



**Constitution
&
Bylaws**

September 2018

SOCIETIES ACT

CONSTITUTION

1. The name of the society is:

GALIANO CONSERVANCY ASSOCIATION

2. The purposes of the society are:

- (1) Protect and restore the integrity and resilience of Galiano’s terrestrial, freshwater and marine ecosystems for the benefit of this and future generations.
- (2) Own, and hold covenants on, a network of sustainably-managed protected areas.
- (3) Provide nature-based learning experiences to improve ecological awareness and foster environmental leadership.
- (4) Promote land and water stewardship.
- (5) Research and demonstrate effective methods in ecological restoration and stewardship.
- (6) Demonstrate approaches to sustainable living that reduce our ecological footprint, including mitigating and adapting to climate change.
- (7) To raise money, acquire funds and other assistance, and to own, acquire, and take by purchase, donation, devise or otherwise, land or personal property; and expend, sell, exchange, lease, let, improve or develop same for the purposes of the society.
- (8) To do everything incidental and necessary to promote and attain the foregoing purposes and periodically to reassess these purposes.

BYLAWS of GALIANO CONSERVANCY ASSOCIATION

Part I – Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "Societies Act" and "Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (b) "area" means that area defined as the Galiano Island Trust area;
 - (c) "registered address" of a member means their address as recorded in the register of members;
 - (d) "directors" means the directors of the Society for the time being;
 - (e) "term" means the time between the annual general meeting and the immediate next annual general meeting;
 - (f) "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",
 - (g) "special resolution" means a resolution requiring a majority of 2/3 of such voting members as are present at a general meeting.
- (2) 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; and words importing a female person include a male person and a corporation and vice versa.

Part 2 Membership

1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws, and, in either case, have not ceased to be members.
2. A person may apply to the directors or their designate and upon acceptance by the directors or their designate, the person becomes a member in one of the following categories:
 - (a) 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 membership fee;
 - (b) Associate member - a person, of age 16 or over and not being a property taxpayer or resident of the area, who has paid a membership fee equal to the regular membership fee, but such associate member shall not be entitled to vote on special resolutions,
 - (c) 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;
 - (d) Corporate member - any corporation or business holding property in the area and having paid the corporate membership fee may be represented by a person authorized on behalf of the corporation; subsection 7(5) and subsection 7(1) of the Act shall apply;
 - (e) Associate corporate member - any corporation or business not holding property in the area and having paid the corporate membership fee shall have the same membership privileges as a corporate member except the authorized representative shall not be entitled to vote on special resolutions.
3. Every member shall uphold the constitution and comply with these bylaws.

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 association's activities subject to any constraints set out elsewhere in these bylaws 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, but the directors may increase, decrease or waive membership fees for any member.
6.
 - (1) The membership year shall be April 1 to March 31;
 - (2) A member shall be deemed to be in good standing for 6 months (October 31) following the membership year end.
 - (3) If a member has not paid their membership fee for the current year within the 6 month grace period, they are no longer a member in good standing.
7. A person shall cease to be a member of the Society
 - (a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on their death or in the case of a corporation on dissolution, or
 - (c) on being expelled, or
 - (d) on being a member not in good standing at midnight on the 31st of October
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 their current annual membership fee, if any, or other subscription or debt due and owing by them to the Society.

Part 3 - Meetings of Members

1. General meetings of the Society shall be held at such time and place, in accordance with the Societies 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.
 - (3) Notice of a general meeting must be sent to every member of the society at least 7 days, and not more than 60 days before the meeting.
 - (4) 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 annual general meeting of the society shall be held at least once every calendar year.

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, and
 - (vi) 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 unfunded item or project without specific funding in place shall be seventy five thousand dollars (\$75,000) 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 an item or project into less than seventy five thousand dollar (\$75,000) lots.
3. (1) A minimum quorum is 15 members present or such greater number as the members may determine at a general meeting. A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all persons participating in the meeting by telephone, other communications medium or in person, are able to communicate with each other.
 - (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 for 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 Chair of the society, the Vice Chair, 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 Chair, Vice Chair or any other director present within 15 minutes after the time appointed for holding the meeting, or

- (b) the Chair and all the other directors present are unwilling to act as chairperson, then the members present 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 30 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 adjourned general meeting.
 8. (1) The chairperson of a meeting may exercise their right as a member to vote.
 - (2) In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which they 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. If one or more members of a society vote at a general meeting by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of these members.
 - (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 are 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 Chair, Vice Chair, 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 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.
 - (3) A retiring director may seek re-election.
 - (4) (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.
 - (5) 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.
 - (6) 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.
 - (7) 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 any one year, subject to subsection (5) below.
(2) The directors may at any time appoint a director to fill any officer 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 their 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 them while engaged in the affairs of the society.
 8. No director may be an employee of the society, or hold a contract with the board that would result in a salary, wage or profit.

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 Chair 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 committees consisting of such persons 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, fax, email 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 Societies 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 Chair shall preside at all meetings of the Society and of the directors, unless the members or directors otherwise decide.
 - (2) The Chair is the chief executive officer of the Society.
2. The Vice Chair shall carry out the duties of the Chair during their 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 Societies 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 – Disposal of Interest in Land

1. Where in the opinion of the Board it is in the best interest of the Society to sell or transfer land, the proposed sale shall require a special resolution adopted by a General Meeting of the Society and, in the notice given to members, it shall describe the lands to be sold or transferred, both by legal description and general description, and shall give its reasons for recommending that such land be sold or transferred.
2. Without limiting the foregoing paragraph, 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 and under lease or land contracts, should not be sold and that, in general, Society land shall not be sold except under extraordinary circumstances and conditions.
3. Where the Society holds one or more interests in land that are certified as ecological gifts under the Canadian Ecological Gifts Program, the Society, consistent with the constitution,
 - (a) 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
 - (b) 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 9 - 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 Chair and secretary or Chair and secretary-treasurer.

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 such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
2. No debentures totalling above \$75,000 shall be issued within a fiscal year without the sanction of a resolution under sec 4.2(l) 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 11 - Miscellaneous

1. After being admitted a member is entitled to a copy of the Constitution and bylaws.
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 BOURINOT'S RULES OF ORDER shall apply; and if BOURINOT shall remain silent on the subject, the matter shall be put immediately to the members present.
4. The operations of the society will be carried on primarily in the Province of British Columbia.
5. 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.
6. 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 the society 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.
7. Paragraphs 4, 5 and 6 of Part 11 are previously unalterable in accordance with Section 22 of the Society Act.