

DCA Bylaws – Proposed Amendments
February 2016

[Note: The main amendment below is the new Section 9, the purpose of which is to enshrine clauses to afford greater protection to conservation covenants held by DCA. All other amendments are made to accommodate this new section. These amendments have been reviewed by DCA's solicitor and approved by the DCA Board of Directors in advance of review by the general membership at the AGM.]

Part 8 - Fee Simple Interest in 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 transfer 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 fee simple interest the Society owns to be inalienable.

3.01 When a fee simple interest 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.

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 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, and licences, 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.

Part10 – Ecological Gifts

1. In addition to the above 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, consistent with the Constitution:
 - (a) may dispose of such interests in land only in accordance with the provisions of the Program.
 - (b) the 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 9 - Seal becomes Part 11

Part 10 - Borrowing becomes Part 12

Part 11 - Auditor becomes Part 13

Part 12 - Notice to Members becomes Part 14

3(b) the auditor, if Part 11 applies - "Part 11" becomes "Part 13"

Part 13 - Miscellaneous becomes Part 15