

# CONSTITUTION

As revised: June 10, 2017

- 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.

## Bylaws of Salt Spring Island Conservancy (the "Society")

### PART 1 – DEFINITIONS AND INTERPRETATION

#### Definitions

**1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"AGM"** means the annual general meeting of the Society;

**"Board"** means the directors of the Society;

**"Bylaws"** means these Bylaws as altered from time to time;

**"Email Address"** of a member means the most recent email address provided to the Society by the member; and

**"Registered Address"** of a member means the member's address as recorded in the Society's registry of members.

**1.2** Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**Definitions in Act apply**

**1.3** The definitions in the Act apply to these Bylaws.

**Conflict with Act or regulations**

**1.4** 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, prevail.

**PART 2 – GENERAL**

**Location of Society activities**

**2.1** The activities of the Society will be conducted on Salt Spring Island and on smaller islands in its surrounding waters.

**Gain**

**2.2** 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. This provision was previously unalterable

**Dissolution**

**2.3** 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. This provision was previously unalterable.

**Approval**

**2.4** Sections 2.1, 2.2 and 2.3 of these Bylaws may only be altered by support of three-quarters vote by the members at a general meeting.

**PART 3 – MEMBERS**

**3.1** 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.

## **Categories of members**

**3.2** 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 Board for membership, and has paid prescribed membership fees. A regular member shall have full voting rights. The Board may adopt such policies and procedures as it deems fit to govern applications for membership, including defining subcategories of regular members.
- (2) **Honorary Life Member** – A person awarded such status by a unanimous vote of the Board for outstanding and long standing service to the Conservancy. An honorary life member has full voting rights and need not pay annual membership fees.

## **Duties of members**

**3.3** Every member must uphold the constitution of the Society and must comply with these Bylaws.

## **Amount of membership dues**

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

## **Member not in good standing**

**3.5** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

## **Member not in good standing may not vote**

- 3.6** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **Termination of membership**

- 3.7** A person shall cease to be a member of the Society
- (a) by delivering his or her resignation in writing to the secretary of the Society or by mailing, emailing or delivering it to the address of the Society;
  - (b) on his or her death or in the case of a corporation on dissolution;
  - (c) on being expelled; or

- (d) on having been a member not in good standing for 6 consecutive months.

### **Expulsion of a member**

- 3.8** A member may be expelled by a special resolution of the members passed at a general meeting.
- 3.9** The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for proposed expulsion.
- 3.10** 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.

### **Access to records**

- 3.11** Members shall not have access to the Society's register of members, except as outlined in the Act.
- 3.12** Access by members who are not directors to other accounting records or records of director's meetings will be allowed or disallowed at the discretion of the Board chairperson.
- 3.13** Only the Board, and their delegates if the case may be, shall have access to any financial record that discloses the identity of a donor.
- 3.14** Only the Board, and their delegates if the case may be, shall have access to minutes of in-camera Board meetings.
- 3.15** A person who is not a member and not a director will be allowed or disallowed access to Society records at the discretion of the Board.

## **PART 4 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

- 4.1** A general meeting must be held at the time and place the Board determines.

### **Annual general meeting**

- 4.2** An AGM shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding AGM.

### **Notice of general meetings**

- 4.3 a)** 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 there is one.

- b)** No other person is entitled to receive a notice of general meeting.
- 4.4** A notice may be given to a member by mail to the member's Registered Address, or by email to the member's Email Address.
- 4.5** Notice of a general meeting shall also:
  - (a) be published, at least once in each of the 3 weeks immediately before the meeting, in the newspaper of widest circulation on Salt Spring Island
  - (b) be posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.
- 4.6** Notice of a general meeting must be given at least 14 days and no more than 60 days before the meeting.
- 4.7** Notice of a general meeting shall specify the date, time and location of the meeting, and, in the case of special business, the general nature of that business in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 4.8** 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.

#### **Ordinary business a general meeting**

- 4.9** At a general meeting, the following business is ordinary business:
  - (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of an auditor, if any;
  - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

#### **Chair of general meeting**

- 4.10** The following individual is entitled to preside as the chair of a general meeting:
  - (a) the individual, if any, appointed by the Board to preside as the chair;

- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

#### **Alternate chair of general meeting**

**4.11** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

#### **Quorum required**

**4.12** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

#### **Quorum for general meetings**

**4.13** The quorum for the transaction of business at a general meeting is 7 voting members or 5% of the voting members, whichever is greater.

#### **Lack of quorum at commencement of meeting**

- 4.14** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

#### **If quorum ceases to be present**

**4.15** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **Adjournments by chair**

**4.16** The chair of a general meeting may, or, if so directed by a majority of the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

#### **Notice of continuation of adjourned general meeting**

**4.17** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

#### **Requisition of general meeting**

**4.18** Voting members of a society may requisition the directors to call a general meeting for the purposes stated in the requisition as outlined in the Act.

#### **Proposing Resolutions**

**4.19** No resolution proposed at a meeting need be seconded, and the chair of a meeting may move or propose a resolution.

