

Bylaws of the Juan de Fuca Community Land Trust Society (amended 2016)
society number S0061200


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Part 1: Interpretation

1.01 In these bylaws, unless the context requires otherwise:

- a) "Annual General Meeting" means the general meeting of the members of the society at which the members receive the annual financial report of the society and conduct the election of directors and which shall be scheduled and conducted as directed in the *Society Act*;
- b) "bylaws" means the bylaws of the Juan de Fuca Community Land Trust Society as filed with the Registrar;
- c) "constitution" means the constitution of the Juan de Fuca Community Land Trust Society as filed with the Registrar;
- d) "directors" or "board of directors" or "board" means the properly elected or appointed board of directors as provided for in these bylaws;
- e) "current available technology" means such communication technology as will allow a director who is not personally at a meeting to hear all comment at a meeting and be heard by all attending the meeting and "available" is construed to mean that the directors are competent to use the technology;
- f) "electronic address" means an email address or similar access code to an electronic communication system, the address having been supplied to the secretary of the society by the member for purposes of communicating with the member, or the email address or similar electronic access code for the society published to the members;
- g) "executive office" means the position of the president, vice-president, secretary or treasurer;
- h) "executive officer" means the president, vice-president, secretary or treasurer;
- i) "founding directors" means the group of directors whose names appear on the list of first directors and those directors appointed prior to the first Annual General Meeting of the society;
- j) "member" means a person who is admitted to membership in the society as described in these bylaws;
- k) "officer" means a member of the board elected or appointed to office as described in these bylaws but not every member of the board is an executive officer;
- l) "registered address" means the resident address of the member as it appears in the register of members, or the address for the society as registered with the Registrar;
- m) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- n) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
- o) "society" means the Juan de Fuca Community Land Trust Society;

p) "special resolution" means a resolution passed by a vote of not less than three-quarters (75%) of the members entitled to vote and present in person at the general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

q) "website" or "web site" or "notice board" means the website established and maintained under the direction of the board;

1.02 Words that mean or suggest the singular include the plural and *vice versa*; and words that mean a male person include a female person and a corporation.

1.03 Words and expressions used in these bylaws have the same meaning as in the *Society Act*.

1.04 Where a definition or procedure is not covered in the *Society Act* or in these bylaws, Robert's Rules of Order, Newly Revised, 10th Edition will be the reference for members.

Part 2: Membership

2.01 The society shall at all times have five or more members.

2.02 A person who is 19 years of age or older may apply to the directors for a membership of two years or for a life-membership in the society and, on acceptance by the directors and payment of the fee appropriate, shall be a member.

2.03 Every member shall uphold the constitution and comply with these bylaws.

2.04 A person shall cease to be a member of the society:

- a) by delivering his resignation in writing to the secretary of the society or delivering it to the registered or electronic address of the society;
- b) on his death, or in the case of a corporation, on dissolution; or
- c) on being expelled.

2.05 A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion. The person who is the subject of the resolution shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.06 The fee payable by a person to be admitted for a two year or a life membership shall be determined by the founding directors until the first Annual General Meeting and after that meeting any changes to the fees shall be recommended by the board and determined by a vote of the majority of the membership at an Annual General Meeting.

2.07 A member is in good standing unless he has not paid his current membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing until the fee, subscription or debt is paid.

2.08 Any member who has not paid his membership fee or any other subscription or debt due will cease to be a member after one year has elapsed from the date it became due.

2.09 Notice of meetings and publication of information to members shall be as described in these bylaws in **Part 12: Notice**.

Part 3: Directors

3.01 The number of directors shall be not less than five (5) and not more than thirteen (13) with the number of directors being determined by the members by a vote of the majority at a general meeting not less than four months before the next Annual General Meeting and election of directors.

3.02 The directors, except for one half (plus-or-minus one) of the directors elected at the first Annual General Meeting, shall serve for a term of two years. At the first Annual General Meeting, a number of directors determined by the members, but including the vice-president and treasurer, will be elected to serve for a term of one year only. At each Annual General Meeting following, those directors whose term of office is ended shall retire from office and their successors shall be elected or appointed to serve a term of two years, as described in these bylaws.

