

Minutes of the Annual General Meeting
held February 27, 2019
at the Grace Lutheran Church

1. The meeting was called to order at 7:31 p.m.

2. President's Remarks

Marc Hunter began the meeting by welcoming attendees. He referred to the challenges Rockland currently faces, such as changes in zoning, lack of consultation, and at times a lack of adherence to the Official Community Plan (OCP) and Rockland Neighborhood plan. He referred to the challenge posed by the chicken farm, and continuing efforts to preserve what green spaces we have and we continue to advocate for more.

The RNA Land Use Committee is working hard to respond to these challenges. The RNA is not anti-development, but does advocate to maintain the numerous qualities that make Rockland unique. Garry Oak trees, Craigdarroch Castle, Langham Theatre, the LG's home, stately homes and mansions, heritage values, culture and history.

The RNA's plans for the future include:

- forming **important relationships with some key community partners**. For example,
 - we recently partnered with the **Langham Court Community Theatre production** for a preview of their production of the '25th Annual Putnam County Spelling Bee'. We hope to continue that tradition.
 - We are also grateful to her Honour the Right Honourable Lieutenant Governor Janet Austen and her staff. This year Her Honour will be hosting Rockland residents for our **bi-annual Government House soiree**.
- We are also in very early discussions with Government House regarding some **community partnership between Government House and the RNA**
- The RNA is also looking at **membership and how we can modernize** and attract non-traditional demographics, including the sizeable population of renters in the community.
- We want to initiate more **community events such as block parties, movie nights, music nights** etc.
- We want to **continue working proactively on issues such as traffic calming and engaging with the police and city** on community related issues and concerns.
- We are working hard on **Land Use related issues** including participating in City planning strategic sessions;

- We are exploring opportunities to **increase volunteer opportunities** and finally;
- We are reviewing how to **increase revenue to support the board and its activities.**

We will strive to keep our new Rockland website updated with progress on the status of these initiatives and welcome any suggestions or volunteer interests you may have.

3. Guest Speaker

Bob June introduced the John O'Reilly, Heritage Planner with the City of Victoria. Mr. O'Reilly's presentation was entitled Heritage Conservation Areas in Victoria: Initiation, Incentives, and Impacts. Mr. O'Reilly's presentation is attached.

There were questions/comments from the audience-

- Q: What is the size of Shaugnessey in Vancouver, compared to Rockland?
 - A: Shaugnessey is much bigger.
- Q: With climate change, and the cost of new materials, is there a shift to look at 'green' building with a more complete lens?
 - A: The greenest building is one you already have. Pam Madoff may have more detailed information on this.
- Q: Regarding the recent Halifax fire that killed 7 children, construction materials were part of the problem
 - A: Can't speak to that, but do know that it was a new build.
- Q: What is the most effective mechanism for the city to ensure compliance with a HCA?
 - A: HCAs are very effective. They will establish parameters to help preserve, protect and enhance the relevant structures or area.
- Q: What proportion of the community must approve of the HCA designation?
 - A: It is up to Council. They want to see a strong majority, though.
- Q: In Rockland, there are a lot of infill houses. For example, the house on Shasta was on the heritage list, but it was torn down. Is Council taking the idea of heritage seriously?
 - A: The fact that John O'Reilly has been hired is a step in that direction.
- Comment (Geoff Young): Money is always an issue. The last time the city asked to have properties put on the designated list, it got negative responses. The City needs owners' agreement to designate.

4. Introduction of Guests

Marc Hunter introduced the guests- Geoff Young (City of Victoria Councillor and RNA Liaison), Gary Pemberton (City of Victoria Downtown Programs Liaison), Alec Johnston (City of Victoria Senior Planner), Jon Tupper (Art Gallery of Greater Victoria), Marilyn Denton (St. Matthias Church) and Ben Isitt (City of Victoria Councillor).

