (iii) own real property within the Oaklands area, or

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25 (iv) be accepted as a voting member by a 3/4 vote of the members present at a general
26 meeting in recognition of their contributions to the Society or the Oaklands area.

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28 Each voting member shall be entitled to one vote at all general meetings of the Society.

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30 (b) For the purposes of this section, the term "work" shall include both gainful employment and volunteer
31 work.

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33 (c) All voting members are deemed to be in good standing except a member who has failed to pay his or
34 her required fees or any other subscription or debt due and owing by him or her to the Society. A member
35 remains not in good standing so long as the debt remains unpaid.

36
37 1.4. A person who is eligible for membership in the Society shall become a member:

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39 (a) by applying for membership and providing such information as may be required to establish voting
40 membership status, and

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42 (b) by paying such fees as shall be payable by members in such amounts and in such manner and at such
43 times as may be provided from time to time by the Board of Directors of the Society.

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45 **Part 2 - Withdrawal or Expulsion of Members**

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47 2.1 A person shall cease to be a member of the Society:

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49 (a) by delivering his/her resignation in writing to the secretary of the Society or by mailing it to the
50 address of the Society;

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Comment [EH1]: Capitalization and punctuation errors fixed throughout. Section renumbered to accommodate new and removed clauses. Major grammar changes noted where they occur below.

Comment [EH2]: Associate member class removed for clarity since it held no special responsibilities. All subsequent references removed

Comment [EH3]: Shortened and reordered for clarity

Comment [EH4]: Moved up, previously section 2.3

Comment [EH5]: Reference to Membership Director removed. The Membership Director role has been removed since it is not required

(b) on his/her death or, in the case of a corporation, on dissolution;

(c) on being expelled;

(d) on being a member not in good standing for twelve (12) consecutive months; or

(e) in the case of a voting member, under section 1.2(a)(ii) and 1.2(a)(iii), upon ceasing to live or work or own real property in the Oaklands area.

Comment [EH6]: Grammar fix, unnecessary "or removed"

2.2 (a) A member may be expelled by special resolution requiring a 3/4 vote of the members present at a general meeting.

(b) The notice of the special resolution for the expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is up to a vote.

(d) An expelled member may, at the next annual general meeting, apply for re-admission. A 3/4 vote of the members present at a general meeting is required to allow this re-admission.

Comment [EH7]: Clarity that ¾ vote is required as stipulated by the Society Act

Comment [EH8]: Clarity that ¾ vote is required as stipulated by the Society Act

Part 3 - Meetings of Voting Members

3.1 The annual general meeting shall be held within four months following the calendar year end. Other meetings of the members may be convened by order of the Board of Directors, at such a place and time as may be determined by the Board of Directors. A special general meeting may also be called upon written request by any seven (7) voting members or ten (10%) percent of the voting members, whichever is less, submitted to the Board of Directors.

Comment [EH9]: Increased from 60 days to four months to allow flexibility for scheduling.

Comment [EH10]: "Membership meeting" concept removed because it is unnecessary, all members can attend all general meetings and can identify themselves at any time.

3.2 (1) Notice of a general meeting must specify the place, day and hour of the meeting.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

(3) Members may waive notice of general meetings of the members.

Comment [EH11]: Shortened for Clarity

3.3 Notice of a general meeting of the members shall be given:

(a) to members who have attended at least one general meeting within the 12-16 month period immediately prior to the meeting for which notice is being given;

(b) to the last known address of each member of the Society by preferred method of notification as recorded by the Society;

(c) no later than fourteen (14) days prior to the meeting.

Comment [EH12]: Period changed to reflect a general meeting may not occur within 12 months of the last general meeting

Notice shall be deemed given as follows:

(a) as of midnight on the date the letter of notification is deposited into a public letter box, or deemed given as of the date the Society's email server records the email as having been sent and,

