

Consolidated March 2016 for the purposes of transitioning to the new Societies Act



CAROL PREST

## SOCIETY ACT

### CONSTITUTION

1. The name of the society is:

DENMAN CONSERVANCY ASSOCIATION

2. The purposes of the society are:

(1) To preserve, protect and enhance the quality of the human and natural environment of the Denman Island area;

(2) To conduct research programs with local citizens and qualified persons on important issues in the fields of conservation and (or) development;

(3) To facilitate public education and community participation in resource stewardship and land use practises;

(4) To promote compatibility between land use and land characteristics, giving full and serious consideration to the biologic and aesthetic values of the land;

(5) To promote the establishment of wilderness and other natural habitat preserves and encourage the retention of land parcels for open space preservation, sustainable agriculture and silviculture for the benefit of this and future generations;

(6) To raise money, acquire funds and other assistance, and to own, acquire, and take by purchase, donations, devise or otherwise, land or personal property; and expend, sell, exchange, lease, let, improve or develop same for the purposes of the society;

(7) To do everything incidental and necessary to promote and attain the foregoing purpose and periodically to reassess these purposes.

3. The operations of the society will be carried on primarily in the province of British Columbia.

4. 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.

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 at the time of dissolution; provided that such organization is a registered charity recognised by the Department of National Revenue, Taxation, as qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect; and in conformity with the requirements of section 501 (c) (3) of the Internal Revenue Code of 1954 of the United States of America, or such provisions now in effect or as subsequently amended.

6. Paragraphs 4, 5, and 6 of the constitution are unalterable in accordance with section 22 of the Society Act.

### BYLAWS OF THE DENMAN CONSERVANCY ASSOCIATION

#### Part 1 – Interpretation

1. (1) in these bylaws, unless the context otherwise requires,

(a) "Society Act" and "Act" mean the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

(b) "area" means that geographic area known as Denman Island;

(c) "registered address" of a member means his/her address as recorded in the register of members;

(d) "Directors" means the Directors for the time being of the Society;

(e) "Special Resolution" means a resolution passed by a majority of 3/4 of such voting members as are present at a General Meeting of which notice, specifying the intention to propose the resolution as a Special Resolution, has been given;

(f) "Chairperson" means an elected Director chosen by the Board of Directors to chair meetings of the Directors and the Society;

(g) "Term" means the time between the annual general meeting and the immediate next annual general meeting;

(h) "Officer term" means the time between the first directors' meeting following an annual general meeting and the first directors meeting following the immediate next annual general meeting; or, if officers are elected at the annual meeting, "officer term" has the same meaning as "term".

(2) The definitions in the Society Act on the date these bylaws become effective, apply to these by-laws.

2. Words importing the singular include the plural and vice-versa, and words importing a female person include a male person and vice-versa.

## Part 2 – Membership

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

2. A person may apply to the directors for membership in the Society and upon acceptance by the directors, shall become a member in one of the following categories:

(a) CHARTER MEMBER - a person who donates One Hundred Dollars (\$100) or more to the society within its first year of existence and who pays the appropriate membership fee thereafter. They shall have full voting rights.

(b) LIFE MEMBER - a person shall be eligible to become a life member of the Society upon the contribution by way of a gift of land in the area to the Society. Unless the Directors in their absolute discretion approve, such land must be held in fee simple, free from all encumbrances, charges and liens. A person may also become a life member upon the contribution by way of gift to the Society of a sum as prescribed by the Board of Directors. Life members shall have full voting rights and shall not be required to pay annual membership fees thereafter.

(c) REGULAR MEMBER - a person of age 16 or over and paying property taxes or resident for 6 months

or more in the area and who has paid the prescribed membership fees. They shall have full voting rights.

(d) JUNIOR MEMBER - anyone under 16 years of age who has paid the junior membership fee, but such junior member may not vote at a general meeting, but may vote as a committee member.

(e) CORPORATE MEMBERS - Corporate or unincorporated groups shall be eligible for membership only after passing a resolution declaring their support for the purposes of the Society, and having been accepted by the Board, and having paid the prescribed membership fees. They shall have full voting rights.

(f) ASSOCIATE MEMBERS - a person, not being a property taxpayer or resident of the area, who has made a donation equal to or greater than the prescribed regular membership fee, but such associate member shall not be entitled to vote on special resolutions.

