

GABRIOLA ISLAND COMMUNITY HALL ASSOCIATION

Gabriola – September 30th, 2025

2200 South Road, Gabriola, BC

Dear Members,

Re: Notice to members of an upcoming General Meeting

The Board of the Gabriola Island Community Hall Association has convened a General Meeting of Members on Sunday, October 19th at 3pm at the Hall (lower floor) for the purpose of considering proposed Board recommendations updating the Hall Bylaws.

Please scroll down for the complete information package which consists of the following documents :

Agenda

Special Resolution (Appendix 1)

Backgrounder to Resolution (Appendix 2)

Proposed policy changes in new bylaws (Appendix 3)

The current bylaws can be found here :. <https://gabriolacommunityhall.com/bylaws>

Please note that only current members in good standing as of October 12th 2025 are eligible to vote. Voting is in person at the Community Hall on October 19th. Bylaws are amended by a two-thirds majority of voting members present.

Yours truly,

Laurie McDonald,

Secretary,

On behalf of the Board.

Gabriola Island Community Hall Association

General Meeting of the Membership of the Gabriola Island Community Hall Association

Sunday October 19 at 3pm.

At the Community Hall

Subject: Approval of recommended changes to Hall ByLaws.

AGENDA

Chair: To be determined.

Secretary: Laurie McDonald

1. Call to order (chair)
2. Confirmation of quorum (Laurie McDonald)
3. Approval of agenda (chair)
4. Special Resolution – Appendix 1
5. Supporting information for resolution:
 - (a) Background Information related to Special Resolution -Appendix 2
 - (b) List of policy changes to bylaws - Appendix 3
6. Discussion and vote
7. Adjournment

APPENDIX 1

SPECIAL RESOLUTION: General Meeting October 19, 2025

Whereas the Board of Gabriola Island Community Hall Association wishes to incorporate a numbering system into its bylaws and make changes to some provisions, and

Whereas the changes are extensive, making amendments to the current bylaw unwieldy,

Therefore, the Board is requesting approval from the membership by way of a Special Resolution to replace the current bylaws in effect with a new bylaw as set out below:

Main motion:

I move that the members of the Gabriola Island Community Hall Association repeal the Gabriola Island Community Hall Association's entire bylaws currently in effect and replace it with a new bylaw as set out below:

BY-LAWS OF THE GABRIOLA ISLAND COMMUNITY HALL ASSOCIATION

Section 1: General

1. The operations of the Association are to be chiefly carried out on Gabriola Island, in the Province of British Columbia, Canada.

Section 2: DEFINITIONS

2. (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;
 - "Association" or "Society" means the Gabriola Island Community Hall Association;
 - "Director" means a duly elected member of the Board.
- (2) The definitions in the Act apply to these Bylaws. 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, shall prevail.

Section 3: MEMBERSHIP

Eligibility:

- 3 (1) Any resident of Gabriola Island, sixteen years of age or older, who has resided on Gabriola for a period of at least six consecutive months may apply to be a voting member.
- (2) Those who qualify may become voting members by application to and approval by the Board and payment of the prescribed fee.

Voting members:

- (3) Every voting member must uphold the constitution of the Society and must comply with these by-laws.
- (4) The amount of annual membership fees, if any, must be determined by the Board.
- (5) A member is not in good standing and may not vote at general meetings if the member's membership fees are not paid and current.
- (6) A voting member ceases to be a voting member of the Society when he/she ceases to be a resident of Gabriola Island with the exception of members on whom Honorary Life Membership has been conferred.

Honorary life membership:

- (7) The Board may recommend to any Annual General Meeting Honorary Life Membership for any person or persons who, in its opinion, has/have demonstrated outstanding leadership and support for either the Association in particular or the Gabriola community in general. Honorary Life Membership gives the recipient life-long standing as a voting member of the Association with no obligation to pay annual dues. Recipients' names will be inscribed in a prominent place in the Hall.

Termination of membership:

- (8) A person shall cease to be a voting member of the Association:
 - a) by ceasing to be a resident of Gabriola Island;
 - b) by failing to pay current annual membership fees but there shall be a one-month grace period following the expiration of membership during which the member may renew without penalty;
 - c) by a unanimous vote of the Board, following written notice to the member concerned and an opportunity for that member to make representations to the Society respecting the proposed termination.

