



## **SCBC Stewardship Centre for BC Society Constitution & Bylaws**

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### **Society Act Constitution**

The name of the Society is: SCBC Stewardship Centre for BC Society

The purposes of the society are:

- a) To promote education by providing workshops, seminars and programs to teach environmental and ecological stewardship, conservation techniques and effective land use management best practices to community stewards, local governments, community organizations, industry stakeholders, professionals and general public.
- b) To promote education by developing written, audio and visual resources relating to ecosystem conservation, at-risk species and shoreline environmental stewardship and providing such resources available to community stewards, local governments, community organizations, industry stakeholders, professionals and general public.
- c) To advance education by conducting research relating to environmental stewardship issues in British Columbia arising as a result of climate change and land development and making the results available to the general public.
- d) To protect the environment for the benefit of the public by developing science-based evaluative tools, best practices and standards relating to ecosystem stewardship, at-risk species and shoreline environmental stewardship and providing such tools and standards available to community stewards, local governments, community organizations, industry stakeholders, professionals and residents.
- e) To gift funds to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).
- f) To do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.

The Society shall be carried on without purposes of profit for its members or directors, and any income, profits or other accretions to the society shall be used in advancing its purposes. This provision is unalterable.

In the event of the dissolution or winding-up of the society, the remaining assets, after payment of all debts and liabilities, shall be transferred to a registered charitable organization or a charitable foundation in British Columbia or elsewhere in Canada as the members determine. This provision is unalterable.

# Bylaws of the SCBC Stewardship Centre for BC Society

## Part 1 - Interpretation

- 1.1 In these bylaws, unless the context otherwise requires:
- (a) "directors" means the directors of the society who have not ceased to be directors, and are in good standing,
  - (b) "members" means the members of the society who have not ceased to be members and are in good standing,
  - (c) "registered address" of a member means their street address as recorded in the register of members, and not a post office box number,
  - (d) "society" means the SCBC Stewardship Centre for BC Society, and
  - (e) "*Society Act*" means the *Society Act* of British Columbia from time to time in force and all amendments to it.
- 1.2 The definitions in the *Society Act* and the constitution 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 an individual person include a corporation.
- 1.4 Unless otherwise expressly provided, reference in these bylaws to a statute is a reference to that statute as from time to time in force, re-enacted or replaced.

## Part 2 – Membership

### Members Definition

- 2.1 The members of the society are the applicants for incorporation of the society, and those persons or institutions who subsequently become members in accordance with these bylaws and, in either case, who have not ceased to be members.

### Membership

2.2 The Board may accept any person as a member who supports the purposes of the society and applies for membership in the society.

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

### **Members in Good Standing**

2.4 All members are in good standing except a member who does not support the purposes of the society or uphold the constitution and bylaws of the society.

### **Termination of Membership**

2.5 An individual person must cease to be a member of the society

(a) by delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

(b) on the person's death or in the case of a corporation on dissolution, or

(c) on having been a member not in good standing for 4 consecutive months.

### **Suspension/Expulsion**

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 reason or reasons for the proposed expulsion and the member 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 decided upon.

## **Part 3 - Meetings of Members of the Society**

3.1 General meetings of the society will 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 must, on the requisition of 10% or more of the voting members of the society convene an extraordinary general meeting.

3.4 The first annual general meeting of the society will be held not more than 15 months after the date of incorporation and after that an annual general meeting will 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.

## **Notice of Meetings**

3.5

- (a) Notice of a general meeting shall be given with at least 14 days' written notice and shall specify specifically the place, day, and hour of the meeting, and in the case of special business, the general nature of that business.
- (b) 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.

## **Part 4 - Proceedings at General Meetings of the Society**

4.1 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business conducted at an annual general meeting except
  - (i) the adoption of the agenda;
  - (ii) the election of directors,
  - (iii) the consideration of the financial statements,
  - (iv) the report of the directors,
  - (v) the report of the auditor, if any,
  - (vii) the appointment of the auditor, if required,
  - (viii) the other business that, under these bylaws, ought to be transacted 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, and
  - (ix) the adoption of rules of order.