(g) HONORARY MEMBERS - A person who has rendered extraordinary service to the Society or who shall act in an advisory and/or consultative capacity to the voting membership or who may have sitting and voting rights on committees and subcommittees struck by the Society, and who have been offered honorary membership by the Board and who has accepted such offer.

3. Every member shall uphold the constitution and comply with these by-laws.

4. Members of the society shall have the right to select a Board of Directors from among themselves in accordance with Part 5. of these bylaws; and also have the right to participate in and take an active role in the associations activities subject to any constraints set out elsewhere in these by-laws or the Act.

5. The directors may determine the membership dues, if any, and such dues may not be changed during the membership year except in exceptional circumstances.

6. (1) The membership year shall be the calendar year;

(2) A member shall be deemed to be in good standing until the chairperson calls the next immediate annual general meeting after the end of the calendar year to order.

(3) If a member has not paid the membership fee before the annual general meeting, the member is not in good standing during the annual general meeting or thereafter, until the membership fee is paid.

7. A person shall cease to be a member of the Society

(a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the Society, or,

(b) on his death or in the case of a corporation, on dissolution, or

(c) on being expelled notwithstanding Part 2.6(2), or

(d) on being a member not in good standing at midnight of December 31<sup>st</sup> following the annual general meeting referred to in Bylaw 6(3).

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 resolutions 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,

if any, or other subscription or debt due and owing by him to the Society.

### Part 3 - Meetings of Members

1. General meetings of the Society shall be held at such times and place, in accordance with the Society Act, as the directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The directors may, whenever they think fit, convene an extraordinary general meeting; or such meeting shall be called upon petition signed by 25 members.
4. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in 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 a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
5. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

### Part 4 - Proceedings at General Meetings

1. Special business is
  - (a) all business of an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business that is 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) such other business as, 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.
2. (1) Where a proposed expenditure for an item, package or project shall be ten thousand dollars (\$10,000) or more, it shall require in order to pass:
  - (a) the same notification as a special resolution;
  - (b) a 66% majority of members present.  
(2) The spirit of subsection (1) above shall not be circumvented by splitting up a package or project into less than ten thousand dollar (\$10,000) lots.
3. (1) Subject to Part 4.3(4) a minimum quorum is 15 members present or such greater number as the members may determine at a general meeting.  
  
(2) Voting members present must outnumber directors present,

(3) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(4) If at any time during a 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.

4. If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting 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.

5. Subject to section 6 below, the coordinator of the society, the co-coordinator, or in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.

6. If at a general meeting

(a) there is no coordinator, co-coordinator or any other director present within 15 minutes after the time appointed for holding the meeting,

or

(b) the coordinator and all the other directors present are unwilling to act as chairperson, then the members shall choose one of their number to be chairperson.

7. (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 by-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjournment or of the business to be transacted at an adjourned general meeting.

8. (1) A resolution proposed at a meeting must be seconded and the chairperson of a meeting may not move or second a resolution.

(2) The chairperson of a meeting may exercise his right as a member to vote.

(3) In case of an equality of votes the chairperson 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.

9. (1) A member in good standing present at a meeting of members is entitled to one vote subject to the provisions of Part 2. 2 of these bylaws.

(2) Voting is by show of hands, unless the members otherwise decide.

(3) Voting by proxy is not permitted.

10. 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

1. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:

(a) all laws affecting the Society;

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, which may be 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.

2. (1) There shall be 5 directors elected by the members or such greater number as determined by the members or appointed upon incorporation.

(2) The coordinator, co-coordinator, secretary, treasurer and such other persons as determined by the members shall be officers of the society.

(3) An officer must be a director and ceases to be an officer when he ceases to be a director.

3. (1) The first directors shall retire at the annual general meeting, and subsequently directors shall retire at the expiration of their term, when their successors will be elected.

(2) A director shall be elected at the annual general meeting for one term of two years; but to ensure continuity on the board, half the directors will be elected in alternate years. At the first election half the directors will be elected for only one year.

(3) Candidates for director will fill two-year terms followed by one-year vacancies in uncompleted terms in order of votes received, but any candidate may opt to fill one of the one-year terms although elected to fill a two-year term.

(4) A retiring director may seek re-election.

(5) (a) To be eligible for election as a director, the member must have been a Regular member for not less than 6 consecutive months immediately preceding the election;

(b) A director must be a Regular member of the Society in good standing.

(6) An election may be by acclamation, otherwise it shall be by ballot; other election procedures at the annual general meeting shall be determined by the members present.