Section 4: MEETINGS OF VOTING MEMBERS

- 4 (1) An annual general meeting must be held in each calendar year within 3 months of the financial year end at a time and place determined by the Board.
- (2) A general meeting may be called at any time by the Board, or by a signed petition of at least ten voting members.
- (3) The procedural rules at a general meeting of voting members shall be determined by the Board. In case of an objection to this, the latest edition of Roberts Rules of Order shall, subject to these By-Laws, apply.
- (4) At an Annual General Meeting the following business is ordinary business:
 - a) Adoption of rules of order;
 - b) Approval of minutes of previous Annual General Meeting;

- c) Consideration of any financial statements of the Society presented to the meeting;
 - d) Consideration of reports, if any;
 - e) Election or appointments of directors;
 - f) Appointment of an auditor, if any;
 - g) Business arising from a report of the directors not requiring the passing of a special resolution.
- (5) A notice of the time and place of a general meeting must be communicated to members at least 14 days and not more than 60 days prior to the date of the meeting.
- (6) Communication with members to inform them of general meetings or any other Association business may be by mail, e-mail, public notice or any other effective means of transmitting information admissible by the Act.
- (7) The notice of a general meeting must also state the nature of any business, other than ordinary business, to be transacted at the meeting.
- (8) The usual chair of the annual general meeting or other general meetings shall be the President. If the President is unable or unwilling to act as Chair the Vice-President shall act as Chair. If the Vice-President is unable or unwilling to act as chair, one of the other board members present at the meeting, with the consent of a majority of those present, may chair the meeting.
- (9) The quorum for the transaction of business at a general meeting is 10 voting members.
- (10) Business, other than the election of the Chair and the adjournment or termination of the Meeting must not be transacted at a general meeting unless the quorum is present.
- (11) Voting shall normally be by a show of hands; except that if, before or after such a vote, a secret ballot is requested by three or more members present, voting must then be by secret ballot.
- (12) The outcome of each vote must be announced and recorded in the minutes of the meeting.
- (13) Following the elections each elected director must provide the Secretary with a signed affirmation of acceptance.
- (14) Voting by proxy is not permitted.

Section 5 BOARD OF DIRECTORS

- 5 (1) The Society must have no fewer than 8 and no more than 14 directors.
- (2) All directors shall be voting members of the Society in good standing.
- (3) Board members shall assist in the management and administration of the affairs of the Society.

- (4) The term of office of directors shall be two years with half the directors' terms expiring in one year and the other half in the subsequent year.
- (5) The Board may, at any time, appoint a voting member to fill a board position that arises as the result of a vacancy or the resignation, death or permanent incapacity of a director during the director's term of office.
- (6) A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Section 6 BOARD MEETINGS

- 6 (1) A directors' meeting may be called by the president or by any three other directors.
- (2) There shall be at least two days notice of a directors' meeting unless all directors agree to a shorter period.
- (3) There shall be no longer than three months between successive Board meetings.
- (4) Any 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.
- (5) The quorum for a directors' meeting is a majority of the current directors.
- (6) The directors may regulate their meetings and proceedings as they see fit.

Section 7 BOARD POSITIONS

- 7 (1) The officers (President, Vice-President, Secretary and Treasurer) will be elected from among their number at the first meeting of the directors following the Annual General Meeting of the Society, and from time to time as may be required in the event of a vacancy occurring during the term of office of an officer.
- (2) A director, other than the president, may hold more than one position.
- (3) Should any of these positions become vacant during a term of office, the Board shall have the power to appoint a successor to hold office until the following annual general meeting.
- (4) The President is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- (5) 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.

- (6) The Secretary is responsible for doing or making the necessary arrangements for the following:
 - a) Issuing notices of general meetings and board meetings;
 - b) Taking minutes of general meetings and board meetings;
 - c) Keeping the records, including the list of members of the Society in accordance with the Act;
 - d) Filing the annual report of the Society and making other filings required by the Act;
 - e) Making available the records and approved financial statements of the Society to any member or members requesting them;
- (7) In the absence of the secretary from a meeting the Board must appoint another director to act as secretary at the meeting;
- (8) The Treasurer is responsible for doing or making the necessary arrangements for the following:
 - a) Receiving and banking monies collected from 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, if any, respecting finances.

Section 8 BORROWING POWERS, REMUNERATION AND SIGNING AUTHORITY

- 8 (1) The Board shall not borrow money whether by overdraft or in any other form without the explicit consent of a General Meeting.
- (2) These by-laws do not permit the Society to pay a board member remuneration for being a board member, but the Society may, subject to the Act, pay remuneration to a board member for services provided to the Society in another capacity.
- (3) A contract or other record to be signed by the Society must be approved by the Board and 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 two directors;
 - d) in any case, by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society.

