



CONSTITUTION

BC Society • Societies Act

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Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: **COWICHAN ESTUARY NATURE CENTRE SOCIETY**

Incorporation Number: S0069068

Business Number: 76428 1481 BC0001

Filed Date and Time: February 4, 2019 05:32 PM Pacific Time

The name of the Society is COWICHAN ESTUARY NATURE CENTRE SOCIETY

The purposes of the Society are:

- (1) To advance education by providing classes to the public on the subjects of the Cowichan Estuary, its marine and bird life, its natural and cultural history, the Cowichan and Koksilah Watersheds, and other natural ecosystems,
- (2) To protect, restore and enhance the quality of the natural environment in the Cowichan Estuary and its adjacent watersheds, and
- (3) To do all such things as are incidental or ancillary to the attainment of the above purposes.





BYLAW ALTERATION APPLICATION

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NAME OF SOCIETY: **COWICHAN ESTUARY NATURE CENTRE SOCIETY**

Incorporation Number: S0069068

Business Number: 76428 1481 BC0001

Filed Date and Time: February 4, 2019 06:45 PM Pacific Time

SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: January 28, 2019

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, Jane Kilthei, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



NOTE: The complete Bylaws, as uploaded, continue on the next page

**Bylaws of the Cowichan Estuary Nature Centre Society
as amended by special resolution Jan 28, 2019**

Bylaws

Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

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

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time by special resolution at an annual general meeting of the Society.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

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.

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 amount of the annual membership dues, if any, must be determined by the Board.

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, or any other debt due and owing by the member to the society, and the member is not in good standing for so long as those dues or that debt 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

2.6 A person's membership in the Society is terminated if the person

- (a) is not in good standing for 6 consecutive months,
- (b) delivers his or her resignation in writing to the Secretary,
- (c) dies, or
- (d) is expelled by a special resolution as provided for under the Act.

Part 3 — General Meetings of Members

Time and place of general meeting

3.1 A general meeting, including an annual general meeting which must take place at least once in each calendar year, must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 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

3.3 A notice of a general meeting, including an annual general meeting, must

- (a) be given to a member at least seven days in advance of the meeting, either personally, by email, facsimile or mail or by other means decided by the members at a general meeting,
- (b) include member proposals signed by at least 5% of the society's voting members and received by the society at least seven days before notice of the AGM is sent, so long as the board of directors do not deem the proposal to be substantially similar to an issue that has already been voted on at a member's meeting in the previous two years.
- (c) state the nature of any business, other than ordinary business, to be transacted at the meeting or proposal to be considered in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

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 the majority of the current directors, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum 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 Except as provided in this bylaw, 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 10 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 special resolutions and 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 is by a show of hands of the voting members in good standing, or by 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 and carried by a majority vote unless the matter is required by the Act or these Bylaws to be decided by special resolution which requires a 2/3 majority.

Part 4 — Directors

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 11 directors.

Election or appointment of directors

4.2 At the end of each annual general meeting

- (a) the voting members in good standing are entitled to vote for the election or appointment of directors and must elect or appoint the Board,
- (b) the current directors retire from office, and may stand for reelection or reappointment, and
- (c) the election or appointment of directors may be by acclamation, otherwise it must be by ballot.

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 should a director resign, no longer be qualified to serve under the provisions of the Act, die or otherwise ceases to hold office during his or her term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy only holds office until the conclusion of the next annual general meeting, but is eligible for reelection at that meeting.

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 so long as a quorum is present.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit, exercising their powers consistent with the Act, the regulations under the Act, these bylaws, and rules, not inconsistent with these bylaws, that are made from time to time by the society at a general meeting.

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 Once elected, the Directors shall elect or appoint from among their number individuals to serve in the following Board executive 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 not elected or appointed to executive positions on the Board, in addition to the positions described in these Bylaws, shall serve as directors at large.

Role of president

6.3 The president shall act as 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, and reasonable directors' expenses may be reimbursed.

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 — Borrowing, Investing and Financial Statements

Borrowing and investing

8.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, borrow, raise or secure the payment or repayment of money in the manner they decide and may invest the society's funds in any prudent investment, and the members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Providing Financial Statements to the Members

8.2 The directors must present the society's annual financial statements, as approved by the directors, and a copy of the auditor's report if required, to the members at the annual general meeting.

Part 9 – Dissolution

9.1 After the Society is dissolved and all its debts are paid, its remaining property will be distributed or disposed of to qualified donees as defined in subsection 149. 1 (1) of the Income Tax Act (Canada).