4.2 (a) No business, other than the election of a chair and adjournment or termination of the meeting, shall be conducted at a general meeting at a time when quorum is not present.

- (b) If at any time during a general meeting there ceases to be a quorum present, business

then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- (c) A quorum is three (3) members present or a greater number that the members may determine at a general meeting.

### **Adjourned Meetings:**

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, shall 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, and 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

- (a) A general meeting may be adjourned from time to time and from place to place, but not business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned from 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in the bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

### **Chair, Vice Chair or Co-Chairs**

4.5 If at a general meeting

- (a) the chair or one of the co-chairs is not present within 15 minutes after the time appointed for holding the meeting, or
- (b) the chair or co-chairs are unwilling to act as either chair or co-chair,

the members present must choose one of their members to be chair or co-chair of the meeting.

4.6 No resolution proposed at a meeting need be seconded and the chair or co-chairs may move or propose a resolution.

4.7 In case of a tie vote, the chair or co-chairs do not have a casting or second vote in addition to the vote to which the she or he may be entitled as a member and the proposed resolution does not pass.

### **Voting**

4.8 Each member in good standing at a meeting of members is entitled to vote and:

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- (a) Voting is by show of hands or by ballot, as directed by the chair of the meeting.
- (b) Voting by proxy is not permitted.
- (c) The proposed resolution must pass if it is voted in the affirmative by a majority of votes cast.

## **Part 5 – Directors and Officers**

### **Directors**

- 5.1 The Board shall consist of at least 7 and no more than 9 directors.
- 5.2 Each director shall serve for a 3 year term.
- 5.3 Each director shall be a member of the society in good standing.

### **Remuneration of Directors**

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

In accordance with the *Society Act*, no director or employee of the society may have any direct or indirect financial interest in any purchase order or contract entered into or issued on behalf of the society unless such director or employee leaves the portion of a meeting where the order or contract is approved or discussed while the latter is being discussed or any vote is taken in any matter affecting such an interest in an order or contract.

### **Nominating Committee**

- 5.5 The Board shall appoint a Nominating Committee to oversee the process of board recruitment and the replacement of directors when needed. The nominating committee's role is to recruit candidates for the board and will strive to ensure that the composition of the board fosters decision making that is in the best interests of the society as a whole.

### **Ceasing to be a Director**

- 5.6 A director shall cease to be a director of the society:
  - (a) by delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - (b) on the person's death or in the case of a corporation on dissolution,

- (c) on being removed by the membership by a special resolution,
- (d) on ceasing to be a member in good standing for 4 consecutive months.

## **Officers**

5.7 The society may have four (4) officers, who must be the chair/co-chairs, vice chair, secretary and treasurer or, in the case of three (3) officers, a secretary-treasurer. The directors may appoint alternates to these officers, who are also deemed to be officers in their absence.

5.8 The officers shall retire at each annual general meeting, their successors shall be appointed by the Board of directors at the first meeting of the new Board of directors following the annual general meeting.

If no successor is appointed the person previously elected continues to hold office.

5.9 No director may sit for more than 3 consecutive terms.

## **Part 6 - Proceedings of Directors**

6.1 The directors may meet together at the places they think fit to conduct business, and may adjourn and otherwise regulate their meetings and proceedings as they see fit.

6.2 A meeting of the directors may be held by telephone or other communications facilities that permit all participants in the meeting to hear each other, and a director who participates in the meeting by those means must be counted as present at the meeting.

6.3 The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum must be one more than one half of the directors appointed, and actually holding office as of the date of the meeting.

6.4 The chair or one of the co-chairs is the chair of all meetings of the directors. If at a meeting the chair or one of the co-chairs is not present within 30 minutes after the time appointed for holding the meeting, the vice chair or other co-chair must act as chair, but if neither is present the directors present may choose one of their members to be the chair at that meeting.

