



# **Constitution and Bylaws**

**April 2018**

## **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 similar purposes for the advancement of public education, including the establishment of a natural history interpretation centre dedicated to the use of the living lands and waters in the vicinity of Swan Lake and Christmas Hill.
  - b) To use such means of communication deemed appropriate to create a deep and broad 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 above objectives.
  - 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 objectives.
3. The operations of the Society are to be carried out chiefly in the Capital Region of the Province of British Columbia.

## **BY-LAWS**

### **PART 1 – DEFINITIONS**

1. "DIRECTOR" includes elected and appointed members of the Board of 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, or by sealed envelope or electronically.
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, or by sealed envelope or electronically. Members shall be provided no less than 14 days' notice, specifying the intention to propose a special resolution.

### **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 of the Annual General Meeting.
4. Members may terminate membership in the Society by sending their resignation to the Main Office, and their name shall be removed from the membership roll, but no portion of any pre-paid membership fee shall be refunded to the member resigning. Members 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.
5. A standing membership shall be accorded to the Victoria Natural History Society.
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.

## PART 3 – DIRECTORS AND OFFICERS

### *DEFINITIONS*

1. “DIRECTOR”, unless the context requires otherwise, means any member elected at the Annual General Meeting or appointed by the Board of Directors. Directors are responsible for managing, or supervising the management of, the activities and internal affairs of the Society in accordance with the BC Societies Act (2016), the Society’s Constitution and Bylaws, and the Vision, Mission and Values of the Society.
2. Directors of the Swan Lake Christmas Hill Nature Sanctuary Society will consist of no less than eight and no more than 12 members and will include:
  - a) Any 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
  - c) Any Councilor authorized by the Mayor and Council of the District of Saanich to represent the municipality as a non-voting member
  - d) Any staff or those under contract, though they must not be the majority of the Board. The Society must ensure that all Directors meet the required qualifications of a Director as identified in the Societies Act as well as the Bylaws of the Society. Any individuals under 18 years old, or unable to handle their own affairs, or convicted of fraud-related offences are not qualified to be Directors. The Board of Directors at its discretion may invite other representatives to attend Board meetings as non-voting participants.
3. Directors are elected at the Annual General Meeting by members in good standing, or at other times of the year appointed by the Board, as needed. The Society must ensure that all Directors (other than those elected at an Annual General Meeting or appointed at a Board meeting they attend) provide written consent for their Board appointments.

The Board will appoint a Nominating Committee at least two months before the date of the Annual General Meeting in order to nominate or receive nominations for Board vacancies. Where possible, the immediate Past Chair will chair the Nominating Committee.

Nominations for Directors of the Society will close 60 days prior to the date of the Annual General Meeting. Candidates will provide a brief personal statement and biography to the Nominating Committee for distribution to the membership with the notice of the Annual General Meeting.

Members in good standing will receive mail-in ballots with the notice of meeting of the Annual General Meeting. Ballots in sealed envelopes, or electronic votes, must be received at the mailing address of the Society prior to the Annual General Meeting.

At the Annual General Meeting, all Board nominees will be provided the opportunity to address the membership, a ballot vote will be called, and all ballots, including sealed envelope and electronic votes,

will be counted by staff under the supervision of a scrutineer appointed by the membership. On release of the official vote count, a resolution to destroy the ballots will be called by the Chair.

4. Directors will serve without remuneration unless remuneration is authorized by the Society's Bylaws and defined by type of expense, circumstances, and allowable and appropriate amount.
5. The officers of the Society will be the Chair, Vice Chair, Treasurer, Secretary and Past Chair, appointed annually by the Directors at the first Board meeting following the Annual General Meeting. The Chair, or in her or his absence, the Vice Chair, will preside at all meetings of the Board of Directors.
6. A Director may resign or be removed from the Board of Directors and will cease to be a Director when she or he:
  - a) Gives written notice to the Society at its registered address
  - b) Ceases to meet the qualifications of a Director or fails to uphold the Vision, Mission and Values, and the Constitution and the Bylaws, of the Society
  - c) Becomes bankrupt or takes advantage of any act relating to insolvency
  - d) Fails to notify the Board of a conflict of interest, and takes action in conflict with the Societies Act or the Bylaws of the Society.

#### 7. Conflicts of Interest

Directors are obliged to disclose to the Board the nature and extent of any activity or material interest in matters that may conflict with their duties to the Society. The matter is to be considered by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society.

Where a conflict of interest is identified, the Director will abstain from discussion and voting on the matter, refrain from any discussion of the matter outside a meeting, and may be requested to leave the meeting when the matter is being discussed.

#### 8. Liability

Liability may be imposed on the Board as a whole, or on a Director, where the Society has committed an offence under federal or provincial legislation, and the Board or Director has directed, authorized or participated in that offence. Such legislation includes the Employment Standards Act, Social Services Tax Act, Workers Compensation Act (WorkSafe BC), Income Tax Act, Canada Pensions Plan Act or Unemployment Insurance Act.

Directors may be liable in particular for money or other property distributed and not otherwise recovered by the Society contrary to the Societies Act and the Bylaws of the Society. However, a Director is not liable if she or he has reasonably and in good faith relied on any of the following:

- a) Financial statements of the Society represented to the Director to fairly reflect the financial position of the Society.
- b) A written report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by that person.
- c) A statement of fact represented to the Director by another Director or senior staff of the Society to be correct.
- d) Any record, information or representation the court considers that provides reasonable grounds for the actions of the Director.

