

# Nanaimo & Area Land Trust BYLAWS

Here, set forth in numbered clauses, are the Bylaws providing for the matters referred to in section 6(1) of the Society Act, and any additional Bylaws decided on by this Society.

## Part I - Interpretation

1. In these Bylaws, unless the context otherwise requires:

1.1 "Directors" means the present Directors of the Society.

1.2 "Society Act" means the Society Act of the Province of British Columbia, from time to time in force and all amendments thereto.

1.3 "Registered Address" of a member means his/her address as recorded in the register of members.

1.4 "Special Resolution" means a resolution passed by a majority of 75% of those voting members present at a General Meeting of which notice, specifying the intention to propose the resolution as a Special Resolution, has been given.

1.5 "Chairperson" means an elected Director chosen by the Board of Directors to chair meetings of the Directors and the Society.

1.6 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.

## Part 2 - Memberships

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

2. A person may apply to the Society to become a member, and upon fulfillment of the membership requirements will become a member in one of several categories, to be determined by the Board of Directors.

3. Every member of this Society will be expected to uphold the Constitution and comply with these Bylaws.

4. Members of the Society will have the right to select a Board of Directors from among themselves in accordance with Part 5 of the Bylaws; and they will also have the right to participate in all meetings of the Society subject to Bylaw 6.6. It is the right of members to take an active and critical role in the Society's governing and administration.

5. The Board of Directors may add and/or delete categories of membership, determine the voting rights of each category and determine the conditions of membership, including the payment of an annual membership fee, for every category of members. The Board of Directors may strike a Membership Committee for purposes of this section (5), but one or more members of this Committee must be a Board Member. The Board of Directors may increase, decrease or waive membership fees for any member.

6. The amount of the annual membership dues for each category will be determined by the Board of Directors and/or by a Membership Committee, with approval of the Board.

7. A person will cease to be a member of the Society under the following circumstances:

7.1 - by delivering his/her resignation in writing to the Secretary of the Society or by mailing, emailing or delivering it to the address of the Society;

7.2 - upon his/her death or, in the case of a corporation, upon dissolution;

7.3 - upon being expelled, or upon not having been a member in good standing for a minimum of three (3) consecutive months.

8. A member will cease to be in good standing upon failure to pay the annual membership fee or other requirement for membership, for any indebtedness due to the Society, or upon failure to comply with the purposes of the Society. The Directors may cause the name of such member to be removed from the register of members. However, such member may be re-admitted to membership upon receiving payment due or other such evidence as may be considered satisfactory for membership in good standing.

9. A member may be expelled by a Special Resolution of the members, passed at a General Meeting.

9.1 The notice of Special Resolution of expulsion will be accompanied by a brief statement of the reason or reasons for the proposed expulsion. A statement of these reasons will be available upon request to other members.

9.2 The person who is the subject of the proposed resolution for expulsion will be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

9.3 The Board of Directors, or a Committee struck by them, will determine whether a member will be suspended or terminated until the next General Meeting.

9.4 At such Board Meeting or at such General Meeting, in the presence of the member concerned, the decision of the Board or Committee regarding the suspension of the member will either be confirmed, set aside, or varied.

### **Part 3 - Meetings of Members**

1. The first Annual General Meeting (AGM) of the Society will be held not more than three (3) months after the date of incorporation; and after that, an Annual General Meeting will be held at least once in every calendar year, and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

2. The AGM will be held at a time and place, in accordance with the Society Act, that the Directors decide. All members will be given fourteen days advance notice of an upcoming AGM.

3. All meetings other than the Annual General Meeting will be called Extraordinary General Meetings (EGM).

4. EGMs may be called, with appropriate notice to the membership stating time, place, and purpose, by the Board of Directors; or may be called, with similar notice, upon petition to the Board signed by 1/10th of the membership for a meeting to consider specified subjects.

5. The accidental omission to give notice of an EGM to, or the non-receipt of a notice by, any of the members entitled to receive notice, will not invalidate proceedings at that meeting.

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

I. Special business is:

I.1 - all business at an EGM except the adoption of rules of order, and

I.2 - all business transacted at an AGM except:

I.2.1 - the adoption of rules of order;

I.2.2 - the consideration of the financial statements;

I.2.3 - the report of the Directors;

I.2.4 - the election of Directors and Officers;

I.2.5 - the report of the Auditor, if any;

I.2.6 - the appointment of the Auditor, if required;

1.2.7 - any other business that, under these Bylaws, ought to be transacted at an AGM or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

2. Except for Special Resolutions proposed by the Board of Directors, no Special Resolutions will be considered or voted on at a General Meeting of the Society unless a copy of that Special Resolution, in writing, has been deposited at the registered office of the Society, not less than 45 days before the General Meeting at which it is proposed to be considered, with a request that the Special Resolution be considered at the General Meeting signed by 1/10th of the membership.