6.5 The chair or co-chairs may call regular meetings of the directors and any three (3) directors may at any time call a meeting of the directors.

## **Committees**



- 6.6 The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit. The directors may solicit people with expertise appropriate to the committee's business to join the committee who may not be directors of the Stewardship Centre for BC.
- 6.7 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 to be held after the act or thing has been done.
- 6.8 A committee must select a chair or two (2) co-chairs of its meetings, but if no chairs are elected, or if at a meeting the chair or the co-chairs are 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 chair of the meeting or two of their numbers to be the co-chairs of the meeting.
- 6.9 A committee may meet and adjourn as it deems proper.
- 6.10 For a first meeting of directors held immediately following the appointment of a director or directors at an annual or other general meeting of meetings, 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 appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.11 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, facsimile, e-mail, or telegram, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (a) a notice of meeting of directors is not required to be sent to that director, and
  - (b) 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.
- 6.12 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 (a) The chair or one of the co-chairs shall preside at all meetings of the Society and of the Directors.
- (b) The chair or the co-chairs are the chief executive officer(s) of the Society and are responsible for the executive of the duties of the Society.

- 7.2 The co-chair or vice chair must carry out the duties of the chair during the absence of the

chair.

7.3 The secretary must ensure that the following are carried out:

- (a) conduct the correspondence of the society,
- (b) issue notices of meetings of the society and directors,
- (c) keep minutes of all meetings of the society and directors,
- (d) have custody of the common seal of the society,
- (e) maintain the register of members and directors,
- (f) have custody of all records and documents of the society, except those required to be kept by the treasurer,
- (g) rendering records and documents to the directors, members and others when required.

7.4 The treasurer shall

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- (b) 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**

1.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

1.2 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the:

- (a) such persons as may be prescribed from time to time by resolution of the directors,
- (b) the chair and the vice chair,
- (c) The chair and the secretary (-treasurer),
- (d) the vice chair and the secretary (-treasurer),
- (e) the co-chairs and the secretary (-treasurer).

- 1.3 All instruments, agreements, contracts or other documents which are not executed by affixing the common seal of the society may be executed by
- (a) such persons as may be prescribed from time to time by resolution of the directors,
  - (b) the chair and the vice chair,
  - (c) The chair and the secretary (-treasurer),
  - (d) the vice chair and the secretary (-treasurer),
  - (e) the co-chairs and the 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, borrow or raise and secure the payment or repayment of, money in the manner they decide.
- 9.2 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.
- 9.3 A debenture must not be issued without the authorization of a special resolution of the members.

### **Part 10 - Auditor**

- 10.1 The society may choose to engage an auditor qualified to act under the *Society Act* who must be a person who is a member or partnership whose partners are members in good standing of the Canadian Institute of Chartered Accountants or the Certified General Accountants' Association of British Columbia, or a person certified by the Auditor Certification Board established under of the *Company Act* (British Columbia).
- 10.2 If an auditor is to be engaged, the society must appoint the auditor at the annual general meeting to hold office for that fiscal year.
- 10.3 An auditor may be removed and a new auditor appointed by special resolution.
- 10.4 An auditor must be promptly informed in writing of his or her appointment or removal.
- 10.5 No director and no employee of the society shall be auditor.
- 10.6 The auditor may attend general meetings.

### **Part 11 – Notices**

- 11.1 A notice may be given to a member or director, either personally, by fax, by email or by mail to the member or director, at the registered address of the member or director.
- 11.2 A notice sent by mail, fax or email must be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 11.3 Notice of a general meeting must be given within 2 business days of the scheduling of the meeting to
- (a) every director and every member shown on the register of members and directors on the day notice is given, and
  - (b) the auditor, if one is appointed.
- 11.4 No other person is entitled to receive a notice of a general meeting.

### **Part 12 - Bylaws**

- 12.1 On being admitted to membership or appointed to directorship, each member and director is entitled to and the society must provide, without charge, a copy of the constitution and bylaws of the society.
- 12.2 These bylaws must not be altered or added to except by special resolution of the members.