3.03 A retiring executive officer shall be eligible for re-election provided that no officer may serve more than four consecutive years in the same executive office but that person is eligible for that executive office after a one year break.

3.04 Between elections, a vacancy in the board may occur if a director:

- a) resigns his office by notice in writing to the society;
- b) is requested to vacate the office by the board; or
- c) dies or becomes otherwise incapable of acting in that office.

3.05 If a director leaves the board as described in bylaw 3.04, the remaining directors shall appoint a member to take his place. If the former director had one year or less remaining in his term, the appointed director will retire at the next Annual General Meeting. If the former director had more than one year remaining in his term, the appointed director will retire at the next Annual General Meeting and the members will elect a director to a one year term to complete the term of the director who retired. The person who was appointed director is eligible for election.

3.06 No rule, motion or resolution made or passed by the society at a general meeting shall invalidate a prior act of the directors that would have been valid if that rule, motion or resolution had not been made or passed.

3.07 The board shall appoint a Nominating Committee prior to the Annual General Meeting and the identity and means to communicate with the Nominating Committee will be published to the members not later than 14 days prior to the Annual General Meeting.

3.08 The Nominating Committee shall select a slate of nominees who are members in good standing of the society. Nominations for each executive office will be separate. The Nominating Committee will conduct its business as it thinks fit, subject to these bylaws, but must report to the members of the society not later than 5 days prior to the Annual General Meeting and the report will include confirmation of the consent of each nominee and a brief biographical sketch of each nominee as prepared by the nominee and accepted by the Nominating Committee.

3.09 Nominations will be accepted from the floor at the Annual General Meeting after the report of the Nominating Committee has been published to the members.

3.10 In the event that nominations for no more than the number of vacancies in the board are received, such nominees shall be acclaimed at the Annual General Meeting.

3.11 The directors elected or acclaimed as described in these bylaws will take office at the end of the Annual General Meeting.

Part 4: Powers of Directors

4.01 The directors are responsible for carrying out the purposes of the society and may carry on the business of the society unless these bylaws or another law requires that the members at a general meeting must approve a decision or initiate an action.

4.02 The directors may appoint *ad hoc* committees from the membership for a purpose clearly defined and, subject to these bylaws, the committee will conduct its business as it thinks fit to achieve that purpose with assistance from the board and will provide a written report to the board as requested. The directors may at any time dissolve a committee or terminate any appointment to a committee. The president of the society shall be an *ex-officio* member of all committees.

Part 5: Proceedings of Directors

5.01 Subject to these bylaws, the directors may regulate their meetings and proceedings as they think fit. The board will meet at the call of the president, or in his absence, the vice-president, or at the request of any other director.

5.02 Directors will be notified of board meetings as described in these bylaws in **Part 12: Notice** not less than seven days (exclusive of the day on which the notice is given) before the meeting is to take place but a board meeting may be held with less than seven days' notice if all directors are present or those who are absent have agreed to the meeting being held in their absence.

5.03 No error in giving notice for a board meeting shall invalidate the meeting or any business conducted at the meeting so long as a quorum is present.

5.04 The quorum for a meeting of directors will be 50% plus one of the directors in office.

5.05 The president is chair of all board meetings, but if he is not present within 15 minutes after the start time, the vice-president will chair the meeting, and if neither is present or willing to act as chair, one of the directors present will be appointed as chair.

5.06 Every resolution proposed at a board meeting must be seconded.

5.07 The chair may propose, move or second a resolution and votes at the same time as the other directors.

5.08 Unless these bylaws provide otherwise, a resolution or motion at a board meeting is decided by a majority of votes and, if the vote is tied, the chair does not have a deciding vote.

5.09 A resolution in writing, signed and affirmed by all the directors, is as valid and effective as if regularly passed at a meeting of directors. Such resolution may be in one or more counterparts, each signed by one or more directors, and together are considered the same

document. The document will be filed with the minutes of the next board meeting and the minutes will include record of the affirmed resolution and the date it was affirmed.