Section 9 INSPECTION OF RECORDS

- 9 (1) The books and records of the Association shall be open to inspection by its members at all reasonable times by application to the Secretary.

Section 10 AMENDMENTS TO BY-LAWS

- 10 (1) These by-laws may be amended at a general meeting of the Society by a two-thirds majority of voting members present. Written notice of the proposed change(s) must be posted 14 days

prior to the meeting date. All changes must be in conformity with Act and its regulations.

Section 11 PREVIOUSLY UNALTERABLE PROVISIONS IN THE ORIGINAL INCORPORATION UNDER THE FORMER BC "SOCIETY ACT" (Constitution: items 4,5) HEREBY TRANSFERRED TO THESE BY-LAWS

11 (1) The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its objects.

(2) In the event of winding up or dissolution of the society, funds and assets of the Society remaining after satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with promoting the same object of this society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, determined by the members of the Society at the time of winding up or dissolution.

APPENDIX 2

GABRIOLA ISLAND COMMUNITY HALL ASSOCIATION

Backgrounder

At the beginning of 2025, the board struck a Governance Committee tasked with ensuring the Hall's compliance with its bylaws, with looking into governance models and with undertaking a review of current bylaws and making recommendations for amendments with the goal of updating the procedural framework to better meet the realities of a small working board with no administrative staff, while fulfilling all the legal requirements of the BC Societies Act.

This was quite a lengthy process, involving study of the BC Societies Act, research into the governance of other non-profits, consultation with community members with expertise in non-profit governance and comprehensive debate at the Board level. The Board is now presenting the results of this process and asking the membership to pass a special resolution repealing the current bylaws and replacing them with the bylaws laid out in Appendix 1. For your information Appendix 3 lists all the amendments together with the Board's rationale for the change. Moreover, the special resolution also includes a provision for a numbering system in the bylaws to improve clarity and ease of reference.

The recommended changes are wide ranging. Some are fairly minor : replacing words for clarity and consistency; eliminating repetitions. Others are more significant in that they affect Board operations: reducing the quorum for general meetings from 20 to 10, bearing in mind that the Societies Act specifies 3 as the minimum number; allowing the date of the AGM to be set within 3 months of the financial year end instead of being fixed in November: having the officers elected by the Board at the first meeting after the AGM instead of by the membership at the AGM; the terms of office of the directors now being set at 2 years instead of one with staggered terms to ensure continuity. All these changes would provide the Board with greater flexibility and discretionary powers while maintaining compliance with the BC Societies Act. Perhaps the most noteworthy change is the elimination of the role of trustee, trustees having been part of the Hall's governance structure since its incorporation in 1975. The current bylaw states that " 'Trustee' means a director who, unlike other directors, is elected for a three-year term and who may, by a majority vote of the trustees, veto motions passed by the Board" and it is this veto power which is problematic. While we can understand that the first directors, out of an abundance of caution, wished to safeguard against rash decisions, the intervening 50 years have demonstrated the collective wisdom of successive Boards. The members elect the directors to represent them in the stewardship of the Hall and to allow a bylaw provision to overturn a decision of their chosen representatives seems undemocratic. All directors should have equal powers and responsibilities but having two levels undermines the integrity of the Board.

We wish to rectify this situation and provide future boards with an updated operating framework that is flexible, transparent and more manageable.

APPENDIX 3

LIST OF CHANGES INCORPORATED IN THE NEW BYLAW AND REASONS

Proposed Amendments to the By-Laws of the Gabriola Island Community Hall Association

Section 2 DEFINITIONS

Provision:

"Trustee" means a director who, unlike other directors, is elected for a three-year term and who may, by a majority vote of the trustees, veto motions passed by the Board.

DELETE

Reason: (Trustee positions eliminated – the veto power of the trustees is problematic. Directors are elected democratically by the membership to represent them but to allow for resolutions passed by the directors to be voided by a majority of the trustees is undemocratic. We understand that the provision for trustees was included years ago as a way of guarding against what was felt at the time to be the threat of a hostile takeover of the board. All directors should have equal powers and responsibilities – to create two levels undermines the integrity of the board.)

Provision :

"Board" means the directors and trustees of the Society;

REPLACE WITH :

"Board" means the directors of the Society:

Reason:

Trustee positions are eliminated.