5. Thanks to those supporting the board

Janet Simpson thanked the following people for their support of the RNA board.

Welcome-Eileen Nurmi, Heather Grampp
Newsletter-Helen Edwards
Membership and Webmaster-Ian Mayhill

6. Quorum (minimum of 10% of total members)

Total membership is 160. With 58 voting members in attendance, there is a quorum.

7. Approval of Minutes of Annual General Meeting, February 2018

Motion: To approve Minutes of Annual General Meeting, February 2018
Moved Bob June/seconded Armande Morton/carried

8. Committee Reports

As included in the AGM Report.

Motion: To accept reports
Moved/seconded/carried

9. Bylaw Changes

Art Hamilton introduced proposed changes to the bylaws of the Rockland Neighbourhood Association:

- To reflect the change of name of the BC Societies Act,
- To allow Directors to pass a resolution by email, when agreed to by all Directors,
- To extend notice of the RNA AGM beyond just current members of the RNA.

Text of the bylaws, as amended, is attached.

Motion: To accept changes to the Bylaws of the Rockland Neighbourhood Association
Moved: Anthony Danda, Seconded Janet Simpson, carried

10. Members' Concerns

Lloyd Ollila asked what the city is doing about graffiti. Gary Pemberton advised that the city has portable paintover kits made for painting hydro poles. Because the poles are tagged so frequently, it is hard to stay on top of them. Burnaby has an app to track, which Victoria is trying to get. They wish to push BC Hydro and Telus to take care of their own infrastructure. The process is complaint driven

Bob June raised the Local Area Planning process: for two years we've been told that it was about to unroll. Fairfield and Gonzales are concerned about how it went forward.

Other areas also had hiccoughs. Andrea Hudson advised that council continues to work on the strategic plan. The LAP continues under consideration. There will be recommendations to council regarding Fairfield and Gonzales in the next 6 months. The next areas of focus will be North Park, Fernwood, Jubilee, and Rockland.

Janet Simpson advised that there will be a presentation entitled “Trees Can Do That?: An Urban Forestry Approach to Better and Healthier Cities” on 17 April by Cecil Konijnendjik – at the Cook Street Activity Centre, and recommend that Rockland residents attend.

11. Nominating Committee

Members: Lloyd Ollila, Vanessa Dingley, Heather Grampp, Ethelyn McInnes-Rankin

Janet Simpson presented the nominees:

Marc Hunter: President

Art Hamilton: Vice President

Anthony Danda: Treasurer

Sandra Jackman: Secretary

Directors: Dave McWalter, Bob June, Dave Clark, Lawrence Bortoluzzi, Danielle McQueen, Chantal Meagher

All candidates elected by show of hands.

12. Adjournment

Motion to adjourn: Bob June, Seconded Patricia Kidd. Approved.

Meeting adjourned at 8:57 p.m.

SOCIETIES ACT OF THE PROVINCE OF BRITISH COLUMBIA

BYLAWS OF THE ROCKLAND NEIGHBOURHOOD ASSOCIATION

[S-33680]

BYLAW I - INTERPRETATION

1.01 In these Bylaws, unless the context otherwise requires:

- (a) "Directors" means the directors of the Society for the time being;
- (b) "Rockland Neighbourhood" means that area in the City of Victoria, in the Province of British Columbia encompassed by Fort Street, Oak Bay Avenue, Richmond Avenue, Richardson Street and Linden Avenue;
- (c) "Society" means Rockland Neighbourhood Association; and
- (d) "Societies Act" means the Societies Act, S.B.C. 2015 c.18, from time to time in force and all amendments to it.

1.02 In these bylaws, unless the context otherwise requires, words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation; and

1.03 When construing the bylaws, unless the context otherwise requires, reference shall be had to the definitions in the Societies Act on the date the bylaws become effective and words and expressions used in the bylaws shall, as far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

BYLAW II - MEMBERSHIP

2.01 The members of the Society shall be:

- (a) the applicants for incorporation of the Society;
- (b) those persons who subsequently become members, in accordance with these bylaws; and, in either case, have not ceased to be members.

