



# **Society Constitution and By-laws**

**April 2014**

## **CONSTITUTION**

1. The name of the Society is "Swan Lake Christmas Hill Nature Sanctuary Society".
2. The objectives of the Society are:
  - (a) To establish, operate, maintain, manage and preserve areas for research, nature study, observance of flora and fauna, peaceful enjoyment, instruction in natural history and other purposes of a like nature for the advancement of public education, including the establishment of a natural history interpretation centre dedicated to the use of lands and waters in the vicinity of Swan Lake and Christmas Hill;
  - (b) To use such means of communication as are deemed appropriate to create a deepened and broadened public understanding of the living lands and waters to ensure public support for their proper use and care;
  - (c) To purchase, acquire, lease, sell, dispose of and otherwise deal in real and personal property in pursuance of the foregoing objects;
  - (d) To plan, construct and use buildings and other structures in pursuance of the same;
  - (e) To provide such facilities as may be requisite or desirable in establishing and operating the same;
  - (f) To receive, acquire and hold gifts, donations and bequests;
  - (g) To do such things as are necessary or desirable towards the achievement of such objects.
3. The operations of the Society are to be carried on chiefly in the Capital Regional District of the Province of British Columbia.
4. 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 objects. This provision is unalterable.
5. The Society guarantees that its facilities will be available to any person or persons who wish to use them in accordance with the purpose of the facilities and that the charge for using the said facilities to those members of the public who are not members of the Society shall be either a daily or hourly charge agreed upon between the Society and the Saanich Parks and Recreation Department. This provision is unalterable.
6. In the event of dissolution or winding up of the Society 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. The Society shall create Endowment Funds that are restricted funds and an obligation of the Society, operated under the Society bylaws and in the event of dissolution or winding up of the Society, shall remain whole and distributed to like-minded societies in British Columbia. This provision is unalterable.

## **BY-LAWS**

### **PART 1 – DEFINITIONS**

1. "DIRECTOR" includes elected and appointed members of the Board Directors
2. "ORDINARY RESOLUTION" means a resolution passed at a general meeting of the members of the Society by a simple majority of votes cast in person by those present and voting
3. "SPECIAL RESOLUTION" means a resolution passed at a general meeting of the members of the

Society, by not less than 75% of votes cast by those present and voting and by ballot votes submitted prior to the meeting. Not less than 14 days' notice specifying the intention to propose a special resolution shall be provided to members.

4. "MEMBER" means a person who joins the society and is in good standing as of 60 days prior to the date of the Annual General Meeting

## **PART 2 – MEMBERS**

1. Individual membership shall be accorded to any person or organization who supports the objectives of the Society and who has paid the annual membership fee of the Society. Individual members in good standing have the right to vote during meetings and hold office in the Society. There shall be one vote accorded to each membership.
2. The membership shall be renewable on the anniversary date of joining the Society.
3. The amount of the membership fee shall be determined, from time to time, by approval of the membership at the Annual General Meeting. Annual membership fees shall be paid yearly in advance.
4. Any member may terminate their membership in the Society by sending their resignation to the Office Manager, and the Office Manager shall remove their name from the membership roll, but no portion of any pre-paid membership fee shall be refunded to the member resigning.
5. Any member whose fees are in arrears for three months after their anniversary date of joining the Society shall no longer be considered to be a member in good standing.
6. A membership shall be accorded to the Victoria Natural History Society.
7. 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.

## **PART 3 – DIRECTORS AND OFFICERS**

1. Directors of the Society shall consist of no less than 8 and no more than 12 members and shall be comprised of:
  - (a) Any individual member in good standing who is elected from the general membership to serve on the Board of Directors.
  - (b) Any person authorized by the Victoria Natural History Society to represent them on the Board of Directors.

The Board of Directors at its discretion may invite other representatives to attend Board meetings as non-voting participants.

