



## CONSTITUTION

Revised: June 6, 2015

- 1. NAME** The name of this Society is: **SALT SPRING ISLAND CONSERVANCY**
- 2. PURPOSES** The purposes of this Society are exclusively charitable, and include:
  - (1) To promote and initiate the formation of natural habitat preserves on Salt Spring Island.
  - (2) To hold, manage or administer natural habitat preserves, and conservation covenants on Salt Spring Island for the benefit of this and future generations.
  - (3) To restore, if deemed necessary, natural features and processes of lands held by the Society where such lands have been modified by human activities.
  - (4) To facilitate public access to these lands for research, education or recreation as consistent with the natural features and processes where deemed appropriate.
  - (5) To raise money, acquire funds, accept bequests and other assistance, and to own, by purchase, donation or otherwise, real or personal property, and to maintain and manage such property or to sell, exchange, let, lease, or develop the same for the aforesaid purposes of the Society.
  - (6) To encourage protection of natural habitats on Salt Spring Island through public education.
  - (7) To do everything incidental and necessary to promote and attain the foregoing purposes.
- 3.** The activities of the Society will be conducted on Salt Spring Island and on smaller islands in its surrounding waters.
- 4.** The purposes of the Society shall be carried out without purpose of gain for its members, and any profits or other accretions of the Society shall be used for promoting its purposes.
- 5.** In the event of dissolution of the Society, the assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting the same or similar purposes of this society as may be determined by the members of this Society at the time of dissolution, provided that such organization is a registered charity recognized by the department of National revenue as qualified as such under the provisions of the Income Tax Act of Canada or such provisions now in effect or subsequently amended.
- 6.** Paragraphs 4, 5 and 6 of the constitution are unalterable in accordance with the Society Act.

# SALT SPRING ISLAND CONSERVANCY

## BYLAWS

### Part 1 – Definitions

1. (1) In these bylaws, unless the context otherwise requires,
  - (i) “Directors” means the directors of the society for the time being;
  - (ii) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (iii) “Registered address” of a member means his address as recorded in the register of members.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
  
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

### Part 2 – Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
  
4. A person may become a member in either of the following categories by the means described:
  - (1) **Regular Member** – A person who has applied to and has been accepted by the directors for membership, and has paid prescribed membership fees. He shall have full voting rights. Directors may define subcategories of regular members, provided that such subcategories and their prescribed fees are effective after approval by members at an annual general meeting.
  - (2) **Honorary Life Member** - a person awarded such status by a unanimous vote of directors at an annual general meeting for outstanding and longstanding service to the Conservancy. An Honorary Life member has full voting rights and need not pay annual membership fees.
  
5. Every member shall uphold the constitution and comply with these bylaws.
  
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
  
7. A person shall cease to be a member of the society
  - (i) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
  - (ii) on his death or in the case of a corporation on dissolution;
  - (iii) on being expelled; or
  - (iv) on having been a member not in good standing for 12 consecutive months.
  
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (3) 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 put to a vote.

9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings or Members**

10. General meetings of the society shall be held at the time and place in accordance with the Society Act, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business.  
(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 shall be notified of general meetings by mail, or notice in the local newspaper of widest circulation.
14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that, an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 – Proceedings at General Meetings**

15. Special business is
- (1) all business at an extraordinary general meeting except the adoption of rules or order; and
- (2) all business transacted at an annual general meeting, except:
- (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required; and
  - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. (1) No business other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.  
(2) If at any time during the general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.  
(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to bylaw 19, the president of the society, the vice president or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
19. If at a general meeting
- (1) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
  - (2) the president and all other directors present are unwilling to act as a chairman, the members present shall choose one of their number to be chairman.
20. (1) 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.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21. (1) No resolution proposed at a meeting need be seconded, and the chairman of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chairman shall not have a 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.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands, (except as stated in 26. (3)).
  - (3) Voting by proxy is not permitted.
23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

