

THE SUNSHINE COAST CONSERVATION ASSOCIATION

Societies Act - Registration Number: S-37722 Issued: December 16, 1997

Constitution and January 22, 2000 REVISED BYLAWS

as amended April 7, 2002, April 8, 2006, April 25, 2009 & April 28, 2012

1. NAME of SOCIETY: SUNSHINE COAST CONSERVATION ASSOCIATION
2. PURPOSE: The purpose of the Sunshine Coast Conservation Association is to preserve the natural biodiversity of the Sunshine Coast region for the present and future benefit of humanity and all life by
 - i) Conducting research to inventory and describe our remaining natural areas with the goal of identifying land and waters important for the preservation of biodiversity. All information collected will be made freely available to the public.
 - ii) Working to retain such lands and waters in a natural state and making them available for the public to enjoy where possible.
 - iii) Raising environmental and conservation awareness by sponsoring educational programs as well as infrastructure or materials which enable the public to access the local environment for the purpose of low-impact recreation (e.g. trails and maps).
3. LOCATION: The activities of the Society will be conducted within the boundaries of the Sunshine Coast Forest District. ***This provision is alterable.***
4. GAINS: The activities of the Society shall be carried out without purpose of gain for its members; profits or other accretions of the Society shall be used to promote its purpose.
5. DISSOLUTION: In the event of the dissolution of the Society, the assets of the Society remaining after the satisfaction of debts and liabilities shall be given or transferred to one or more organisations promoting the same or similar purposes of this Society at the time of dissolution. Any such organisation must be a registered charity recognised by the Department of National Revenue and qualified as such under the IncomeTax Act of Canada or such provisions now in effect or subsequently amended.
6. SOCIETIES ACT Paragraphs 4,5 and 6 of the Constitution are unalterable in accordance with the Societies Act.
7. ADDITIONAL STATEMENT TO DISSOLUTION: In the case of dissolution of the Society, transfer of any ecological gifts and or conservation covenants to which the Society is a party shall occur before, and separate from, any payments of the Society's debts and liabilities. This provision is unalterable. (Added April 28, 2012.)

BYLAWS of the SUNSHINE COAST CONSERVATION ASSOCIATION

As adopted January 22, 2000, amended April 7, 2002, April 8, 2006 and April 25, 2009

Part 1 - Interpretation

- 1.1 In these Bylaws, unless the context otherwise requires: "Directors" means the Directors of the Society for the time being; "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it; "registered address" of a member means the member's address as recorded in the register of members.

- 1.2 The definitions in the Society Act on the date these Bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 - Membership

- 2.1 The members of the Society are the applicants for incorporation of the society, and those organisations and persons who subsequently become members by filling out and signing a membership application form in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 An organisation may become a MEMBER GROUP and a person may become an INDIVIDUAL MEMBER. Member groups and individual members join the Association by application (see Bylaw 2.1), by accepting its Constitution and Bylaws, and by paying the annual membership dues, if any.
- 2.3 Every member must uphold the Constitution and comply with these Bylaws. The Directors may decline an application for membership in the Society if they determine that the application or membership is not in the best interests of the Society.
- 2.4 The Directors may determine the membership dues, if any.
- 2.5 A member ceases to be a member of the Society
 - (i) by delivering a notice of resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
 - (ii) on his or her death or, in the case of a member group or corporation, on dissolution,
 - (iii) on being expelled, or
 - (iv) on having been a member not in good standing for a period of time prescribed by the Directors and failing to respond to a notice of the Directors to bring himself into good standing in the manner and time prescribed by the Directors in the notice.
- 2.6 A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7 All members are in good standing except a member who has failed to pay his or her current membership fee or any other subscription or debt due and owing by the member to the Society and in addition fails to respond to a notice to him to pay the same by the Directors.

Part 3 - Meetings of Members

- 3.1 General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

- 3.3 The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. 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.
- 3.5 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation. After that, an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

4.1 Special business is

- (i) all business at an extraordinary general meeting except the adoption of rules of order
- (ii) all business conducted at an annual general meeting, except the following:
 - (a) the adoption of rules of order,
 - (b) the consideration of the financial statements,
 - (c) the report of the Directors,
 - (d) the report of the auditor, if any,
 - (e) the election of Directors,
 - (f) the appointment of the auditor, if required,
 - (g) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.2 Business, other than the election of a Chairperson and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. A quorum is three members present or a greater number that the members may determine at a general meeting.

4.3 If, within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place. 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.

4.4 Subject to bylaw 4.5, the President of the Society, the Vice-president or, in the absence of both, another of the Directors present, must preside as Chairperson of a general meeting.

4.5 If at a general meeting there is A) no President, Vice-president or other Director present within 15 minutes after the time appointed for holding the meeting, or B) the President and all the other Directors present are unwilling to act as the Chairperson, the members present must choose one of their number to be the Chairperson.