Section 3 MEMBERSHIP

Provision:

Any eligible resident of Gabriola may apply to the Board for voting membership in the society and the person becomes a voting member subject to the Board's acceptance of the application and payment of the annual membership fee.

DELETE

Reason:

(This is a repetition of (Membership Eligibility) and thus redundant.)

Provision:

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

REPLACE WITH

The amount of annual membership fees, if any, must be determined by the Board

Reason:

(Consistent use of one term, Fees)

Provision:

A voting member ceases to be a voting member of the society when he/she ceases to be a resident of Gabriola Island.

DELETE

Reason:

(Repetition)

Section 4 MEETINGS OF VOTING MEMBERS

Provision:

An annual general meeting must be held in November of each year, at a time and place determined by the Board.

REPLACE WITH :

4. 1 An annual general meeting must be held in each calendar year within 3 months of the financial year end, at a time and place determined by the Board

Reason:

(This provides flexibility and allows for the Financial Year End to be moved to December 31st, should that be decided.)

Provision:

Election or appointments of directors and trustees;

11

REPLACE WITH :

Election or appointment of directors

Reason:

(Trustee positions are eliminated).

Provision:

The quorum for the transaction of business at a general meeting is 20 voting members.

REPLACE WITH :

4. 9.The quorum for the transaction of business at a general meeting is 10 voting members.

Reason:

(The BC Societies Act fixes the minimum quorum as 3. 10 seems a reasonable, representative number.)

Section 5 BOARD OF DIRECTORS

Provision:

The Board shall include three directors who are trustees, each elected from among the voting membership for a three year term, with staggered expiry dates such that one trustee position expires and another is elected at each annual general meeting.

The trustees are to act as advisors and have the power to veto by a majority vote of the trustees and action or proposal considered by them to be detrimental to the interests of the Association and/or the community.

In all other respects the trustees will have the same rights and responsibilities as other Board members.

DELETE

Reason:

(Trustee positions are eliminated).

Provision:

The society must have no fewer than 8 and no more than 14 directors. including the trustees.

REPLACE WITH :

5.1 The society must have no fewer than 8 and no more than 14 directors.

Reason:

(Trustee positions are eliminated).

Provision:

The term of office of directors other than trustees shall be one year - to run from one annual general meeting to the next.

REPLACE WITH :

5.4 The term of office of directors shall be two years with half the directors' terms expiring in one year and the other half in the subsequent year.

Reason:

Staggered terms provide continuity and may help with Board recruitment.

Provision :

A director appointed by the Board to fill a vacancy ceases to be a director or trustee at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

REPLACE WITH :

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

REASON :

Trustee positions eliminated

Section 6 BOARD MEETINGS

Provision:

At each Annual General Meeting the voting members present shall elect incumbents for the positions of President, Vice-President, Treasurer, Secretary, one trustee and other members of the Board.

DELETE

Reason:

(Officers will be elected by the directors from among their number at their first meeting following the AGM).

Provision:

The quorum for a directors' meeting is a majority of the directors present

REPLACE WITH :

6.5 The quorum for a directors' meeting is a majority of current directors.

Reason :

(The existing by-law doesn't make sense).

Section 7 BOARD POSITIONS

Provision:

The annual general meeting shall elect directors to the Board, including the following positions: a) President, b) Vice-President, c) Secretary, d) Treasurer and one Trustee.

REPLACE WITH :

7.1 The officers (President, Vice-President, Secretary and Treasurer) will be elected from among their number at the first meeting of the directors following the Annual General Meeting of the Society, and from time to time as may be required in the event of a vacancy occurring during the term of office of an officer. A director, other than the president, may hold more than one position.

Reason:

(Gives more flexibility and avoids non-compliance by not having all officers elected at the AGM)

Provision:

Should any of these positions become vacant during a term of office, the Board shall have the power to appoint a successor to hold office until the following general meeting.

REPLACE WITH :

7.3 Should any of these positions become vacant during a term of office, the Board shall have the power to appoint a successor to hold office until the following annual general meeting.

Reason:

(Annual General Meeting, not general meeting)

Provision:

The President is the chair of the Board and is responsible for supervising the other directors/trustees in the execution of their duties.

REPLACE WITH :

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

Reason:(Trustee positions are eliminated).

Provision :

6 (f) In the absence of the secretary from a meeting the Board must appoint another director to act as secretary at the meeting;

REPLACE WITH :

7. In the absence of the secretary from a meeting the Board must appoint another director to act as secretary at the meeting;

Reason :

Improved clarity – a responsibility of the Baord, not the Secretary+