

Nanaimo & Area Land Trust

DRAFT BYLAWS

Here, set forth in numbered clauses, are the Bylaws of the Nanaimo & Area Land Trust Society providing for the matters referred to in section 11 of the Society Act, and any additional Bylaws decided on by this Society.

Part 1 - Interpretation

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

1.1 "Directors" means the individuals who have been designated, elected or appointed, as the case may be, in accordance with Part 5 of these Bylaws, as a member of the Board of Directors of the Society.

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

1.3 "Special Resolution" means a resolution passed by a majority of 2/3 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.

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

1.5 Except as otherwise provided in these Bylaws, the definitions in the Societies 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

I. The members of the Society are the members in good standing in accordance with these Bylaws

2. A person may apply to the Society to become a member, and upon fulfillment of the membership requirements will become a member.

3. A member in good standing is an individual or corporation who has paid the annual membership fee or other requirement for membership.

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

5. A member at the corporate or family rate of membership dues has the same rights and responsibilities of a member of the society and will appoint a representative for correspondence with, and any votes of the society.

6. 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.

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

7.1 - 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;

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

7.3 - upon being expelled;

7.4. - upon not having been a member in good standing for a minimum of three (3) consecutive months.

7.5 – A member may be reinstated to membership upon NALT receiving payment due or other such evidence as may be considered satisfactory for membership in good standing.

8. A member will cease to be in Good Standing upon failure to pay the annual membership fee or other requirement for membership 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.

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 delivered in accordance with the provisions of the Act.

9.2 A member may be expelled or suspended by a motion of the Board.

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.

2. The AGM will be held at a time and place, in accordance with the Societies Act, that the Directors decide. All members will be given at least 14 days but no more than 60 days advance notice of an upcoming AGM, including at least 21 days notice on NALT's website prior to the date of the meeting.

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 10% of the membership.

5. Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

6. 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

1.1 – The business of a General Meeting is only those items which are included in the notice to members of the General Meeting.

1.2 – Special Business is

a. All business at an EGM except the adoption of rules of order, and

b. all business at an AGM except:

- i. the adoption of rules of order;
- ii. the consideration of the financial statements;
- iii. the report of the Directors;
- iv. the election of Directors and Officers;
- v. the report of the Auditor, if any;
- vi. the appointment of the Auditor, if required;
- vii. 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 or Member's proposal 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 or Member's proposal be considered at the General Meeting signed by 5% 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.
5. All decisions that pertain to all business of the Society must be decided by a majority vote of 50% plus one of the members in good standing present at that meeting unless a higher threshold is required under the Act or these bylaws.
6. 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 2/3 majority of all members present.
7. 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.
8. 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.
9. 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 continuation of the adjourned meeting, a quorum is still not present the members present will constitute a quorum.
10. 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.
11. 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.
12. When a meeting is adjourned for any reason, notice of the continuation of the adjourned meeting will be given as per the requirements of the original meeting.
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 (subject to Part 4. Sec 16,17, 18 and 19). A member must be present at the meeting in order to vote. No proxy voting is permitted.
15. Voting will usually be conducted by show of hands, unless a ballot vote is requested.
16. Employees, agents and contractors for the Society may be members of the Society but must 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.
17. A member who pays dues at the corporate rate 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. The designated person must attend the meeting and present a letter to the chairperson, naming him/her as delegate for the corporate member. This letter must be signed by an authorized signer for the member.

18. A member who pays dues under the family rate is entitled to one vote. A family representative must be appointed for voting at an AGM or EGM.

19. A person must have been a member in good standing at the time of notice of the AGM or EGM to be eligible to vote at the meeting.

Part 5 - Directors

1. Directors must be members of the Society in good standing and, upon election, must sign a statement of compliance with the qualifications of directors under the Societies Act.

2. The Directors will be responsible for oversight of 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.

3. The number of Directors will be not less than five (5), with a maximum number of eleven (11), unless a greater or lesser number is agreed upon at an AGM.

4. 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.

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

6. The Directors may at any time appoint a member in good standing to fill a vacancy on the Board of Directors.

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

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

9. The general membership may, by Special Resolution , remove a Director before the expiration of his or her term of Directorship.

10. The Board of Directors may retain staff to carry out the mandate of the Society. .

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 in order to carry out the purposes 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 as long as the number of Directors under contract does not constitute a Board majority.

Part 6 - Proceedings of Directors

1. The Directors may hold Board Meetings at times and places specified. These times and places will be announced in advance to general members of the Society through an appropriate medium.
2. The directors may from time to time fix the quorum necessary to transact business at Board meetings. Unless so fixed, the quorum will be a majority of the current 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 neither Chairperson is 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. Two or more Directors may at any time convene a Board Meeting with at least 48 hours notice of the time and location of the 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 unless a higher threshold is required under the Societies Act or these Bylaws.
11. Following an AGM the Board of Directors will meet at the next Board Meeting to elect two co-Chairpersons, a Secretary and a Treasurer, and may select or appointment Directors who will participate on Committees.
12. All decisions made by the Board will be made in accordance with the purposes contained in the Constitution of the Society.
13. 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's Executive Director.
 - 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. A vacancy occurring in any Office between AGMs will be filled by appointment from among the current Directors.

3. The two Co-Chairpersons are the chief executive officers of the Society, and in that capacity may use their names to apply to legal documents on behalf of the Society; however, the Co-Chairpersons may choose to delegate this responsibility to other Board members or to a designated staff person.

4. 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 register of members and register of Directors;

4.1 The Secretary may delegate any, or all, of the responsibilities set out in Part 7, para. 4 to the Executive Director, who may engage such persons as she or he determines necessary to carry out the responsibilities.

5. 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;

5.1 The Treasurer may delegate any, or all, of the responsibilities set out in Part 7, para. 5 to the Executive Director, who may engage such persons as she or he determines necessary to carry out the responsibilities.

6. The offices of Secretary and Treasurer may be held by one person, who will then be known as the Secretary-Treasurer.

Part 8 Access to information

1 A member may inspect the records of the Society as required by the Act.

2 The Board may restrict access to information as the board deems appropriate where protection of the Society or individuals is a consideration in such release. In accordance with this provision, release or provision of information in accordance with an access to information request shall require Board approval by resolution.

3 The Board may release financial information; however, the Board may restrict access to financial information where protection of the Society or individuals is a consideration in such release except the annual financial statement approved by the membership by vote at a General Meeting.

4 Copies of records shared as required under the Act will be as printed hard copy available for pick up at the NALT office unless agreement is reached to send the copy in another manner.

Part 9 - 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.

3. Where land donor intent allows, in an agreement signed by the donor and NALT for the sale of the land, no Special Resolution to approve the sale is required.

Part 10 - 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 11- 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 12 - 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 Part 3(4).

2. Notice of an upcoming General Meeting may be sent to a member - either personally, by Canada Post, by email or by fax to the address on the membership record, at least 14 days prior to the meeting, but no more than 60 days before and must be announced on NALT's website at least 21 days prior to the meeting.

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 13 - 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 14 - Bylaws

- I. On being admitted to membership, every 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 2/3 of those members in good standing in attendance at a meeting of the General Membership.

Part 15. Former 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 Canada Revenue Agency governing the disposal of the assets of a non-profit organization shall be observed.

Recommended by the NALT Board, February 21st, 2018.