(7) Unless otherwise provided by the members present at the annual general meeting, the officers shall be elected by the directors at the first meeting of the directors following the annual general meeting and in the manner approved by the directors.

(8) Officers shall serve for one officer term, upon election.

4. (1) The directors may at any time appoint a member as a director to fill a vacancy on the board, provided that not more than 3 directors be appointed in this manner in anyone year, subject to subsection (5) below.

(2) The directors may at any time appoint a director to fill any official vacancy.

(3) A director appointed under subsection (1) above holds office until the next annual general meeting.

(4) An officer appointed under subsection (2) above shall serve the unexpired officer term of the officer he is replacing.

(5) In the event of a resignation by dispute from the directors, the vacancy may not be filled by appointment.

(6) If the directors are unable to appoint directors to vacancies on the board, they shall call a general meeting of members to elect a director or directors to complete the unexpired term.

5. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

6. The members may by special resolution remove a director before the expiration of his office, and may elect a successor to serve to the next annual meeting.

7. No director or officer shall be remunerated for being or acting as a director or officer but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

8. *(deleted by resolution filed with the Registrar Mar 11 2002.)*

#### Part 6 - Proceedings of directors

1. (1) The directors shall hold regularly scheduled meetings at times and places it specifies for the dispatch of business, and such times and places will be announced to the members.

(2) All meetings shall be open to members in good standing except that such bodies may meet in private, subject to subsection (3) below, to discuss sensitive issues.

(3) The directors may adjourn and otherwise regulate their meetings and proceedings, as they see fit; provided all votes are taken in open session.

(4) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.

(5) The coordinator shall be chairperson of all meetings of the directors, unless the directors otherwise decide.

(6) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

2. (1) The directors may delegate any, but not all, of their powers to committee as they think fit and may name the committee.

(2) A committee will include at least one director unless a general meeting decides otherwise.



(3) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the directors.

(4) Subject to directions of the directors, the committee shall determine its own procedure.

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

3. 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,

(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.

4. (1) Questions arising at any 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 chairperson does not have a second or casting vote and the motion shall not pass,

(3) A resolution proposed at a meeting of directors or committee of directors must be seconded and the chairperson of a meeting may move or propose a resolution.

5. Every member has a right to inspect the minutes of directors', committee and general meetings; account books; general correspondence and registers as required by the Society Act at all reasonable times on application to the appropriate officer, provided that such inspection shall not include confidential matters relating to any individual's financial transactions.

6. 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.

#### Part 7 - Duties of Officers

1. (1) The coordinator shall preside at all meetings of the Society and of the directors, unless the members or directors otherwise decide.

(2) The coordinator is the chief executive officer of the Society.

2. The co-coordinator shall carry out the duties of the coordinator during his absence.

3. The secretary shall:

(a) conduct the correspondence of the Society,

(b) issue notice of meetings of the Society and directors,

(c) keep minutes of all meetings of the Society and directors,

(d) have custody of all records and documents of the Society except those required to be kept by the treasurer, and

(e) have custody of the common seal of the Society.

#### 4. The Treasurer shall

(a) Keep such financial records, including books of account, as are necessary to comply with the Society Act; and

(b) render financial statements to the directors, members and others when required; and

(c) maintain the register of members.

5. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary - treasurer.

(2) Other officers, if any, shall perform such duties as the members decide.

(3) The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.

6. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### Part 8 - Sale of Land

1. Where in the opinion of the Board it is in the best interest of the Society to transfer any of its fee simple interests in land, the proposed sale shall require a Special Resolution adopted by a General Meeting of the Society. Notice to the members shall describe the lands to be transferred, both by legal description and general description, the price and shall give its reasons for recommending that such land be transferred.

2. It shall be borne in mind by the Board of Directors and membership that Society land under use in accordance with the principles and objectives of the Constitution, unless acquired with transfer in mind, should not be transferred except under extraordinary circumstances.

3. The Directors may declare a property or an interest in land to be inalienable.

3.01 When a fee simple interest in land is declared to be inalienable, the Society will take all reasonable measures to ensure its protection in perpetuity by being:

(a) subject to a Conservation Covenant registered under section 219 of The Land Title Act (British Columbia), said Covenant being held by one or more organizations independent of the Society, and

(b) protected by adequate insurance or other financial resources.