5.10 A director who may be absent temporarily from his normal residence may send or deliver to the registered address of the society or the electronic address of the society, a general waiver of notice of any meeting of the directors. Until the waiver is withdrawn by the director:

- a) no notice of any meeting of directors need be sent to that director; and
- b) business conducted at meetings in the absence of that director is valid and effective so long as a quorum of directors is present.

5.11 The directors may make such policies, rules and regulations, provided that such policies, rules and regulations are not inconsistent with these bylaws or the *Society Act*. No act or decision made prior to the making of such policies, rules and regulations will be invalid if it was valid at the time it was made.

5.12 Policies, rules and regulations made by the directors as described in bylaw 5.11 may be published to the members as described in these bylaws in **Part 12: Notice**.

5.13 A director who is, directly or indirectly, interested in a proposed contract or transaction with the society must disclose fully and promptly the nature and extent of his interest to each other director and must act in full accordance with the *Society Act*.

5.14 The directors and officers shall serve as such without remuneration and no directors shall directly or indirectly receive any profits from their positions as such, provided that directors and officers may be paid reasonable expenses incurred by them in the performance of their duties.

5.15 The secretary must make sure that minutes are taken at every board meeting and after the minutes are approved at the next board meeting, the chair and the secretary will sign the approved minutes.

5.16 The president is responsible for notifying directors of the place, the day, and the hour for each board meeting and notice will be as described in the bylaws **Part 12: Notice**.

5.17 A director may attend any board meeting by telephone or through current available technology.

5.18 A director is expected to attend board meetings. Failure to attend board meetings, except when the absence has been approved by the board, may result in removal from office.

Part 6: Executive Officers

6.01 The president is the chief executive officer of the society and makes sure that other officers carry out their duties and responsibilities.

6.02 The vice-president carries out the duties of the president if he is absent or unable to act and the vice-president also accepts occasional duties and responsibilities as requested by the president or by the board.

6.03 The offices of secretary and treasurer may be held by one person whose title would be “secretary-treasurer”.

6.04 In the case where office of secretary and treasurer are held by one director, there will still be the number of directors on the board as determined following Section 3.01 of these bylaws.

6.05 The secretary is responsible for the following and must make sure these things are done, but may delegate some of these duties:

- a) ensuring that all original documents are kept at the resident address of the society and electronic documents can be accessed from that address, except for such documents as are kept by the treasurer;
- b) carrying out and filing the correspondence of the society;
- c) maintaining a register of directors in which shall be recorded
 - i) the full name and resident address of each Director;
 - ii) the date upon which such Director became a Director;
 - iii) the date upon which such Director ceases to be a Director
 - iv) such other information as may be required by the Society Act or by resolution of the Directors.
- d) issuing notices of general meetings of the society and of the board;
- e) recording and keeping minutes of all matters transacted at general meetings and meetings of the board of directors;
- f) filing the annual statement of the society with the Registrar of Companies of British Columbia within the period described by the *Society Act*, together with such other information as may be required by the *Act*, and;
- g) maintaining the register of members as described in Section 70 of the *Society Act* which states:
 - “1. A society must keep a register of its members.
 2. A society must enter in the register the names of the applicants for incorporation and the name of every other person admitted as a member of the society, together with the following particulars of each member:
 - i) the full name and resident address;
 - ii) the date on which the person is admitted as a member;
 - iii) the date on which the person ceases to be a member; and
 - iv) the class of membership, if provision is made for classes.
 3. A society that fails to comply with this section commits an offence.”

6.06 The treasurer must keep records of the following and such records may be kept at the treasurer’s resident address and be accessible at that address;

- a) all money received and disbursed by the society and the matter in respect of which the receipt and disbursement took place;
- b) every asset and liability of the society;
- c) every other transaction affecting the financial position of the society; and
- d) with the cooperation and assistance of the secretary, be responsible for the preparation of any financial statement or report the society requires.