3. Where a Special Resolution is to be submitted to a General Meeting of the Society, the notice to members of the intention to propose the special resolution may be accompanied by an indication of any determination by the Board of Directors as to their concurrence or non-concurrence, and the reasons for the determination.

4. A quorum for any General Meeting is 50% plus one of the current active Board of Directors, or a greater number that the members may determine at that General Meeting. All decisions will be made by consensus except those decisions that pertain to legal or financial business of the Society, which must be decided by a majority vote of 50% plus one of the members in good standing (including Board members) present at that meeting.

5. Subject to the provisions of Part 4 - (6, 7, 8, 9, 10 and 11), a resolution adopted at a general meeting of the Society by consensus or, in the case of legal or financial business, by a simple majority of 50% plus one of all members present, will be binding; except for a Special Resolution, which will require a 75% majority of all members present.

6. No business, other than the appointment of a chairperson and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

7. If at any time during a General Meeting there ceases to be a quorum present, the business then in progress will be suspended until there is a quorum present, or until the meeting is adjourned or terminated.

8. If within 30 minutes from the time appointed for an EGM, a quorum is not present, the meeting, if convened on the requisition of members, will be terminated. In any other case, it will stand adjourned to a time and place agreed on by a majority of the Directors. If, at the adjourned meeting, a quorum is still not present within 30 minutes from the time appointed for the meeting, the members present will constitute a quorum.

9. Subject to Bylaw Part 4-10 below, one of the two Co-Chairpersons of the Society, or, in the absence of both, one of the other Directors present, will preside as chairperson for all General Meetings.

10. If, at an EGM, neither Co-Chairpersons or other Directors present are willing to act as chair, then another member from among those present may be appointed to act as chairperson.

11. When a meeting is adjourned for any reason, notice of the adjourned meeting will be given as in the case of the original meeting.

12. Resolutions proposed at a meeting that are approved by consensus do not need to be seconded.

13. The Chairperson of a meeting may move or second a resolution and speak to the motion.

14. All members in good standing present at a meeting, including the Chairperson of that meeting, are entitled to one vote.

15. Voting will usually be conducted by show of hands, unless a ballot vote is requested.

16. Voting by proxy will be permitted for members in good standing. A member may vote by proxy by appointing another person as a designated "proxy", entitled to one vote. The designated person must attend the meeting and present a letter to the chairperson, naming him/her as proxy for the absent member. This letter must be signed by the member.

17. Employees, agents and contractors for the Society may be members of the Society, but must be cognizant of universal conflict-of-interest guidelines, and refrain from voting on any and all resolutions that may pertain to the assignment or contract that they are being paid to carry out for the Society.

18. A corporate member may vote through an authorized representative, who is entitled to speak and to cast one vote, and in all other respects exercise the rights of a member. That representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

19. Honorary members cannot vote at General Meetings of the Society, although they may attend meetings and speak at the discretion of the chair.

## **Part 5 - Directors**

1. Directors must be members of the Society in good standing.

2. The Directors will be responsible for carrying on the day-to-day business of the Society, and may exercise such 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:

1.1 – Laws affecting the Society;

1.2 – These Bylaws, and;

1.3 – Operating Policies, not being inconsistent with these Bylaws, which are approved from time to time by the Society in General Meetings.

2. The number of Directors will be not less than five (5), with a maximum number of fifteen (15), or a greater or lesser number to be agreed on at an AGM.

3. In order that there be continuity on the Board, the term of office of the Directors will be: one-half the total Directors to be elected for two years, and one-half the total Directors to be elected for one year initially; and thereafter one-half of the Board to be elected for alternate two-year renewable terms at the AGM.

4. An election may be by acclamation if it does not exceed the maximum number of Directors; otherwise it will be by ballot.

5. The Directors may at any time appoint a voting member in good standing to fill a vacancy or enlarge the Board of Directors, up to the maximum number.

6. A Director so appointed, holds Directorship only until the conclusion of the next AGM of the Society, but is eligible for re-election at that meeting.

7. In the event that fewer than five Directors remain after a vacancy occurs, the remaining Board members will notify the membership, who may call a meeting of all the membership to fill the vacancy up to the required minimum, or may choose to let the remaining Directors choose and appoint an interim Director to fill the vacancy.

8. The general membership may, by Special Resolution, remove a Director or Officer before the expiration of their term of Directorship or Office, and may elect a successor to complete the term of Directorship or Office. A person's removal from Office does not necessarily mean removal from Directorship, unless so specified.

9. The Board of Directors may from time to time appoint employees and/or agents and authorize the employment of such other persons as it deems necessary to carry out the objects of the Society. Such agents or employees will have such authority and perform such duties as are prescribed by the Board.