3.02 Such an interest which has been declared inalienable shall not be mortgaged under any circumstances.; or

(b) sold or transferred unless the Society is being dissolved and then may be sold or transferred only to another society having similar purposes;

3.03 A fee simple interest which has been declared inalienable and has had a Conservation Covenant registered against it at the Land Title Office, may be:

(a) transferred, or assigned only to an organization having similar purposes to the Society provided that the Society retains a reversionary interest in the fee simple interest and such transfer is approved by a Special Resolution of the Society; or

(b) transferred or assigned only to an organization having similar purposes to the Society, without a Special Resolution of the Society and without a reversionary interest if the Society is being dissolved.

3.04 The Society will seek to constantly improve the level of protection provided to inalienable properties as new legal mechanisms become available.

## Part 9 Interests in Land Other than Fee Simple

1. Covenant Amendment Where amendment to or transfer of a conservation covenant or interests in land other than fee simple, such as rent charges, rights of way, leases, is proposed, the Board shall give its approval only where the amendment or transfer will:
  - (a) be consistent with the intent of the Covenant or other interest in land with no other means to achieve the amendment's objective being available;
  - (b) result in either an increased or not less than neutral conservation outcome;
  - (c) will not provide an undue benefit in accordance with the requirements of Canada Revenue Agency;
  - (d) comply with the Society's Conflict of Interest Policy;
  - (e) be consistent with the Society's purposes;
  - (f) receive authorization from Environment Canada for Ecological Gifts (where applicable); and,
  - (g) be consistent with any applicable provincial and federal legislation
  
2. Covenant Discharge: Where in the opinion of the Board, it is in the best interest of the Society to discharge a conservation covenant or interests in land other than the fee simple, such proposal for discharge shall require approval by the Board and be required to comply with 9 (1)(b)(c)(d)(e)(f)(g) above. Upon approval by the Board, the proposed discharge shall require a Special Resolution. The notice to members shall describe the covenant or other interest in land to be discharged and shall provide reasons for such discharge. However, the requirement to seek membership approval shall not apply to discharge of covenants and other interests in land for revisions of a clerical nature or other administrative changes. Such discharge requires the approval of the Board only.

## Part 10-Ecological Gifts

1. In addition to the provisions of Parts 8 and 9, where the Society holds one or more interests in land that are certified as ecological gifts under the Ecological Gifts Program established under the Income Tax Act of Canada (the "Program"), the Society may dispose of such interests in land only in accordance with the provisions of the Program and Directors will make all reasonable efforts to dispose of all Ecological Gifts to eligible recipients, if the Board determines that a winding up or dissolution of the Society is imminent.

## Part 11 - Seal

1. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
  
2. 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 resolution or if no persons are prescribed, in the presence of the coordinator and secretary or coordinator and secretary-treasurer.

## Part 12 - Borrowing

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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
2. No debenture shall be issued without the sanction of a resolution under sec. 4.2. (1) at a general meeting.
3. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

## Part 13 – Auditor (as amended Feb 18 1999)

1. In any fiscal year an auditor may be appointed at the discretion of the directors.
2. In any fiscal year in which the directors have decided not to appoint an auditor the financial statements and supporting books and records of the Society shall be reviewed by an independent reviewer.
3. Where a reviewer is appointed, as referred to in paragraph 2 above, the directors shall make any decisions with regard to the qualifications of the reviewer and shall give the reviewer direction with regard to the scope of his/her review.
4. No director and no employee of the Society shall be appointed auditor or reviewer.
5. An auditor or reviewer may attend general meetings.

## Part 14 - Notice to Members

1. A notice may be given to a member, either personally or by mail to him at his registered address.
2. (1) A notice sent by mail shall be deemed to have been given on the fourth day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian Post Office receptacle.  
  
(2) Members with a registered address within the VOR ITO postal code area may be served notice through a 'householder mail out' and such mailing shall be deemed to meet the requirements of section 1 and subsection 2. (1) above.
- 3 (1) Notice of a general meeting shall be given to;  
  
(a) every member (except Junior members) shown on the register of members on the day notice is given,  
and  
(b) the auditor, if Part 13 applies.  
  
(2) No other person is entitled to receive a notice of general meeting.

## Part 15 - Miscellaneous

1. After being admitted a member is entitled to a copy of the Constitution and bylaws upon paying the sum of \$1.00.

2. These bylaws shall not be altered or added to except by special resolution.

3. Where a voting member of the Society at a general meeting objects to a procedural ruling of the chair, which is not supported by these bylaws or by prior resolution of the membership then Robert's Rules of Order shall apply; and if Robert shall remain silent on the subject, the matter shall be put immediately to the members present.

Dated this 18th day of April 1991