6.07 The treasurer will ensure that the circulation or publication of financial statements and reports for the society is conducted as described in Section 40 of the *Society Act* which states:

- “1. A society must not issue, publish or circulate a financial statement of the society other than to a director, employee or officer unless it is first approved by the directors and the approval is evidenced by the signatures of 2 directors.

2. A financial statement of a society issued, published or circulated by the society other than to a director, employee or officer
 - i) must have attached to it every auditor's report made in respect of it, and
 - ii) must not, unless it has been audited and an auditor's report has been made on it, purport to be an audited financial statement.
3. A society that issues, publishes or circulates a financial statement that does not comply with this section commits an offence."

Part 7: General Meetings

7.01 An Annual General Meeting must be held at least once every calendar year and not more than 15 months and not less than 10 months after the adjournment of the previous Annual General Meeting.

7.02 Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.

7.03 The directors may, when they think fit, convene an extraordinary general meeting.

7.04 Notice in writing of a general meeting specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business together with any special resolutions proposed, must be circulated to each member of the society as described in these bylaws in **Part 12: Notice** not later than fourteen (14) days prior to the date of the meeting.

7.05 Non-receipt by any member of any notice through error or omission shall not invalidate the proceedings of any general meeting.

7.06 Notice in writing of an Annual General Meeting will be given to the auditor, if one has been appointed as well as to the members, not later than 30 days prior to the date of the meeting.

7.07 The report of the Nominating Committee and the agenda for the Annual General Meeting will be published to members not later than 5 days prior to the date of the Annual General Meeting.

7.08 Special business includes all business at an extraordinary general meeting except for the adoption of the agenda and of minutes of previous meetings and includes all business at an Annual General Meeting except;

- a) the adoption of the agenda;
- b) the adoption of minutes of previous meetings;
- c) the consideration the financial statements of the society;
- d) the report of the directors, if any;
- e) the reports of the executive officers;
- f) the appointment of the auditor, if required;
- g) the election of directors, and;
- h) such other business as, under these bylaws, may be transacted at an Annual General Meeting or any business which is brought under consideration by the report of the directors or executive officers.

7.09 The quorum for a general meeting will be a quorum of directors plus three

7.10 If, within 15 minutes from the time the general meeting was to begin, a quorum is not present, the meeting, if convened on the requisition of members, is terminated; but in any other case, the general meeting is adjourned for a period of not less than five days and not more than ten days to a place, day, and hour that the directors are able to establish for convening the adjourned meeting. Members will be notified in writing of the place, day, and hour of the adjourned meeting by means described in these bylaws in **Part 12: Notice** but the requirement for 14 days' notice does not apply to the adjourned meeting. If, at the adjourned meeting, a quorum is not present within 15 minutes from the time the meeting was to begin, the number members present constitutes the quorum for that meeting.

7.11 If no quorum is present at a general meeting, no business can be done, other than the election of a chair or the adjournment or termination of the meeting. If, at any time during a general meeting, there ceases to be a quorum present, no further business can be done until there is a quorum present.

7.12 The president is chair of all general meetings board meetings, but if he is not present within 15 minutes after the start time, the vice-president will chair the meeting until the president is present. If, after 15 minutes, neither the president nor the vice-president is present and willing to act as chair, the members present shall by simple majority elect a chair for the general meeting.

7.13 At any general meeting of the members, every member who is in good standing and is present at the meeting is entitled to only one vote. No proxy votes are allowed.

7.14 Voting is by show of hands or, at the chair's discretion, by division of the assembly; except that secret ballots will be used for the election of directors, and to vote on a special resolution concerning the expulsion of a member or concerning the removal of a director, and to vote on any special resolution at the request of any member of the society who is in good standing and who is present when the vote is to be taken.

7.15 All business at a general meeting of the society is conducted in the form of a motion or resolution. Unless a secret ballot is required, a declaration by the chair that a motion or resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes the society is conclusive evidence of the fact.

7.16 The secretary will make sure minutes are taken for every general meeting and after the minutes are approved at the next general meeting, the chair and the secretary will sign the approved minutes.