2.02 A person who is resident in the Rockland Neighbourhood may apply to the directors for membership in the Society and, on being satisfied of the person being resident in the Rockland Neighbourhood and on receipt of any membership dues, the Directors shall accept the person as a member.

2.03 A person who is not resident of the Rockland Neighbourhood may apply to the directors for membership in the Society and, on being satisfied that the person has demonstrated a special interest in Rockland Neighbourhood consistent with the purposes of the Society and on receipt of any membership dues, the Directors may accept the person as a member.

2.04 A corporation (as that term is defined in the Interpretation Act, R.S.B.C. 1996 c.238) may be a member of the Society and any such corporate membership shall have only one vote at any meeting of members.

2.05 The number of non-resident persons accepted as members under section 2.03, excluding those persons accepted as members whose demonstrated special interest in the Rockland Neighbourhood is the ownership of real property in the

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Rockland Neighbourhood, together with the number of corporations accepted as members under section 2.04 shall not in the aggregate exceed 10% (ten percent) of the total number of members of the Society.

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- 2.06 Every member shall uphold the Constitution and comply with these Bylaws.
- 2.07 The amount of the annual membership dues shall be determined at the annual general meeting of the Society.
- 2.08 A person shall cease to be a member in good standing when they fail to pay any membership dues within 90 days of the same falling due, or if they are declared not to be in good standing by a Special Resolution passed at a General Meeting as a result of that member either being in breach of these Bylaws or acting contrary to the purposes of the Society.
- 2.09 The membership year shall be the calendar year from January 1 to December 31 next ensuing.

BYLAW III - TERMINATION AND FORFEITURE OF MEMBERSHIP

- 3.01 A person shall cease to be a member of the Society:
 - (a) by delivering a resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on the death of the person;
 - (c) on ceasing to be a member in good standing; or
 - (d) on being suspended or expelled.
- 3.02 The Directors shall have the power by a vote of three fourths of those present to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Society. No member shall be expelled or suspended without notice of the charge or complaint against him and without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose.

BYLAW IV - MEETINGS OF MEMBERS

- 4.01 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting and shall be held at such times and places as the Directors shall decide.
- 4.02 Annual General Meetings of the Society shall be held at such time and place as the Directors shall decide. The Annual General Meeting of the Society shall be held at least once in every calendar year and not more than 15 months after the adjournment of the last preceding Annual General Meeting.
- 4.03 An Extraordinary General Meeting may be called at any time by:
 - (a) the President;
 - (b) any three or more of the Directors; or
 - (c) 10% (ten percent) of the members of the Society delivering a written notice to the Secretary requiring that an Extraordinary General meeting be called.

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- 4.04 Due notice of time and place and the general nature of the business to be transacted at a General Meeting or at an Extraordinary General Meeting shall be given to each member at least 14 days before the meeting.
- 4.05 Notice of the Annual General Meeting shall, in addition to the matters referred to in section 4.04, state that members may obtain the proposed slate of nominees from the Secretary of the Society and that any two members may submit nominations in accordance with section 4.07.
- 4.06 At least 30 days prior to each Annual General Meeting the President shall appoint a Nominating Committee consisting of at least three members. At least 14 days prior to the Annual General Meeting the Nominating Committee shall file with the Secretary of the Society a slate of nominees for the positions to be filled at the Annual General Meeting, accompanied by the written consent of each nominee.
- 4.07 Nominations for all positions to be filled at any meeting may also be made by any two members of the Society and any such nominations shall be in writing, signed by the said two members and accompanied by the written consent of each nominee and shall be delivered to the Secretary of the Society at any time prior to the meeting at which the election is to take place being called to order and thereafter nominations from the floor will be accepted.
- 4.08 The accidental omission to give notice of a General Meeting, or the non-receipt of a notice by any members entitled to receive notice, does not invalidate proceedings at that meeting.