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- 105 (b) by posting a notice of the meeting on the Society's website and external and internal notice boards,
106 and
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108 (c) by announcing the meeting in a newspaper with local distribution. Such announcement need not be in
109 the form of a formal legal notice, but may appear in a column listing local events.
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111 3.4 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must
112 not be conducted at a general meeting at a time when a quorum is not present.
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114 (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress
115 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
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117 (3) For the purposes of a general meeting, a quorum is 10 voting members present, or a greater number
118 as determined by the members
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120 3.5 If within thirty minutes from the time appointed for a general meeting a quorum is not present, the
121 meeting, if convened on the requisition of voting members, must be terminated, but in any other case, it
122 must stand adjourned to the same day in the next week, at the same time and place, and if, at the
123 adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the
124 meeting, the voting members constitute a quorum.
125
126 3.6 Subject to bylaw 3.7, the president of the Society, the vice president or, in the absence of both, one of the
127 other directors present, must preside as chair of a general meeting.
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129 3.7 If at a general meeting
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131 (a) there is no president, vice president or other director present within 15 minutes after the time
132 appointed for holding the meeting, or
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134 (b) the president and all the other directors present are unwilling to act as the chair, the voting members
135 present must choose one of their number to be the chair.
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137 3.8 A general meeting may be adjourned from time to time and from place to place, but business must not be
138 conducted at an adjourned meeting other than the business left unfinished at the meeting from which the
139 adjournment took place. No notice shall be required of such an adjournment.
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141 3.9 Voting at a general meeting shall be done by a show of hands. Voting by proxy is not permitted.
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143 3.10 The procedure at any meeting which has not been specifically set out in these bylaws shall be a set out in
144 Robert's Rules of Order.
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146 Part 4 - Board of Directors

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148 4.1 The affairs of the Society shall be managed by a Board of Directors of nine (9) people. The first Directors
149 of the Society shall be appointed in writing by the subscribers hereto, designated therein as to their
150 length of term. Each Director shall be elected to hold office until the first or second annual general
151 meeting as designated beforehand, after he/she shall have been appointed aforesaid, elected, or until a
152 successor shall have been duly elected and qualified. Five (5) of the Board members shall be retired on
153 even year annual general meetings and four (4) shall be retired on odd year annual general meetings but
154 shall be eligible for re-election if otherwise qualified.
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156 4.2 The Directors of the Society may administer the affairs of the Society in all things and make or cause to be
157 made for the Society in its name, any kind of contract which this Society may lawfully enter into and may

Comment [EH13]: Restructured for clarity, e-mail notification and website posting added.

Comment [EH14]: Re-written for clarity

158 exercise all such powers and do all such other acts and things as this Society by its Constitution or
 159 otherwise is authorized to exercise or do.
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 161 4.3 The qualifications for a Director shall be coincident with qualifications for voting membership of the
 162 Society.
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 164 4.4 No more than two Directors at any time may be a voting member of the Society by virtue of section
 165 1.2(a)(iv) herein.
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 167 4.5 A Director shall cease to be a Director
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 169 (a) on ceasing to be a voting member, or
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 171 (b) upon resignation, or
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 173 (c) upon expulsion.
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 175 4.6 (a) A Director may be expelled by special resolution requiring a 3/4 vote of the members present at a
 176 general meeting.
 177
 178 (b) The notice of the special resolution for the expulsion shall be accompanied by a brief statement of the
 179 reason or reasons for the proposed expulsion.
 180
 181 (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to
 182 be heard at the general meeting before the special resolution is up to a vote.
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 184 (d) An expelled Director may, at the next annual general meeting, stand for election as a Director. A 3/4
 185 vote of the members present at a general meeting is required to allow a previously expelled Director to
 186 stand for election.
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 188 4.7 Vacancies in the Board of Directors, however caused, may be filled by appointment by the Directors. If
 189 unfilled by the Directors, such vacancy shall be filled at the next General Meeting.
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 191 4.8 A Director who has been appointed by the Board of Directors shall hold office only until the next annual
 192 general meeting when he or she may be confirmed in office for a further period of one year or be eligible
 193 for re-election.
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 195 4.9 A majority of Directors shall form a quorum for the transaction of the business, but where there are
 196 unfilled vacancies in the Board of Directors, a majority of the remaining members of the Board of
 197 Directors, not including any members of the Board of Directors on an authorized extended absence, shall
 198 form a quorum for the transaction of the business. No formal notice of any of the meetings shall be
 199 necessary if all the Directors are present, or if those absent have signified their consent to the meeting
 200 being held in their absence. Director's meetings may be formally called by the President or Vice-President,
 201 or by the Secretary acting on the direction of two (2) Directors.
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 203 4.10 Questions arising at any meeting of Directors shall be decided by consensus. When consensus cannot be
 204 reached, questions shall be decided by a majority of votes. The Chairperson shall be non-voting except in
 205 the event of a tie when the Chairperson shall cast the deciding vote.
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 207 4.11 A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been
 208 passed at a meeting of the Directors duly called and constituted.
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Comment [EH15]: Grammar change, "or" added to list

Comment [EH16]: Grammar change, "or" added to list

Comment [EH17]: Replaces 4.5(d). Added in order to be in compliance with the Society Act.