10. All agents and employees will be subject to removal from their position or employment by the Board of Directors at any time with reasonable notice to the person so removed, and with reasonable cause.

11. The Directors will not solely by reason of acting as Directors be entitled to any remuneration related to their position and activities as a Board of Directors, except out-of-pocket expenses; but Directors may contract with

the Board for the purpose of carrying out the objects of the Society as an agent, employee or contractor in an agreement approved by the Board of Directors and subject to review by the general membership.

## **Part 6 - Proceedings of Directors**

1. The Directors may hold Board Meetings at times and places specified. These times and places should be announced in advance to general members of the Society through an appropriate medium.
2. The Directors may from time to time fix a quorum necessary to transact business at Board Meetings, and unless so fixed, the quorum will be a majority of the currently elected Directors.
3. Decisions of the Directors made by a Board Meeting will generally be made by consensus, except those matters pertaining to legal or financial matters, which will be decided by a simple majority of votes (50% plus one) of those Directors present.
4. One of the Co-Chairpersons will usually chair Board Meetings, but if at a meeting both Chairpersons are not present within 15 minutes after the time appointed for the meeting, or, for any reason, decline to chair the meeting, then the Directors present may choose another Director to be chair at that meeting.
5. Any Director may at any time convene a Board Meeting.
6. Board Meetings, and any other meetings of the Board's Officers and Committees will be open to attendance by any member of the Society in good standing, except when, in unusual circumstances, such meetings may convene in a confidential session (*in camera*) for discussion and decision on sensitive issues; but the outcome of *in camera* meetings will always be made available to the general membership after the meeting is adjourned.
7. The Directors may establish Committees and Subcommittees and delegate to such Committees and Subcommittees those powers and duties of the Board of Directors that the Board may deem advisable or expedient to ensure the administration of the Society. Each Committee so formed will contain at least one Director, unless the Board or the general membership waives this condition.
8. A Committee of the Board may appoint a chairperson, or rotating chairs, as they see fit to conduct their business. The chairperson of a Committee or Sub-committee does not need to be a Board Director.
9. The members of any Committee of the Board may meet and adjourn, as they think proper to conduct their business.
10. Decisions made by a Committee or Sub-committee of the Board will generally be made by consensus and reported back to the next Board Meeting or General Meeting, except those matters pertaining to legal or financial matters, which will be brought back to a Board Meeting or to a General Meeting, to be decided by a majority of votes (50% plus one) of those present.
11. The minutes of Board Meetings and any minutes or notes recorded at Committee or Subcommittee Meetings will be open to inspection by the general membership at reasonable times at the office of the Society, except those minutes or notes which are deemed confidential. Every member also has a right to inspect at reasonable times at the office of the Society, the account books, general correspondence and registers as required in the Bylaws of the Society Act.
12. The Board of Directors will meet immediately after each AGM to appoint or re-appoint the two co-Chairpersons, a Secretary and a Treasurer, plus select or appointment of those Directors who will participate on Committees.
13. All decisions made by the Board will be made in accordance with the purposes contained in the Constitution of the Society.
14. The Board of Directors will be responsible for:
  - reviewing, accepting and maintaining Society agreements,

- accepting properties into the Society,
- protecting the Society's interests in its holdings,
- reviewing and supervising the activities of Society employees, agents and contractors,
- initiating and exercising whatever actions are necessary for the promotion of the purposes of the Society,
- reviewing Society activities to ensure accordance with provisions of Canada Revenue Agency.

## **Part 7 - Duties of Officers**

1. The Officers of the Society will be two Co-Chairpersons, a Secretary, a Treasurer and such other Officers as the Board may determine necessary from time to time.
2. The Officers will be elected from among the Directors at the first Board Meeting after the Annual General Meeting of the Society.
3. A vacancy occurring in any Office between AGMs will be filled by appointment from among the current Directors.
4. The two Co-Chairpersons are the chief executive officers of the Society, and in that capacity will use their names to apply to legal documents on behalf of the Society; however, the Co-Chairpersons may choose to delegate this responsibility to another Board member or to a designated staff person.
5. One of the Co-Chairpersons will usually chair meetings of the Society and of the Directors, in accordance with Part 4 (16, 17, 18, 19, 20 and 21).
6. The Secretary will be responsible for:
  - conducting the correspondence of the Society;
  - issuing notices of meetings of the Society and Directors;
  - recording, amending and keeping minutes of all meetings of the Society and Directors;
  - having custody and care of all records and documents of the Society, except those required to be kept by the Treasurer;
  - maintaining an up-to-date record of members.
7. In the absence of the Secretary from a meeting, the Directors will appoint another person to act as recording secretary at that meeting.
8. The Treasurer will be responsible for:
  - keeping the financial records, including books of account, necessary to comply with the Society Act;
  - filing an annual report with the Registrar of Companies within 30 days of the Annual General Meeting which will include a balance sheet, a statement of income and expenditure, a list of the Society's Directors and a note of the number of members, in accordance with the Society Act;
  - rendering financial statements to the Directors, members and others when required;
  - rendering all necessary reports and other related financial statements as required by appropriate Federal and Provincial statutes as reviewed and approved by the Board of Directors.
9. The offices of Secretary and Treasurer may be held by one person, who will then be known as the Secretary-Treasurer.

