



CADBORO BAY RESIDENTS ASSOCIATION

Annual General Meeting

Wednesday, October 29, 2025, 7:00 pm
St. George's Anglican Church, 3909 St. George's Lane

AGENDA

- 1) Establish Quorum and Call to Order
- 2) Adoption of Rules of Order
- 3) Approve Agenda
- 4) Approve Minutes from AGM of October 16, 2024
- 5) Executive 2024/25 Report
- 6) Presentation of Financial Statements
- 7) Special Resolution to Amend Bylaws (on back of agenda)
- 8) Election of New Director(s) and Reappointment of Directors
- 9) Adjournment

Presentation by Mike Wilson, Director of Planning and Sustainability at the University of Victoria, immediately following adjournment of AGM.

RESOLVED, as a Special Resolution of the members of the Association, that the following changes to the bylaws of the Association be approved:

A. Addition of the following new subsection 3.5(ii) and renumbering of existing subsections 3.5(ii) to 3.5 (vi) as 3.5(iii) to 3.5(vii):

(ii) If the Association has more than 100 members, it may give notice of a general meeting by email sent to the email address of every member of the Association for whom the Association has an email address recorded in the register of members, and posting, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Association's official website that is accessible to all members.

B. Deletion of subsection 3.9(ii) and substitution with the following:

(ii) Voting on all business is by show of voting card or other method that adequately discloses the intention of the voting members.

C. Deletion of sections 4.1 through 4.8 and substitution with the following:

4.1 Subject to section 12, the Association must have no fewer than five and no more than nine Directors.

4.2 In sections 4.3 to 4.7 and section 12, "Year" means the period from one Annual General Meeting to the next, regardless of whether that period is greater or less than a full calendar year.

4.3 At each Annual General Meeting, Directors shall be elected for a term of two Years.

4.4 No person may serve as a Director for more than three consecutive terms of two Years.

4.5 For the purposes of section 4.4, service on the Board for any portion of a two-Year term shall be deemed to constitute a full term and shall be considered consecutive to any immediately prior or immediately subsequent term of service.

4.6 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises due to the resignation, death, or incapacity of a Director during their term of office. A Director so appointed shall serve for the unexpired portion of the term of the departing Director and shall, for the purposes of sections 4.4 and 4.5, be deemed to have served a full twoYear term.

4.7 A Director who has served three consecutive terms of two Years shall only become eligible for reappointment or re-election after a one-Year break in service.

4.8 The Board shall meet immediately following the Annual General Meeting and, by majority vote of the Directors present, shall elect a Chair, Vice-Chair, Secretary, and Treasurer to serve as officers of the Association for the ensuing Year.

4.9 Not later than one month following the Annual General Meeting, and by majority vote, the Board shall assign responsibility for key positions, including but not limited to a Webmaster and a Membership List Director. The Membership List Director shall be responsible for maintaining an up-to-date and accurate membership list, in coordination with the Treasurer and any other Directors who recruit members or collect fees.

4.10 A Director who fails to attend three (3) consecutive regular monthly Board meetings shall be deemed to have resigned and shall cease to be a Director.

4.11 The members of the Association may, by Special Resolution, remove a Director or officer before the expiration of their term. The notice of Special Resolution for removal shall be accompanied by a brief statement of the reasons for the proposed removal. The individual who is the subject of the proposed removal shall be given an opportunity to be heard, either in person or by agent, at the general meeting before the resolution is put to a vote.

4.12 No Director shall receive remuneration for serving as a Director. Board policy may provide for reimbursement of reasonable, receipted expenses incurred by Directors while performing approved duties for the benefit of the Association.

D. Addition of the following transitional sections 12.1 and 12.2:

12. Upon the coming into force of these amendments:

12.1 Notwithstanding section 4.1, if the number of Directors then in office exceeds nine, all such Directors may continue to serve until the next Annual General Meeting. However, no appointment may be made under section 4.6 if the resulting number of Directors would exceed nine.

12.2 For the purposes of section 4.5, Directors whose continuous service began in:

- **2024** or **2025** shall be deemed to have served one term of two Years;
- **2022** or **2023** shall be deemed to have served two consecutive terms of two Years;
- **2020** or **2021** shall be deemed to have served three consecutive terms of two Years and, pursuant to section 4.8, shall be ineligible for immediate re-election or appointment under section 4.7