BYLAW V - PROCEEDINGS AT GENERAL MEETINGS

- 5.01 A quorum at a General Meeting of the Society shall be 10% of members of the Society but in no event shall a quorum be less than 3 members.
- 5.02 The President of the Society, the Vice President or, in the absence of both, one of the other Directors present shall preside as Chair of a General Meeting.
- 5.03 No business, other than the election of a Chair if the President is absent and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- 5.04 If at any time during a meeting there ceases to be a quorum present business then in progress shall be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.
- 5.05 If, within 30 minutes from the time appointed for a meeting, a quorum is not present, the General Meeting, if convened on the requisition of members, shall be terminated but, in any other case, it shall stand adjourned to such date as the Directors decide.
- 5.06 A General Meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.07 In case of an equality of votes, the chairman shall not have the casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

5.08 (1) A member present at a general meeting of members is entitled to one vote.

(2) Voting is by a show of hands, or by ballot:

(a) at the discretion of the chair; or

(b) upon a motion which obtains majority approval.

5.09 A corporate member may be represented at a general meeting by one person who may be required to produce a certified copy of the corporate resolution authorizing the person to represent the corporation and who may act for the corporate member for all matters including voting.

5.10 Voting by proxy is not permitted.

BYLAW VI - DIRECTORS AND OFFICERS

6.01 The number of Directors of the Society shall be, no more than 12 (twelve) and shall include the President, Vice-President, Secretary, Treasurer and Past-President.

6.02 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting but subject, nevertheless, to the provisions of:

(a) all laws affecting the Society;

(b) these bylaws; and

(c) rules not being inconsistent with these bylaws which are made from time to time by the Society in General Meeting.

6.03 No rule made by the Society in General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

6.04 The Directors shall retire from office at each Annual General Meeting when their successors shall be elected except the retiring President who shall continue to be a director and shall assume the office of Past-President until the next following Annual General Meeting. Directors are eligible for re-election. Separate elections shall be held for each office to be filled except the office of Past President. An election may be by acclamation otherwise it shall be by show of hands or as specified in 5.08. If no successor is elected the person previously elected or appointed continues to hold office.

6.05 The Directors may, at any time and from time to time, appoint a member as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society but is eligible for re-election at the meeting.

6.06 If a Director resigns his office or otherwise ceases to hold office, the remaining Directors may appoint a member to take the place of the former Director. No

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act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

- 6.07 The members may, by Special Resolution, remove a Director before the expiration of his term of office and may elect a successor to complete the term of office.
- 6.08 No Director shall be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

BYLAW VII - PROCEEDINGS OF DIRECTORS

- 7.01 The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate the meetings and proceedings as they see fit.
- 7.02 The President may at any time and the Secretary, on the request of any three Directors, shall convene a meeting of the Directors.
- 7.03 The Directors may from time to time fix the quorum necessary for the transaction of business and, unless so fixed, the quorum shall be a majority of the Directors then in office.
- 7.04 The President shall chair all of the meetings of the Directors but, if at any meeting the President is not present within 30 minutes of the time appointed for holding the meeting, the Vice-President shall act as Chair but, if neither is present, the Directors present may choose one of their number to chair that meeting.
- 7.05 The Directors may delegate any but not all of their powers to committees consisting of such Directors or members as they think fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors and shall report every act and thing done in the exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 7.06 The members of a committee may meet and adjourn as they think proper.
- 7.07 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting does not have a second or casting vote and the motion fails.
- 7.08 A resolution in writing, including email, agreed to 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.