Part 8: No Common Seal

8.01 The society will not have a common seal.

Part 9: Banking and Finances

9.01 The directors shall administer the funds and property of the society and shall designate the place in which the bank account of the society is kept. The directors may appoint a trust company authorized to do business in British Columbia to act as their agent in the administration of the funds and property of the society under such terms and conditions and for such remuneration as the directors may determine from time to time. The directors may employ or

retain counsel, experts, agents, managers, chartered accountants, or other reasonably necessary persons or agencies in connection with the administration and investment of the funds or property of the society, and may pay reasonable compensation to all such persons, and may, in order to obtain suitable investments or re-investments, pay and discharge such brokerage or commission in respect thereof as may be necessary or proper.

9.02 The directors shall have full responsibility and authority to determine the manner in which the income arising from the funds and property of the society shall be managed in carrying out the purposes and objectives of the society. The determination of the directors with respect to expenditures or distributions made or authorized under these bylaws shall be final.

9.03 The directors shall be empowered at the end of each fiscal year to use, distribute, pay, appropriate or apply such portion of the income of the society for such year as they may, in their absolute discretion, think necessary for the conduct of the society's business, or the income may be applied for the charitable purposes of the society. However, no part of the capital of the society shall be distributed, paid, appropriated or applied by the directors for any purpose whatsoever other than compliance with bylaw 9.04. Without restricting the generality of the foregoing, "capital of the society" shall be deemed to include donations, gifts, bequests and legacies made to the society.

9.04 Unless the society has permission to do otherwise from Revenue Canada, such portion of the income or capital of the society shall be distributed in each year in order to ensure that the society shall at all times qualify as a registered charity under the provisions of the Income Tax Act (Canada) as amended from time to time.

9.05 All donations of money made to the society shall be paid into its general account or a solicitor's trust account in trust for the society and a receipt therefore shall be given. If a donor requests that a particular donation be kept separate and apart from the general account of the society and subject to particular terms and conditions, such directions shall be followed, provided that they are not inconsistent with the constitution and bylaws of the society, and provided that the purpose of such donation falls within the objects set out in the constitution.

9.06 Payment of all moneys of the society shall be made upon the authority of a resolution of directors, which resolution may be general or continuing authorization.

9.07 In order to carry out the purposes of the society, the directors may borrow money on its behalf and in its name raise or secure the payment or repayment of moneys in such manner as they decide, including by the issue of debentures, provided however that no debentures shall be issued without the sanction of a special resolution of the members.

9.08 The directors shall have the power to invest the funds of the society in high-grade stocks, notes, instruments, debentures, mortgages, bonds and term deposits, as they deem advisable, provided that investments may not be made by the society if they would be contrary to the purposes of the society or would contravene the provisions of the *Income Tax Act* and Regulations thereto.

9.09 In investing the funds of the society, the directors shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments

which in its opinion are prudent. Subject to the provisions of the *Society Act*, a director shall not be liable for any loss which may result from any such investment.

9.10 It shall be deemed that all contributions are to be used for the purposes of the society in accordance with these bylaws and the constitution of the society.

9.11 The directors shall have the power to purchase, trade, manage, sell, lease and mortgage land and interests in land provided that such transactions are consistent with the constitution of the society.

9.12 The directors shall have the power to sell, exchange, manage, lease, rent or retain any assets provided that such actions are consistent with the constitution of the society.

Part 10: Auditor

10.1 At each Annual General Meeting the members of the society will appoint an auditor if the *Society Act* requires the society to do so, otherwise, the members may waive the appointment of an auditor.

10.2 If an auditor is appointed, he will hold office until the close of the next Annual General Meeting unless at the members resolve that an auditor will be appointed and the auditor in office shall continue as auditor.

10.3 On the advice of the auditor and with the approval of the directors, the auditor may conduct, instead of an audit, another acceptable form of financial review.

10.4 No director and no employee of the society shall act as auditor for the society.

Part 11: Inspection of Books and Records

11.01 The records and minutes kept by the secretary and treasurer will be open for inspection by any member on reasonable notice to the secretary or treasurer except that some information about donations and donors may be confidential: policies for inspection of records will be consistent with the *Society Act*.