## **Part 8 - Sale of Land**

1. Where, in the opinion of the Board of Directors, it is in the best interest of the Society to sell land, the proposed sale will require a Special Resolution adopted by a General Meeting of the Society, and the notice given to members regarding such meeting will describe the land to be sold, and will give the reasons for recommending that such land be sold.
2. Without limiting the foregoing paragraph, the Board of Directors and the membership will bear in mind that Society land under use in accordance with the principles and objectives of the Constitution or under lease or

land use contracts, should not be sold; and that, in general, Society land will not be sold, except under extraordinary circumstances and conditions.

### **Part 9 - 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 the manner they decide, and in particular, but without limiting the foregoing, by the issue of debentures.
2. No debenture will be issued without the sanction of a Special Resolution.
3. The members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction so imposed will expire at the next Annual General Meeting.

### **Part 10- Auditor**

1. This Part applies only when the Society is required, or has resolved, to have an Auditor.
  - 1.1 When a special audit of a project or account is required by a funding agency or partner, the auditor will be appointed by the Directors at a Board Meeting or an EGM.
  - 1.2 If the Society resolves to conduct a regular annual audit of its books, the Society will appoint (or re-appoint) an Auditor annually, at each AGM.
  - 1.3 - An Auditor may be removed by an ordinary resolution.
  - 1.4 - An Auditor will be informed promptly in writing of appointment or removal.
  - 1.5 - No Director nor any employee or agent of the Society will be appointed as Auditor.
  - 1.6 - The Auditor may attend any meetings of the Society.

### **Part 11 - Notices to Members**

1. The Board of Directors will decide on the time and date of any and all AGMs and EGMs except for those called by general membership as per 3.4.
2. Notice of an upcoming General Meeting may be given to a member - either personally, by Canada Post, by email or by fax to the address on the membership record.
3. A notice sent by Canada Post will be deemed to have been received on the seventh day following that on which the notice was posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put into a Canada Post receptacle. A notice sent by fax or email will be deemed to have been received on the same day, unless there is an electronic notice stating that the message could not be sent.
4. Notice of a General Meeting will be given to:
  - 4.1 - every member shown on the record of members in good standing on the day notice is given, and
  - 4.2 - the Auditor, if Part II applies.
  - 4.3 - No other person is required to receive a notice of a General Meeting

### **Part 12 - Ecological Gifts Program and Dissolution**

1. Where the Society holds one or more interests in lands that are certified as ecological gifts under the Canadian Ecological Gifts Program, the Society, consistent with the constitution,
  - 1.1- 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

1.2- 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 13 - Bylaws**

I. On being admitted to membership, every general member is entitled to copies of the Constitution and Bylaws of the Society and any written Policies developed by the Board or its Committees; and the Society will, upon request, give him/her copies of any of these documents without charge.

2. These Bylaws for the Nanaimo & Area Land Trust Society cannot not be altered or added to except by a Special Resolution approved by 75% of those members in good standing in attendance at a meeting of the General Membership.

### **Part 14. (Formerly Clause 3 of the Constitution)**

1. The area to be served by the Society is Nanaimo and Area. This provision was previously unalterable

### **Part 15. (Formerly Clause 4 of the Constitution)**

1. The funds of the Society shall be applied solely towards the promotion of the objectives of the Society as stated in the constitution, and no portion thereof shall be paid or made available for personal benefit of any member of the Society. This provision was previously unalterable

### **Part 16. (Formerly Clause 5 of the Constitution)**

1. In the event of dissolution of the Society, the assets of the Society remaining after payment of all outstanding expenses, liabilities and debts shall be transferred to some other association(s) having objectives similar to the Society. Such organization(s) shall be selected by the members of the Society before the time of dissolution. The requirements of the Canadian Department of Revenue governing the disposal of the assets of a non-profit organization shall be observed. This provision was previously unalterable

### **Part 17. (Formerly Clause 6 of the Constitution)**

1. *Former* Clauses (3), (4), (5), and this *former* clause, (6), of the prior Constitution are hereby declared to be unalterable in accordance with the Society Act of British Columbia. This provision was previously unalterable

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