Comment [EH18]: Added to explain process

Comment [EH19]: Changed to annual general month from "AGM"

Comment [EH20]: Clarifies how a leave of absence is handled.

211 4.12 A director of a society who is, directly or indirectly, interested in a proposed contract or transaction with
212 the society must disclose fully and promptly the nature and extent of the interest to each of the other
213 directors.

215 4.13 A Director must account to the society for profit made as a consequence of the society entering or
216 performing the proposed contract or transaction,

217 (a) unless

218 (i) the director discloses the interest as required by section 4.12,

220 (ii) after the disclosure the proposed contract or transaction is approved by the directors,
221 and

222 (iii) the director abstains from voting on the approval of the proposed contract or
223 transaction.

224 A director referred to in section 4.13 may be counted in the quorum at a meeting of the directors at which
225 the proposed contract or transaction is approved.

226 4.14 No member of the Board of Directors shall receive any remuneration from the Society for services
227 rendered in an official capacity as a member of the Board of Directors of the Society.

228 4.15 The Directors shall not be liable for any action taken or omitted by them in good faith or for acts of any
229 agent, employee or attorney selected by the Directors with reasonable care or for any acts or omissions of
230 any other Director.

231 Part 5 - Officers and Committees

232 5.1 From their number, the Board of Directors shall elect annually an executive consisting of:

233 (a) President, who shall serve as Chairperson and shall preside at all meetings of the Society and the
234 Board of Directors. The President shall have the powers and duties generally pertaining to that office. The
235 President shall be a member ex-officio of all committees.

236 (b) Vice-President, who shall serve as the Vice-Chairperson and shall, in the absence or disability of the
237 President, possess all the powers and perform all of the duties of President.

238 (c) Secretary, who shall cause to be kept minutes of all meetings of the members and meetings of the
239 Directors. The Secretary shall have custody of those minutes and a copy will be on file at all times at the
240 Society address.

241 (d) Treasurer, who shall have custody and control of all securities and funds and see that full and accurate
242 records are kept thereof. The Treasurer shall make an annual written report showing the financial
243 condition of the Society and the results of the yearly operation of the Society;

244 The Directors shall carry out the business of the Society between the meetings of the Board in accordance
245 with the policies and directives established by the Board.

246 5.2 The Directors may delegate any but not all of their powers to committees consisting of a Director or
247 Directors as they see fit.

248 5.3 A committee formed pursuant to clause 5.2 in the exercise of powers so delegated must conform to any
249 rules imposed on it by the Directors, and must report every act or thing done in the exercise of those
250

Comment [EH21]: Conflict of interest clauses added from the Society Act

Comment [EH22]: The Director will be counted so that all other business can proceed as normal. This statement that a Director may be counted in quorum is required by the Society Act.

Comment [EH23]: Clarified to support the new 4.13

Comment [EH24]: Changed from "Association to ensure consistency

Comment [EH25]: Changed from "Association to ensure consistency

Comment [EH26]: Changed from "Association to ensure consistency

Comment [EH27]: Changed from "Association to ensure consistency

Comment [EH28]: Membership Director has been removed since this role is not required.

Comment [EH29]: Nominating committee has been removed. Functions are fulfilled by any willing Directors

264 powers to the earliest meeting of the Directors held after the act or thing has been done.

265
266 5.4 The Board of Directors may from time to time appoint further officers, professional consultants,
267 committees or agents and authorize the employment of such persons as they deem necessary to carry out
268 the Objectives of the Society. Such officers, professional consultants, committees, agents and employees
269 shall have such authority and shall perform such duties as from time to time may be prescribed by the
270 Board of Directors.

271
272 **Part 6 - Borrowing Powers**

273
274 6.1 No money shall be borrowed by this Society without a special resolution requiring a 3/4 vote of the
275 members present at a general meeting.