Part 12: Notice

12.01 A notice of a general meeting will be given to a member in writing either by delivery of a letter to him personally or by sending it by mail, fax, or other means to him at his resident address or a postal address or an electronic address supplied by the member to the secretary from time to time. A notice of meeting sent by mail shall be deemed to have been given on the third day, following the day that letter was posted not counting Saturdays, Sundays, and holidays.

12.02 Notice of a general meeting must be given to every person shown as a current member on the register of members and to the auditor if an auditor has been appointed and no other person is entitled to receive a notice of a general meeting.

12.03 Notice of a meeting of the board of directors may be in writing as described for giving notice for a general meeting, or may be by personal communication, or by use of electronic communication devices.

12.04 The directors will make sure that the society has a website that is maintained with current information where the day, hour and place of general meetings is posted but such posting will not be considered notice of meetings.

12.05 The website of the society will have posted the constitution and bylaws of the society and the minutes of general meetings and any information about the policies and the activities of the society that the board considers to be appropriate.

12.06 If a member requests a printed copy of the constitution or bylaws of the society, the board will have delivered to the member a printed copy of both the constitution and the bylaws at a charge of one dollar.

Part 13: Liability of Members

13.01 No member of the society is liable as an individual for any debts or liabilities of the society.

Part 14: Limitation of Liability and Indemnity

14.01 Subject to the *Society Act*, no director or officer for the time being of the society shall be liable for the acts, receipts, neglects, or defaults of any other director or officer or employee; or for joining in any receipt, or act, or for any loss, conversion, misapplication, or misappropriation of, or damage resulting from any dealings with any moneys or other assets belonging to the society; or for any other loss, damage, or misfortune occurring in the execution of the duties of his respective office; unless the loss, damage, or misfortune occurs by or through breach of duty or breach of trust of which the director may be guilty in relation to the society.

4.02 The directors may require the society to purchase and maintain insurance for the benefit of any director, officer, employee or agent of the society, and his heirs, and personal representatives, in respect of any personal liability incurred by him as a director.

Part 15: Amendments to Bylaws

15.01 Each of the bylaws of the society is subject to the provisions of the *Income Tax Act* (Canada), and amendments thereto, and the directors or the members shall not cause the society to do anything which is in contravention of the *Income Tax Act* and, without restricting the generality of the foregoing, the directors or members shall not cause the society to do any act or thing which would cause the society to cease to qualify as a registered charity under the *Income Tax Act*.

15.02 Subject always to compliance with bylaw 15.01, the bylaws of the society may be amended by special resolution of the members of the society at a general meeting.

Part 16: Charitable Status, Voluntary Donations, and Bequests

16.01 The directors may apply to the Minister of National Revenue for registration of the society as a registered charity within the meaning of the *Income Tax Act* (Canada).

16.02 The society may make all elections and execute all documents necessary to comply with federal, provincial and municipal laws in order to attain its purposes.

16.03 The society may refuse to accept any donations, contributions, gifts or bequests of any kind whatsoever at the sole discretion of the board of directors.

16.04 The society may permit donors to establish long term gifts, the income from which would be distributed at the discretion of the board, subject in all cases to the provisions of the *Income Tax Act* (Canada).

16.05 The society may establish a common trust fund in which property received by the society under bequests, devices and nominations is combined for the purposes of facilitating investments.

Part 17: Area of Operation

17.01 The society will operate primarily in the Juan de Fuca Electoral Area. This provision is alterable by special resolution.

Part 18: Dissolution of the Society

18.01 In the event of winding up or dissolution of the Juan de Fuca Community Land Trust Society, its debts and liabilities shall be settled and any funds or assets remaining after this settlement shall be given or transferred to another registered society or community service cooperative that has a similar purpose, as is determined by the officers of the Juan de Fuca Community Land Trust Society at the time of dissolution. This provision was previously unalterable.

18.02 Notwithstanding Article 4 of this Constitution upon the dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada). This provision was previously unalterable.

End of the bylaws of the Juan de Fuca Community Land Trust Society
Date: November 28, 2016