

## SCHEDULE 1

### BYLAWS

#### OF THE

#### MID VANCOUVER ISLAND HABITAT ENHANCEMENT SOCIETY (the "Society")

##### Part 1 – Definitions and Interpretation

###### Definitions

- 1.1 In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

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

"Board" means the directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

"Board Resolution" means:

- (a) a resolution passed by a simple majority of the votes cast in respect of the resolution by the directors entitled to vote on such matter in person at a duly constituted meeting of the Board; or
- (b) a resolution that has been submitted to all Directors and consented to in writing by 2/3 of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,

and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

"Bylaws" means the bylaws of the Society as filed with the Registrar;

"Constitution" means the constitution of the Society as filed with the Registrar;

"Directors" means those Persons who are, or who subsequently become, directors in accordance with these Bylaws and have not ceased to be directors;

"Electronic Means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility that permits all participants to communicate with each other;

"General Meeting" means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Society;

"Ordinary Resolution" means:

- (a) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting; or
- (b) a resolution that has been submitted to the Members and consented to in writing by at least 2/3 of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;

"Registrar" means the Registrar of Companies of the Province of British Columbia;

"Society" means the Mid Vancouver Island Habitat Enhancement Society;

"Special Resolution" means;

- (a) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by the majority of votes required by the Act cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting; or
- (b) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society.

#### *Societies Act definitions*

- 1.2 Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

#### *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 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application, or renewal of the membership, and must include the payment of the applicable membership dues.

### Duties of members

- 2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

### Amount of membership dues

- 2.3 The Board will, by Board Resolution, determine the annual dues payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

### Member not in good standing

- 2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### Member not in good standing may not vote

- 2.5 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.

### Termination of membership if member not in good standing

- 2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

### No distribution of income to members

- 2.7 The purpose of this Society shall be carried out without purpose of gain for its Members, and any profits or other accretions to the Society shall be used for promoting its purpose. This provision was previously unalterable.

The foregoing paragraph was previously unalterable and formed part of the Society's Constitution and is reproduced as it read immediately before the coming into force of the Act.

### Part 3 – Meetings of Members

#### Time and place of general meetings

- 3.1 The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

#### Annual General Meeting

- 3.2 An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

#### Ordinary business at general meeting

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

- (a) adoption of 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.

#### Omission of notice

- 3.5 The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

#### Chair of general meeting

3.4 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

3.5 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

3.6 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

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater, in good standing on the date of the General Meeting.

#### Lack of quorum at commencement of meeting

- 3.8 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

- 3.9 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

- 3.10 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

- 3.11 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

- 3.12 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

- 3.13 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

- 3.14 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

- 3.15 Voting by proxy is not permitted.

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

- 3.16 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

#### Number of directors on Board

- 4.1 The Society must have no fewer than 5 and no more than 15 directors.

#### Election or appointment of directors

- 4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board each for a one year term and will take office commencing at the close of such meeting.

Directors may fill casual vacancy on Board

- 4.3 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.

Term of appointment of director filling casual vacancy

- 4.4 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.

Extension of term to maintain minimum number of directors

- 4.5 Every Director serving a term of office will retire from office at the close of the annual general meeting, provided that if insufficient successors are elected and the result is that the number of Directors would fall below five (5), the Person previously elected as Director may, if they consent, continue to hold office, and the term of such Director is deemed to be extended until such time as a successor Director is elected.

Invalidation of Acts

- 4.6 No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

## 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 – Remuneration of Directors 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.

#### Signing authority

- 7.2 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.

## PART 8 – MISCELLANEOUS

### Dissolution

- 8.1 On the winding up or dissolution of this Society, funds or assets remaining after all debts have been paid shall be transferred to a charitable institution with purposes similar to those of this Society, or, if this cannot be done, to another charitable institution recognized by Revenue Canada as qualified under the provisions of the *Income Tax Act* of Canada. This provision was previously unalterable.

The foregoing paragraph was previously unalterable and formed part of the Society's Constitution and is reproduced as it read immediately before the coming into force of the Act.

## PART 9 – BYLAWS

### Entitlement of members to copy of Constitution and Bylaws

- 9.1 On being admitted to membership, each Member is entitled to, and upon request, the Society will provide a copy of the Constitution and these Bylaws.

### Special Resolution required to alter bylaws

- 9.2 These Bylaws will not be altered except by Special Resolution.

### Effective date of alteration

- 9.3 Any alteration to the Bylaws or Constitution will take effect on the date notice of the alteration is filed with the Registrar in accordance with the Act.