

CONSTITUTION AND BYLAWS

SOCIETIES ACT

CONSTITUTION

1. The name of the Society is “Gambier Island Conservancy”.
2. The purposes of the Society are:
 - (a) to preserve, protect and enhance the quality of the natural environment of the Gambier Island area for the benefit of the inhabitants of the island and of the province of British Columbia generally;
 - (b) to initiate and promote compatibility between land use and land characteristics, giving full and serious consideration to the intrinsic biological, cultural and esthetic values of the land;
 - (c) to facilitate public education and community participation in environmental stewardship and land use practices;
 - (d) to initiate and promote the establishment of wilderness and other natural habitat preserves;
 - (e) to identify significant lands and hold, conserve or administer natural habitat preserves and conservation covenants on Gambier Island for the benefit of this and future generations;
 - (f) to facilitate the appropriate level of public access to these lands for research, education or recreation as consistent with the natural features and processes;
 - (g) to conduct research programs in the fields of sustainable preservation;
 - (h) 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 or lease the same for aforesaid purposes of the Society; and
 - (i) to do everything incidental and necessary to promote and attain the foregoing purposes and periodically to re-assess these purposes.

BYLAWS OF THE GAMBIER ISLAND CONSERVANCY

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;

“**Board**” means the board of directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time; and

“**Society**” means the Gambier Island Conservancy.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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 — MEMBERSHIP

Membership

2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.

Application for membership

2.2 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

Duties of members

2.3 Every member shall uphold the constitution of the Society and shall comply with these Bylaws.

Amount of membership dues

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

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, or any debt due and owing to the Society. A member is not in good standing for so long as those dues or debts remain unpaid.

Member not in good standing may not vote

2.6 A 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

- 2.7 A person ceases to be a member of the Society:
- (a) by delivering his/her/its resignation in writing to the secretary of the Society or by mailing 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 by a special resolution pursuant to Bylaw 2.8; or
 - (d) on having been a member not in good standing for 6 consecutive months.

Member expulsion

- 2.8 A member may be expelled by a special resolution passed at a general meeting subject to the following:
- (a) the notice of special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion; and
 - (b) the member who is the subject of the proposed special resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 — GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1 A general meeting shall be held at the time and place the Board determines.

Deemed annual general meeting

- 3.2 The members may, in lieu of holding an annual general meeting, pass written resolutions, consented to in writing by all members, which consider and deal with all business to be conducted at an annual general meeting.

Notice of general meeting

- 3.3 A notice of the date, time and location of a general meeting shall be sent to every member of the society at least seven (7) days' before the meeting and not more than sixty (60) days before the meeting.

Notice of special business

- 3.4 A notice of a general meeting shall include the text of any special resolution to be considered and voted upon at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Special business at general meeting

- 3.5 At a general meeting, the following business is considered ordinary business:

- (a) the adoption of rules of order;
- (b) the consideration of the financial statements;
- (c) the report of the directors;
- (d) the report of the auditor, if any;
- (e) the election of directors;
- (f) the appointment of the auditor, if required; and
- (g) the other business that, under these Bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting that does not require passing by a special resolution.

3.6 Special business is:

- (a) all business conducted at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business not expressly enumerated as ordinary business under Bylaw 3.5.

Chair of general meeting

3.7 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

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

Quorum required

3.9 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, shall not be transacted at a general meeting unless a quorum of voting members is present, either in person or by any other means whereby the member can fully communicate with those members attending in person at the meeting.

Quorum for general meetings

3.10 The quorum for the transaction of business at a general meeting is three (3) voting members or a greater number as set by the members from time to time.

Lack of quorum at commencement of meeting

- 3.11 If, within thirty (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 thirty (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

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

Adjournments by chair

- 3.13 The chair of a general meeting may, or, if so directed by the voting members at the meeting, shall, 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

- 3.14 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 thirty (30) days or more, notice of the continuation of the adjourned meeting shall be given.

Methods of voting

- 3.15 At a general meeting, voting shall 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, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting shall be by a secret ballot.

Proxy voting

- 3.16 Voting by proxy is not permitted.
- 3.17 A corporate member that is a voting 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 considered as a member for all purposes with respect to a meeting of the Society.

Matters decided at general meeting by ordinary resolution

- 3.18 A matter to be decided at a general meeting shall 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.

- 3.20 Every member present, either in person or by other means whereby the member can fully communicate with those members attending in person at the meeting, and entitled to vote at a general meeting shall have one vote.

Moving and seconding

- 3.21 No motion proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

PART 4 — DIRECTORS AND OFFICERS

Number of directors on Board

- 4.1 The Society shall have three (3) directors or a greater number from time to time as set by the members.

Qualifications of directors

- 4.2 A person shall not be a director if that person:
- (a) is not at least 18 years of age;
 - (b) has been found by any court to be incapable of managing the individual's affairs;
 - (c) is an undischarged bankrupt; or
 - (d) has been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud.

Remuneration of directors

- 4.3 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Powers of directors

- 4.4 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.

Election or appointment of directors

- 4.5 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors shall elect or appoint the Board.
- 4.6 The directors shall retire from office at each annual general meeting when their successors are elected, unless the directors are re-elected.