BYLAW VIII - DUTIES OF OFFICERS

- 8.01 The President shall be elected by the members at each Annual General Meeting and shall preside at all meetings of the Society and of the Directors.
- 8.02 The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

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- 8.03 The Vice-President shall be elected by the members at each Annual General Meeting and shall carry out the duties of the President during the President's absence.
- 8.04 The Treasurer shall be elected by the members at each Annual General Meeting and shall:
- (a) keep such financial records, including books of account as are necessary to comply with the Societies Act; and
 - (b) render financial statements to the Directors and members and others when required.
- 8.05 The Secretary shall be elected by the members at each Annual General Meeting and shall be responsible for:
- (a) conducting the correspondence of the Society;
 - (b) issuing notices of meetings of the Society;
 - (c) keeping and publishing minutes of all meetings of the Society and Directors;
 - (d) having custody of all records and documents of the Society;
 - (e) having custody of the common seal of the Society; and
- 8.06 The Past-President shall be the person who has most recently retired as President and shall carry out the duties of the President during the absence of the President and the Vice-President.
- 8.07 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- 8.08 The offices of the Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- BYLAW IX - SEAL**
- 9.01 The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 9.02 The common seal shall be affixed only when authorized by resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President or the Secretary.
- BYLAW X- BORROWING**
- 10.01 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 10.02 No debenture shall be issued without the sanction of a Special Resolution.
- 10.3 The members may, by Special Resolution, restrict the borrowing power of the Directors but a restriction so imposed expires at the next Annual General Meeting.

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BYLAW XI - AUDITOR

- 11.01 At each Annual General Meeting, the Society may appoint an auditor to hold office until re-appointed or a successor is appointed at the next Annual General Meeting.
- 11.02 An auditor may be removed by Ordinary Resolution. An auditor shall be informed forthwith in writing of appointment or removal.
- 11.03 No Director and no employee of the Society shall be auditor.
- 11.04 The auditor may attend General Meetings.

BYLAW XII - NOTICES TO MEMBERS

- 12.01 A notice may be given to a member either personally or by mail or by email to the member's registered address.
- 12.02 A notice sent by mail shall be deemed to have been given on the fifth business day following that on which the notice is posted and on proving that notice was properly addressed with sufficient postage and put in a Canadian post office receptacle.
- 12.03 Notice of a General Meeting shall be given to every member shown on the Register of Members on the date notice is given, and to the auditor if Bylaw XI applies, and to non-members selected from the Rockland Neighbourhood Association community email list. No other person is entitled to receive a notice of General Meeting.

BYLAW XIII - BYLAWS AND RULES OF ORDER

- 13.01 These Bylaws shall not be altered or added to except by Special Resolution.
- 13.02 Robert's Rules of Order (most recently revised) shall govern all meetings of the society, of the directors and of committees in all cases where they are applicable and in which they are not inconsistent with these bylaws.
- 14 Additional to the foregoing and ancillary thereto, the Society shall have the following powers, which powers are alterable, namely:
- (a) to receive funds and assets to apply to further the purposes of the Society;
 - (b) to enter into any contracts or arrangements with any person, corporation or institution which may further the purposes of the Society; and
 - (c) to do all other things which are incidental or conducive to the attainment of the purposes of the Society.
- 15 The operations of the Society are to be carried on chiefly in, and in respect of, the Rockland area in the City of Victoria, British Columbia encompassed by Fort Street, Oak Bay Avenue, Richmond Avenue, Richardson Street and Linden Avenue.
- 16 The affairs of the Society shall be conducted so as to promote the purposes of the Society and the Society shall not carry on activities for the purpose of the personal financial gain of its members. ***The provisions of this paragraph 16 was previously unalterable.***

- 17 Upon the winding up or dissolution of the Society and after payment of all debts and liabilities the remaining property of the Society shall be distributed or disposed of within one year to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of winding up or dissolution, provided that each such organization is either a registered charity or qualified donee recognized by Revenue Canada Taxation to be qualified as such under the Income Tax Act of Canada from time to time in effect. ***The provisions of this paragraph 17 was previously unalterable.***