- 4.6 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.7 A resolution proposed at a meeting need not be seconded, and the Chairperson of a meeting may move or propose a resolution. In the case of a tie vote, the Chairperson does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.8 Decisions at any meetings of the Society will be made by consensus where possible.
- (i) Voting is by show of hands.
 - (ii) Voting by proxy is not permitted.
 - (iii) In the eventuality that consensus is not reached, member groups and individual members in good standing will each have one vote. The right to vote is extended to member groups and individual members who attend at the time of the meeting and have been members in good standing for 90 days. (amended AGM April 8, 2006, amended AGM April 25, 2009).
- 4.9 A member group may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member. That representative must be considered as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors and Officers

- 5.1 (i) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the Society,
 - (b) these Bylaws, and
 - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.
- (ii) A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.2 (i) The President, General Secretary and Treasurer shall be Directors of the Society.
- (ii) The number of Directors shall be no less than 3 and no more than 12 and shall be fixed at the annual general meeting.
- 5.3 (i) The first Directors of the Society shall be the subscribers to this Constitution and these Bylaws. These Directors shall retire at the first annual meeting.
- (ii) The Directors of the Society shall be elected by the members of the Society at the annual meeting for a two year term and shall hold office until the next annual meeting.

- (iii) The officers shall be elected at the first meeting of the Directors following the annual general meeting.
 - (iv) Election procedures at the annual general meeting shall be determined by the Chairperson with the following exceptions:
 - (a) Nominations for Directors must be received in writing, either by mail, fax, or electronic mail, 30 days prior to the annual general meeting.
 - (b) No nominee for Director shall be acclaimed at an annual general meeting.
- 5.4 The Directors may at any time appoint a member as a director to fill a vacancy in the Directors. The Directors may at any time appoint a Director to fill any officer vacancy. A Director so appointed holds office until the next annual general meeting.
- 5.5 If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 5.6 The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 5.7 A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
- 5.8 (i) The Directors shall, prior to the annual general meeting, convene a nominations committee, who will
 - (a) seek nominations for new Directors from the membership, and
 - (b) review proposed nominations received from members, and
 - (c) with respect to each nomination, recommend to the Directors whether they should accept or decline it.(ii) The Directors must consider the recommendation of the nominations committee, but are not bound by it.
- (iii) If the Directors decline a nomination, that person may not stand for election at the upcoming annual general meeting.

Part 6 - Proceedings of Directors

- 6.1 (i) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (ii) The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- (iii) The President is the Chairperson of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President must act as Chairperson. If neither is present the Directors present may choose one of their number to be Chairperson at that meeting.
- (iv) A Director may at any time, and the secretary, on the request of a Director, must, convene a meeting of the Directors.

- 6.2 (i) The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors, and other members as they think fit.
(ii) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 6.3 A committee must elect a Chairperson of its meetings, but if no Chairperson is elected, or if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the Chairperson of the meeting.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 6.6 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, electronic mail or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
(i) a notice of meeting of Directors is not required to be sent to that Director, and
(ii) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the directors is present, are valid and effective.
- 6.7 Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes. In the case of a tie vote, the Chairperson does not have a second or casting vote.
- 6.8 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the Chairperson of a meeting may move or propose a resolution.
- 6.9 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

- 7.1 (i) The President presides at all meetings of the Society and of the Directors.
(ii) The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
- 7.2 The Vice-President must carry out the duties of the President during the President's absence.

- 7.3 (i) The *General* Secretary must do the following:
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and Directors,
 - (c) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (d) have custody of the common seal of the Society;
- (ii) The Recording Secretary must keep the minutes of all meetings of the Society and the Directors.
- (iii) The Membership Secretary must maintain the register of members.
- 7.4 The Treasurer must
- (i) keep the financial records, including books of account, necessary to comply with the Society Act, and
 - (ii) render financial statements to the Directors, members and others when required.
- 7.5 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

Part 8 - Seal

- 8.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 9 - Borrowing

- 9.1 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, in particular but without limiting that power, by issuing debentures.
- 9.2 A debenture must not be issued without the authorization of a special resolution.
- 9.3 The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor

- 10.1 This Part applies only if the Society is required or has resolved to have an Auditor.
- 10.2 The first Auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of Auditor.
- 10.3 At each annual general meeting the Society must appoint an Auditor to hold office until the Auditor is re-elected or a successor is elected at the next annual general meeting.
- 10.4 An Auditor may be removed by ordinary resolution.
- 10.5 An Auditor must be promptly informed in writing of the Auditor's appointment or removal.

10.6 A Director or employee of the Society must not be its Auditor.

10.7 The Auditor may attend general meetings.

Part 11 - Notices to Members

11.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address. Unless a member objects, or has no access to electronic mail, a notice may be given to a member by electronic mail (email).

11.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted. To prove that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email is deemed to have been delivered on the day after it has been sent.

11.3 (i) Notice of a general meeting must be given to
(a) every member shown on the register of members on the day notice is given, and
(b) the Auditor, if Part 10 applies.
(ii) No other person is entitled to receive a notice of a general meeting.

Part 12 - Bylaws

12.1 On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the Constitution and Bylaws of the Society.

12.2 The Constitution and Bylaws must not be altered or added to except by special resolution.