#### **Voting**

**4.20** A member in good standing present at a meeting of members is entitled to one vote.

**4.21** A corporate member is entitled to one vote and 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.

**4.22** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

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

#### **Announcement of result**

**4.24** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

#### **Proxy voting not permitted**

**4.25** Voting by proxy is not permitted.

## **Matters decided at general meeting by ordinary resolution**

- 4.26** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 5 – DIRECTORS**

### **Number of directors on Board**

- 5.1** The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
- 5.2** No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

### **Election or appointment of directors**

- 5.3** Prior to election, prospective directors must provide to the Society a written notice of the following:
- (a) a declaration that the individual meets the requirements for directors in accordance with the Act, and
  - (b) disclosure of any conflict of interest.
- 5.4** At each AGM, the voting members shall elect members nominated from among their ranks and who have agreed to stand, as directors of the Society for a term of two years.

- 5.5** An election may be by acclamation; otherwise it shall be by ballot.

### **Term of office for directors**

- 5.6** A director's term of office is two years, beginning at the conclusion of the AGM at which the director is elected, and ending at the conclusion of the AGM that is two years later.

### **Resignation of a director**

- 5.7** A director who wishes to resign must do so by notifying the Society in writing.

### **Directors may fill casual vacancy on Board**

- 5.8** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.



**5.9** A director appointed to fill a vacancy on the Board holds office only until the following AGM of the Society, but is eligible for re-election at that meeting.

### **Removal of a director**

**5.10** The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

### **Powers of directors**

**5.11** 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

(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.

### **No invalidation of prior acts of directors**

**5.12** 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.

### **Delegation of directors' powers**

**5.13** (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors, and one or more Society members appointed by the directors, as they think fit.

(b) 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.

(c) A committee shall elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair 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 chair of the meeting.

(d) The members of a committee may meet and adjourn as they think proper.

## **PART 6 – DIRECTORS' MEETINGS**

## **Calling directors' meeting**

**6.1** A directors' meeting may be called by the president or by any 2 other directors.

## **Notice of directors' meeting**

**6.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

**6.3** For a first meeting of directors held immediately following the appointment or election of a director or directors at an AGM, 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.

**6.4** 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 or any meeting of the directors, and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) no notice of meeting of directors shall be sent to that director; and

(b) 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.

## **Proceedings valid despite omission to give notice**

**6.5** The 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.

## **Conduct of directors' meetings**

**6.6** The directors may regulate their meetings and proceedings as they think fit. The directors shall have the discretion to allow directors to participate in directors' meetings by telephone or other acceptable electronic means.

**6.7** The president shall be chair 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 chair; but if neither is present the directors present may choose one of their number to be chair at that meeting.

**6.8** Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

**6.9** In case of an equality of votes the chair does not have a second or casting vote.

**6.10** No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.

**6.11** 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.

### **Quorum of directors**

**6.12** 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.

## **PART 7– BOARD POSITIONS**

### **Election or appointment to the Executive**

**7.1** The president, vice president, secretary, treasurer and one or more other persons shall be chosen by the Board at their first meeting after the AGM and constitute the Executive of the Society. Officers other than president may hold more than one position.

### **Directors at large**

**7.2** Directors who are not members of the Executive are directors at large.

### **Role of president**

**7.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

**7.4** The president shall preside at all meetings of the Society and of the directors.

### **Role of vice-president**

**7.5** 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.

### **Role of secretary**

**7.6** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;

- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Role of treasurer**

- 7.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the 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 respecting taxes.

## **PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

- 8.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director. A director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.
- 8.2** No director shall be an employee of the Society.

### **Signing authority**

- 8.3** A contract or other record to be signed by the Society must be 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 2 other directors, or
  - (d) in any case, by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society.

## **PART 9 – ACQUISITION OR DISPOSITION OF LAND**

- 9.1** When, in the opinion of the Board, it is in the best interest of the Society to sell or transfer land owned by the Society, the proposed sale shall require a special resolution adopted by a general meeting of the Society.
- 9.2** It shall be borne in mind by the Board 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.
- 9.3** 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 Board determines that a winding-up or dissolution of the Society is imminent.

## **PART 10 – BORROWING**

- 10.1** In order to carry out the purposes of the Society the Board 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.
- 10.2** No debenture shall be issued without the sanction of a special resolution.
- 10.3** The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next AGM.

## **PART 11 – AUDITOR**

- 11.1** At each AGM 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.
- 11.2** Should a resolution requiring an audit be passed at an AGM, the Board shall appoint an auditor.
- 11.3** An auditor may be removed by ordinary resolution.
- 11.4** An auditor shall be promptly informed in writing of appointment or removal.
- 11.5** No director and no employee of the Society shall be auditor.
- 11.6** The auditor may attend general meetings.

## **PART 12 – BYLAWS**

- 12.1** On being admitted to membership, each member is entitled to a copy of the constitution and Bylaws. The Society shall give the member, without charge, website access to the constitution and Bylaws, or a paper copy if requested.
- 12.2** These Bylaws shall not be altered or added to, except by special resolution.