

# **GREATER VICTORIA GREENBELT SOCIETY CONSTITUTION**

1. The name of the Society is: Greater Victoria Greenbelt Society.
2. The purposes of the Society are to promote the reservation, acquisition and protection and where necessary the purchase, of greenbelt lands, potential park lands and outstanding examples of our natural and cultural heritage for the benefit of all citizens of the Greater Victoria metropolitan area. To promote this mission the Society will:
  - i) Conduct educational programs to foster understanding of ecosystem functioning according to the precepts of aboriginal and scientific cultures.
  - ii) Acquire and maintain premises for the purpose of the Society.
  - iii) Assign acquired land to a qualified park agency or retain by the Society for use as a conservation or park land.
  - iv) Enter into joint ventures with other organizations to promote the purposes of the Society, without purpose of profit.
  - v) Promote integrated land use plans for natural areas, greenbelt, park or open space lands that will provide regional residents with a wide variety of conservation and recreational opportunities.
  - vi) Coordinate with and assist other private and government agencies in the acquisition and preservation of natural areas and open space land within the Greater Victoria metropolitan area.
  - vii) Encourage broad membership from the public and other societies and associations having similar objectives.
  - viii) Foster an attitude within the Society toward maintaining in perpetuity a high standard of land management for the protection and conservation of natural landscapes.
  - ix) Promote the purposes of the Society through printing, electronic means, publishing, public discussion and social and traditional media.
  - x) Foster public understanding of conservation of parks, greenbelts and natural lands through encouraging participation in the activities of the Society.
  - xi) Raise money, accept donations, gifts, legacies and bequests to further the purposes of the Society.
  - xii) Do all such things incidental and ancillary to the attainment of the above purposes.

# **Proposed Revised Bylaws of Greater Victoria Greenbelt Society ("the Society")**

## **PART 1 – DEFINITIONS AND INTERPRETATION**

### **Definitions**

**1.1** In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 – MEMBERS**

### **Application for membership**

**2.1** Membership shall be open to any person, corporation, society or association who is interested in the furthering of the purposes of the Society and shall include every other person who agrees to become a member upon approval by the Board.

**2.2** The membership shall be decided upon at each annual general meeting.

### **Duties of members**

**2.3** Every member in good standing shall be entitled to one vote at any general meeting of the Society.

**2.4** Members shall be responsible for informing the secretary of changes in contact information. Such information shall be recorded in the Register of Members and all notices sent to such contacts shall be deemed to have been duly delivered within three days of the day of sending.

## **Membership dues**

**2.5** The amount of the annual membership dues, if any, must be determined by the Board.

## **Member not in good standing**

**2.6** A member is not in good standing if the member fails to pay the member's annual membership dues after the time prescribed in these Bylaws and the member is not in good standing for so long as those dues remain unpaid.

**2.7** A voting member who is not in good standing:

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** The Directors must call annual general meetings so that an annual general meeting is held in each calendar year, at the time and place the Board determines.

**3.2** The Directors may call a special general meeting when any question of urgent importance arises and must do so on receiving a representation signed by ten percent (10%) of the members in good standing.

### **Ordinary business at general meeting**

**3.3** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order, guided by Robert's Rules of Order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**3.4** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

**3.5** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.6** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.7** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**3.8** The quorum for the transaction of business at a general meeting is the lesser of 20 members in good standing or 10% of the members in good standing.

### **Lack of quorum at commencement of meeting**

**3.9** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

- 3.10** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

- 3.11** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

- 3.12** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

- 3.13** The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
  - (b) determine that there is a quorum;
  - (c) approve the agenda;
  - (d) approve the minutes from the last general meeting;
  - (e) deal with unfinished business from the last general meeting;
  - (f) if the meeting is an annual general meeting,
    - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (iii) elect or appoint directors, and
- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.14** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.15** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.16** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.17** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Duties of Directors**

**4.1** The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its object; this provision is unalterable.

### **Non-Partisanship**

**4.2** The Society shall be non-partisan in political, religious and racial matters; this provision is unalterable.

### **Area of Operation**

**4.3** The operations of the Society are to be carried on chiefly in and about the area commonly known as Greater Victoria in the Province of British Columbia, Canada; this provision is alterable.

### **Number of directors on Board**

**4.4** The Society must have no fewer than 5 directors who must be members in good standing of the Society.

### **Election or appointment of directors**

**4.5** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Directors may fill casual vacancy on Board**

**4.6** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

**4.7** The Board may appoint a member as an interim director to add capacity.

### **Removal of director**

**4.8** The Board may temporarily remove a director from office until the next annual general meeting and a director may be permanently removed from office by special resolution requiring seventy-five per cent (75%) majority of votes cast.

### **Term of appointment of director filling casual vacancy**

**4.9** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

## **PART 5 – DIRECTORS' MEETINGS**

### **Calling directors' meeting**

**5.1** A directors' meeting may be called by the president or by any 2 other directors.

### **Notice of directors' meeting**

**5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.



### **Role of secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

## **PART 7 – FINANCIAL MATTERS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Contracts**

**7.2** The Board may appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Society and such officers, agents and employees shall have

such authority and perform such duties as from time to time may be prescribed by the Board.

- 7.3** A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the president, together with one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
  - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

### **Financial authority**

- 7.4** Directors may borrow and otherwise incur debt in such manner and upon such terms and conditions as they see fit, but only in accordance with the sanction of a resolution passed by a three quarters (3/4) majority of the members of the Society present and entitled to vote at a regular or special meeting.
- 7.5** Directors may transfer any and all shares, bonds or any other securities from time to time standing in the name of the Society in its individual or any other capacity or as Trustee or otherwise, and may accept in the name and on behalf of the Society, transfers or shares, bonds or other securities from time to time transferred to the Society and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes.

### **Miscellaneous**

- 7.6** In the event of dissolution or winding up of the organization all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada; this provision is unalterable.
- 7.7** The Society shall not be responsible for damages sounding in tort or in contract for any injury, accident or loss to the members or equipment while engaged in the activities of the Society pursuant to the object of the Society against and from any and all claims by any person not a member of the Society for damages sounding in tort or in contract for any injury or loss to or occasioned by any such person by reason of any act of the members of the Society.