Directors who are found legally liable can be indemnified by the Society in certain situations, and this can be limited by the Bylaws of the Society. If the Society wishes, its Bylaws could prohibit the payment of indemnity, restrict the circumstances for its payment, or cap the amounts that may be paid.

9. The Board may appoint a member as a Director to fill a vacancy. This Director holds office only until the next Annual General Meeting of the Society, but is eligible for election at the meeting.

10.

- a) An elected Director may be removed by special resolution at a general meeting. The Director who is the subject of the proposed resolution will be given 14 days' notice of the resolution and the General Meeting, and will be given the opportunity to address the meeting.
- b) Directors who miss more than two consecutive Board meetings without explanation will be asked by the Chair, in writing, if they wish to continue on the Board. In the event that a Director wishes to continue but misses two further consecutive Board meetings, she or he will be considered to have resigned and will be so notified by the Chair.

11. Subject to the provisions of the Societies Act and these Bylaws, Directors have authority to exercise borrowing powers and in particular to:

- a) Make contracts and purchases.
- b) Engage and discharge staff and pay salaries.
- c) Solicit and borrow funds for the advancement of the objectives of the Society.

Voting members may, by special resolution, restrict the borrowing powers of Directors, but a restriction imposed expires at the next Annual General Meeting.

12.

- a) The Treasurer will ensure proper accounting records be kept, showing all monies received and expended, as well as assets and liabilities of the Society.

- b) The Treasurer will present the records of the Society at all regular meetings of the Board of Directors for their approval.
- c) Accounting records will be kept at the registered office of the Society and may be examined by any member at any time.
- d) Accounting records will be audited by a professional appointed by the members at the Annual General Meeting, and the auditor's report will be presented to the membership for approval at the following Annual General Meeting.
- e) The Treasurer, as Chair the Finance Committee, will ensure the Swan Lake Endowment Fund is operated as follows:
  - I. The Endowment Fund will be segregated and restricted from use by the Society except as outlined in this Bylaw.
  - II. The only portion of the Endowment Fund 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 will be reinvested as part of the capital of the fund.
  - III. The Finance Committee will oversee and manage the Endowment Fund.
  - IV. The Finance Committee may appoint an investment firm to be the Agent for the Endowment Fund and the Committee will monitor the performance of the agent.
  - V. The Board may allocate income distribution from the Endowment Fund toward the objectives defined in the Constitution under Part 2 or as otherwise specified by the donors in the Endowment Fund.
  - VI. The Finance Committee will maintain a business plan for the Endowment Fund, to be reviewed and approved by the Board annually prior to the Annual General Meeting.
  - VII. At each Annual General Meeting the Treasurer will give a full report on the Endowment Fund.

13. The duty of the Board of Directors is to uphold the Constitution and Bylaws of the Society, and to accept responsibility for its operations. The Board undertakes its functions as required by the Societies Act of BC.

## PART 4 - MEETINGS

### 1. Annual General Meetings

- a) The Annual General Meeting of the Society shall be held each year in the month of April. Members shall be given not less than 14 days notice, in writing and/or electronically, of the date of the meeting.
- b) The agenda is set prior to the meeting and resolutions are not accepted from the floor during the meeting.

- c) Members may submit a proposal for the agenda at least seven days before the notice of the Annual General Meeting is sent. A proposal must contain the names of, and be signed by, not fewer than 2% of members in good standing as of the date of the proposal submission. The proposal and the name of the members submitting the proposal shall be included in the notice of meeting.
- d) 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.
- e) The Annual General Meeting shall be chaired by the Chair, Vice Chair or, in absence of both, any elected Director.
- f) 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.
- g) Where a resolution is to be presented, members in good standing shall receive the resolution with the notice of meeting. Members may vote by mail or electronically. Such votes must be received at the mailing or electronic address of the Society prior to the meeting.
- h) Proxy voting is permitted. Appointment of a proxy holder must be in writing and is valid only at the meeting for which the appointment is given. The proxy holder must be a member of the Society in good standing.

## 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 no less than 14 days notice, in writing 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 and motions shall be approved by a 2/3 majority of those present and voting.
- 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 notice of the resolution in writing or electronically and members may vote by mail or electronically. Such votes must be received at the mailing address or electronic address of the Society prior to the meeting.
- f) Proxy voting is permitted. Appointment of a proxy holder must be in writing and is valid only at the meeting for which the appointment is given. The proxy holder must be a member of the Society in good standing.

## PART 5 - DEFINITIONS

1. “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, and by ballot submitted prior to the meeting.
2. “SPECIAL RESOLUTION” means a resolution passed at a meeting of the members of the Society, by at least 2/3 of votes cast by those present and voting and by ballot votes submitted prior to the meeting. Members shall be provided no less than 14 days’ notice specifying the intention to propose a special resolution.

These Bylaws, individually or as a whole, may be altered only by a Special Resolution of the Society passed by a 3/4 majority of votes cast by those present and voting and ballots received and counted at the meeting at which it is presented.

## PART 6 – PROVISIONS FROM THE SOCIETY'S PRE-TRANSITION CONSTITUTION

1. The Society shall be carried on without purpose or gain for its members and any profits or other accretions to the Society shall be used in promoting its objectives. This provision was previously unalterable.
2. The Society guarantees that its facilities will be available to anyone who wishes to use them in accordance with the purpose of the facilities and that the charge for using the 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 Saanich Parks and Recreation. This provision was previously unalterable.
3. In the event of dissolution 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 was previously unalterable. 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 of the Society, shall remain whole and distributed to like-minded societies in British Columbia. This provision was previously unalterable.