2. (a) Elected Directors shall be elected at the Annual General Meeting by the members in good standing who are present;
  - (b) Elected members shall be elected for 2 years and may be re-elected at the end of their term;
  - (c) The Board shall appoint a Nominating Committee not less than two months before the date of the

Annual General Meeting of the Society to make and receive nominations for positions. Where possible the immediate Past Chair shall chair the Nominating Committee;

(d) Nominations for directors of SLCHNSS will close sixty (60) days prior to the date of the Annual General Meeting;

(e) Applicable candidate information such as brief value statements and biographies received will be provided to members in good standing by mail and/ or electronically with the notice of the Annual General Meeting;

(f) Members in good standing will also receive mail in ballots with the notice of meeting of the Annual General Meeting.

(g) Ballots in sealed envelopes must be received at the mailing address of the Society prior to the Annual General Meeting;

(h) At the Annual General Meeting all Board candidates shall be provided the opportunity to address the membership, a ballot vote will be called, and all ballots counted by staff under the supervision of a scrutineer appointed by the membership;

(i) On release of the official vote count a resolution to destroy the ballots will be called by the Chair.

3. Directors shall serve without remuneration but at the discretion of the Board a director may be reimbursed for sums expended on behalf of the society.

4. The term of Directors shall be for two years with half the Board being elected each year.

5. The officers of the Society shall be the Chair, Vice Chair, Treasurer, Secretary and Past Chair and shall be appointed annually by the Directors at the first Directors' meeting following the AGM. The Chair, and in his or her absence, the Vice Chair shall preside at all meetings of the Directors of the Society.

6. Any member may resign or withdraw from the Board of Directors on giving written notice to the Society at its registered address and any member shall cease to be a Director in any of the following events:

(a) If she or he resigns or withdraws as aforesaid;

(b) If she or he shall cease to have the qualification for a Director required by Part 2 (1);

(c) If she or he shall become bankrupt or take the benefit of any act relating to insolvency.

7. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

8. (a) An elected Director may be removed by special resolution at a general meeting. The director who is the subject of the proposed resolution shall be given 14 days advance notice of the resolution and the general meeting and shall be given the opportunity to address the meeting. A vacancy so created shall be filled by the Board in accordance with paragraph 7.

(b) Elected Directors who miss more than two consecutive Board meetings without explanation shall be asked by the Chair, in writing, if they wish to continue as Directors. In the event that a director wishes to continue but misses two further consecutive Board meetings the Director shall be deemed

to have resigned and shall be so notified by the Chair. The Board may then fill the vacancy in accordance with paragraph 7.

9. Subject to the provisions of the Societies Act and of these by-laws the Directors shall have power to exercise all the powers vested in the Society under the Societies Act including, but without limiting the generality of the foregoing, borrowing powers and in particular they shall have power:

(a) To make contracts and purchases;

(b) To engage and discharge staff and to pay salaries;

(c) To solicit and borrow funds for the advancement of the objectives of the Society. The voting members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

10. (a) The Treasurer shall cause proper books of account to be kept, showing:

(i) All sums of money received and expended by the Society and the manner in respect of which such receipts and expenditures take place, and

(ii) The assets and liabilities of the Society.

(b) The Treasurer shall cause the above records of the Society to be presented to the regular meetings of the Board of Directors for their approval.

(c) Such books of account shall be kept at the registered office of the Society and shall always be open to the inspection of a member or Director.

(d) Once at least in every calendar year the books of account shall be audited by an auditor who has been duly appointed by the members at the Annual General Meeting, and the auditor's report shall be presented to the membership for approval.