#### **Part 5 – Directors and Officers**

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and 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
- (i) all laws affecting the society;
  - (ii) these bylaws; and
  - (iii) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) 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.
25. (1) The president, vice president, secretary, treasurer and one or more other

- persons shall be the directors of the society.
- (2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
- 26.** (1) In order to provide continuity of the society's business approximately one half of the number of directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election may be by acclamation; otherwise it shall be by ballot.
- (4) If no successor is elected, the person previously elected or appointed continues to hold office.
- 27.** (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) 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.
- 28.** (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 29.** 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.
- 30.** No director shall be an employee of the society or be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

#### **Part 6 – Proceedings of Directors**

- 31.** (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the directors then in office.
- (3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.
- (3) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
- 32.** (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors, and one or more society member appointed by the directors, as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 33.** A committee shall elect a chairman of its meetings, but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors

present who are members of the committee shall choose one of their number to be chairman of the meeting.

34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable of any meeting of the directors, and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - (1) no notice of meeting of directors shall be sent to that director; and
  - (2) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
37.
  - (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
  - (2) In case of an equality of votes the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
39. A resolution in writing, signed 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 the directors.

#### **Part 7 – Duties of Officers**

40.
  - (1) The president shall preside at all meetings of the society and of the directors.
  - (2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
41. The vice president shall carry out the duties of the president during the president's absence.
42. The secretary shall
  - (1) conduct the correspondence of the society (except as delegated by the president or directors);
  - (2) issue notices of meetings of the society and directors;
  - (3) keep minutes of all meetings of the society and directors;
  - (4) have custody of all records and documents of the society, except those required to be kept by the treasurer;
  - (5) have custody of the common seal of the society; and
  - (6) maintain the register of members.
43. The treasurer shall
  - (1) keep the financial records, including books of account, necessary to comply with the Society Act; and
  - (2) render financial statements to the directors, members and others when required.

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- (2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### **Part 8 – Acquisition or Disposition of Land**

46. (1) When, in the opinion of the directors, it is in the best interest of the society to sell or transfer land, the proposed sale shall require a special resolution adopted by a general meeting of the society.
- (2) It shall be borne in mind by the directors and membership that society land under use in accordance with the principles and objectives of the constitution should not be sold, and that, in general, society land shall not be sold except under extraordinary circumstances.
- (3) Where the Society holds one or more interests in land that are certified as ecological gifts under the Canadian Ecological Gifts Program, the Society, consistent with the constitution,
- (a) may dispose of such interests in land only to eligible Ecological Gifts Program recipients that are also qualified donees as defined by the Income Tax Act at the time of gift; and
- (b) shall endeavour to dispose of all ecological gifts to eligible Ecological Gifts Program recipients that are also qualified donees as defined by the Income Tax Act at the time of disposition in the event the directors determine that a winding-up or dissolution of the Society is imminent.

#### **Part 9 – Seal**

47. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
48. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolutions, or, if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

#### **Part 10 – Borrowing**

49. In order to carry out the purposes of the society the directors may, on behalf of any in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
50. No debenture shall be issued without the sanction of a special resolution.
51. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### **Part 11 – Auditor**

52. At each annual general meeting the society shall vote by ordinary resolution on whether or not an audit shall be performed on either the current or any prior fiscal year.
53. Should a resolution requiring an audit be passed at an annual general meeting, the directors shall appoint an auditor.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be promptly informed in writing of appointment or removal.
56. No director and no employee of the society shall be auditor.
57. The auditor may attend general meetings.

### **Part 12 – Notices to Members**

58. A notice may be given to a member, either personally or by mail to him at his registered address.
59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
60. (1) Notice of a general meeting shall be given to
  - (i) every member shown on the register of members on the day notice is given; and
  - (ii) the auditor, if Part 10 applies.(2) No other person is entitled to receive a notice of general meeting.

### **Part 13 – Bylaws**

61. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
62. These bylaws shall not be altered or added to, except by special resolution.