- 4.7 Separate elections shall be held for each office to be filled.
- 4.8 An election may be by acclamation, otherwise it shall be by ballot.
- 4.9 If a successor is not elected, the person previously elected or appointed continues to hold office.
- 4.10 A director must consent in writing to his or her election or appointment, otherwise the election or appointment must occur at a meeting and the director must not refuse, for the election to be effective.

Directors may fill casual vacancy on Board

- 4.11 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.

Term of appointment of director filling casual vacancy

- 4.12 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.

Cessation of appointment of directors

- 4.13 A director ceases to hold office when his or her term expires in accordance with these Bylaws, or when:
- (a) he or she dies, becomes incapacitated, or resigns; or
 - (b) he or she is removed as by a special resolution passed at a special meeting called for that purpose.

PART 5 — BOARD POSITIONS

Election or appointment to Board positions

- 5.1 Directors shall be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.

Directors at large

- 5.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

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

Role of vice-president

5.4 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

5.5 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.

Absence of secretary from meeting

5.6 In the absence of the secretary from a meeting, the Board shall appoint another individual to act as secretary at the meeting.

Role of treasurer

5.7 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 6 — DIRECTORS' MEETINGS

Calling directors' meeting

6.1 A Board meeting may be called by the president or by written requisition of any two (2) other directors.

Notice of directors' meeting

6.2 The Board may meet at the places they think fit to conduct business, and may adjourn and otherwise regulate their meetings and proceedings, as they see fit.

Proceedings valid despite omission to give notice

6.3 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

6.4 The Board may regulate their meetings and proceedings as they think fit.

Quorum of directors

6.5 The Board may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

First meeting following new election or appointments to Board

6.6 For a first meeting of the Board held immediately following the appointment or election of a director or directors at an annual general meeting of the members, or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, 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.

Committees

6.7 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

6.8 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 held after the act or thing has been done.

6.9 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 thirty (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 the chair of the meeting.

6.10 The members of a committee may meet and adjourn as they think proper.

Director Votes

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

6.12 In the case of a tie vote, the chair does not have a second or casting vote.

Written Resolutions

6.13 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 directors.

Resolutions by e-mail

6.14 A resolution made by e mail that is passed by two-thirds (2/3) of the directors and placed with the minutes of the directors is valid and effective as if regularly passed as long as the following procedures are followed:

(a) the resolution is sent by e mail to all of the directors;

(b) all of the directors are given two (2) full business days to vote on the resolution; and

(c) the votes are counted by the president and the results of the vote are sent by e-mail to all of the directors.

PART 7 — BORROWING

Borrowing powers

- 7.1 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 7.2 A debenture shall not be issued without the authorization of a special resolution.
- 7.3 The voting members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 8 — FINANCIAL STATEMENTS AND RECORDS OF THE SOCIETY

Financial Statements

- 8.1 The Board shall present before the members of the Society at the annual general meeting financial statements in compliance with the Act.
- 8.2 The financial statements shall be signed by two (2) directors, or by the Society's auditor, if an auditor has been appointed.

Fiscal Year

- 8.3 The fiscal year of the Society shall be fixed by the Board.

Records of the Society

- 8.4 The directors shall ensure that all records of the Society required by the Act and any applicable statute or law are regularly and properly kept.
- 8.5 The records of the Society shall be open to inspection by the members at all reasonable times during office hours at the registered or principal office of the Society.

PART 9 — AUDITOR

Application

- 9.1 This part applies only if the Society is required or has resolved to have an auditor.

Appointment of Auditor

- 9.2 The first auditor shall be appointed by the directors, who shall fill all vacancies occurring in the office of auditor.
- 9.3 At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

Removal of Auditor

- 9.4 An auditor may be removed by ordinary resolution.

Notice to Auditor

- 9.5 An auditor shall be promptly informed in writing of the auditor's appointment or removal.

9.6 The auditor may attend general meetings.

Restrictions

9.7 A director or employee of the Society shall not be its auditor.

PART 10 — NOTICES TO MEMBERS

General notice provisions

10.1 A notice may be given to a member, personally, by mail, by facsimile or by electronic mail, to the member at the member's registered address, facsimile number or electronic mail address.

Notice by mail

10.2 A notice sent by mail is deemed to have been given on the second day following the day 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.

Parties entitled to notice

10.3 Notice of a general meeting shall be given to:

- (e) every member shown on the register of members on the day notice is given; and
- (f) the auditor, if applicable.

10.4 No other person is entitled to receive a notice of a general meeting.

PART 11 — BYLAWS

11.1 After being admitted, a member is entitled to a copy of the Constitution and Bylaws of the Society.

11.2 These Bylaws shall not be altered or added to except by special resolution.

PART 12 — PREVIOUSLY UNALTERABLE PROVISIONS

12.1 The activities of the Society will be conducted primarily on Gambier Island and its neighbouring islets and in its surrounding waters. **This provision was previously unalterable.**

12.2 The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. **This provision was previously unalterable.**

12.3 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.**

12.4 The activities of the Society will be conducted primarily on Gambier Island and its neighbouring islets and in its surrounding waters. **This provision was previously unalterable.**

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