(e) The Treasurer shall Chair the Finance committee and ensure the Swan Lake Christmas Hill Nature Sanctuary Society "Swan Lake Endowment Funds" are operated as follows:

i) The Endowment Funds are segregated and restricted from use by the Society except as permitted by this bylaw.

ii) The only portion of the Endowment Funds the Society may use annually is up to a maximum of 90% of the annual earnings of the funds. A minimum of 10% of the annual earnings shall be re-invested as part of the capital of the funds.

iii) The Board shall create and maintain a Finance Committee consisting of a minimum of five members of the Society of which at least 2 shall be Directors, of which one will be the Treasurer, to oversee and manage the Endowment Funds.

iv) The Finance Committee may appoint an investment firm to be the Agent for the Endowment Funds and the committee shall monitor the performance of the Agent.

v) Annually, the Board shall allocate income distributions from the Endowment Funds toward the objectives defined in the Constitution under part 2 or as otherwise specified by the donors in the Endowment Funds.

vi) The Finance Committee shall maintain a business plan for the Endowment Funds, which shall be reviewed and approved by the Board annually prior to the AGM.

- vii) At each AGM the Treasurer shall give a full report on the Endowment Funds to the members of the Society.
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11. The seal of the Society shall be kept at the registered office of the Society and shall be affixed to any documents attested by the signatures of any two Directors or as may be directed by a resolution of the Directors.

#### **PART 4 - MEETINGS**

##### **1. Annual General Meetings**

a) A Special General Meeting may be convened under the authority of the Chair, Vice Chair or any two directors. Members shall be given not less than 14 days notice, in writing and/ or electronically, of the date of the meeting.

(b) A quorum shall be 15 members in good standing as of the date of the meeting, and motions shall be approved by a simple majority of those present and voting.

(c) The AGM shall be chaired by the Chair, Vice Chair or, in absence of both, any elected Director.

(d) Each member or director shall be entitled to one vote and the chair of the meeting shall not be entitled to a second or casting vote.

e) Where a special resolution is to be presented, members in good standing shall receive mail in ballots with the special resolution notice. Ballot in sealed envelopes must be received at the mailing address of the Society prior to the meeting.

##### **2. Special General Meetings**

(a) A Special General Meeting may be convened under the authority of the Chair, Vice Chair or any two directors. Members shall be given not less than 14 days notice, in writing, and/or electronically of the date of the meeting.

(b) Special General Meetings shall be called for the purpose of voting on Special Resolutions.

(c) A quorum shall be 15 members in good standing as of the date of the meeting.

(d) Each member or director shall be entitled to one vote and the chair of the meeting shall not be entitled to a second or casting vote.

(e) Where a special resolution is to be presented, members in good standing shall receive mail in ballots with the special resolution notice. Ballot in seal envelopes must be received at the mailing address of the Society prior to the meeting.

### 3. Meetings of the Board of Directors

(a) The Board of Directors shall meet not less than 10 times a year or at the call of the Chair.

(b) Any Director may request a meeting of the Board of Directors. Such request shall be made in writing to the Chair with a copy to each Director. If the Chair fails to comply with such a request within one month any two Directors may call a meeting.

(c) A quorum shall be 50% of current Directors and motions shall be approved by a simple majority of those present and voting.

(d) At the discretion of the Chair, a vote of Directors may be held by letter or email. Following such a vote, the text of the resolution shall be prepared and signed by all the Directors who so voted, and a resolution so signed and placed with the Board minutes is valid. Voting rules governing meetings of the Board of Directors shall apply to votes so conducted. A vote so held shall not be considered to be a regular meeting of the Board of Directors.

3. (a) The Directors may delegate any, but not all, of their powers to committees consisting of the director or directors they see fit.

(b) 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 after the act or thing has been done.

4. It shall be the duty of the Executive Director to arrange for preparation and appropriate filing of minutes of all meetings of the Society and for these to be kept, together with other records at the Society's registered address. Such minute book and other records may be examined by any member at any time.

### **PART 5- BY-LAWS**

These By-laws, or any of them, may be altered only by a Special Resolution of the Society passed by a three-fourths majority of votes cast by those present and voting and ballots received and counted at the meeting at which it is presented.

**END**

**Revised April, 2014**