276
277 **Part 7 - Audits**

278
279 7.1 The accounts for the Society shall be reviewed at the end of each calendar year.

280
281 7.2 The voting members of this Society, on written request, shall have the right of access, within reasonable
282 time limits, to all records, documents, books, accounts, and files of this Society and shall be entitled to
283 require from the Directors such information and explanation as may be necessary for the purpose of the
284 duties of the auditors.

285
286 **Part 8 - Seal**

287
288 8.1 The Board of Directors may adopt a seal which shall be the common seal of the Society, and may from
289 time to time, by resolution, provide for its custody and use.

290
291 **Part 9 - Amendments**

292
293 9.1 The Constitution and Bylaws of the Society shall not be repealed or altered or added to except by a special
294 resolution, published in the notice of meeting, with a three-quarter (3/4) majority vote passed at a
295 general meeting.
296

Comment [EH30]: Shortened for clarity, new borrowing must be put to the membership for a vote. Added ¾ vote requirement as per the Society Act.

Subject: Letter to OCA Board 2016

From: "Cindy Dunphy" [REDACTED]

Date: 02/03/2016 4:04 PM

To: "Kim Walker" [REDACTED]

"John James O'Brien" [REDACTED]
[REDACTED]

CC: <MAIto@victoria.ca>

Please find letter regarding this evening's AGM agenda attached.
Thank-you

Cindy Dunphy

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

"Look deep into nature, and you will understand everything better." - Albert Einstein

— Attachments: —

Letter to OCA Board March 2, 2016.pdf

20.4 KB

March 1, 2016

Board of Directors, Oaklands Community Association
Att: Kim Walker, President
1-2827 Belmont Avenue
Victoria, BC V8R 4B2

Via email

Dear Madam:

RE: Proposed Changes to Society Bylaws

As a voting member of the Oaklands Community Association, I am writing to you to express my concern both over the lack of notice that membership has been given about the proposed changes to the Society's bylaws in general and the change in the criteria for membership in particular.

As you are aware, since this was brought to your attention last year, the Oaklands Community Association is required, pursuant to Section 3.3 of its existing bylaws, to give notice and details of an annual general meeting no later than 14 days prior to the meeting. You have failed to meet this requirement.

To add insult, you are proposing, with insufficient notice, changes to the organization's governing documents that include changing the basis for voting membership that would result in creating membership criteria that is contradictory, departs from the intent and spirit of existing bylaws, and places them in direct conflict with the organization's mandate.

The organization's mandate is to serve the Oaklands Neighbourhood. Neighbourhood is very clearly defined by the City of Victoria, and in the case of Oaklands is the area bordered by Cook, Haultain, Shelbourne and North Dairy Streets. Consistently, the organization's bylaws extend voting membership only to those who live, work or own real property in this neighbourhood. The only exception to this rule is that in the case that an extraordinary circumstance presents whereby an individual has made outstanding contributions to this neighbourhood, then in recognition of this, they could be included as a voting member if $\frac{3}{4}$ of voting members were to pass a resolution at an AGM to grant this special status.

The existing bylaws do allow for non-residents and those with an "interest in the operations of the Society" to become members however unlike residents, they cannot vote.

The proposed bylaw revisions therefore are attempting to make what would be deemed an extraordinary circumstance where a non-resident could qualify for voting membership and try to make it part of the rule.

Granting voting rights to non-resident members likewise would make them eligible to serve as a Director on the Board of an organization whose mandate is to serve those within a geographic boundary within which they do not reside, work, volunteer or own property, namely one in which they do not have a vested interest.

I must therefore respectfully request that you withdraw these proposed changes from the March 2nd AGM's agenda until proper notice, as required by the Society's Act, may be given to the membership and that a proper debate might take place on what would otherwise mark a departure from the organization's mandate. A society's bylaws, constitution, and mission statement are the governing documents of an organization and membership rules in particular go to the very heart of an organization's reason for existence. These should not be changed without long and sober consideration.

I expect that you will give this your immediate attention. I further expect confirmation that these proposed changes to the bylaws will be withdrawn immediately and certainly before the AGM.

Sincerely,

Cindy Dunphy

Cc. Marianne Alto, MAalto@victoria.ca, Oaklands City Council liason