

SOCIETY ACT

BYLAWS OF

GRASSLANDS CONSERVATION COUNCIL OF BRITISH COLUMBIA

PART 1

INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires.
- (a) “Directors” means the Directors of the society for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means his address as recorded in the register of members.
- 1.2 The definitions in the Society Act 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 a male person include a female person and a corporation.

PART 2

MEMBERSHIP

- 2.1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 A person may apply to the Directors for membership in the society and on acceptance by the Directors shall be a member.
- 2.3 Every member shall uphold the constitution and comply with these bylaws
- 2.4 The amount of the membership dues shall be determined by the Directors.
- 2.5 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 by mailing or delivering it to the address of the society;
 - (b) on his death or in the case of a corporation on dissolution;

- (c) on being expelled; or
 - (d) on having been a member not in good standing for 2 consecutive months.
- 2.6 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.7 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.8 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.9 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

PART 3

MEETINGS OF MEMBERS

- 3.1 General meetings of the society shall 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.
- 3.2 The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.3 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- 3.4 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.
- 3.5 The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4

PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at annual general meeting, except,
 - (1) the adoption of rules of order;
 - (2) the consideration of the financial statements;
 - (3) the report of the Directors;
 - (4) the report of the auditor, if any;
 - (5) the election of Directors;
 - (6) the appointment of the auditor, if required; and
 - (7) the other business that under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice covering the meeting.
- 4.2 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3 If 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.
- 4.4 A quorum is the greater of 5 members.
- 4.5 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 voting members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the voting members present constitute a quorum.
- 4.6 Subject to bylaw 4.7, the chairperson of the society, the vice-chairperson or in the absence of both, one of the other Directors present, shall preside as chairperson of a general meeting.
- 4.7 If at a general meeting
- (a) there is no chairperson, vice-chairperson or other Director present within 15 minutes after the time appointed for, holding the meeting; or

- (b) the chairperson and all the other Directors present are unwilling to act as chairperson for the meeting, the members present shall choose one of their member to be chairperson for the meeting.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 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.
- 4.11 All resolutions proposed at a meeting need to be seconded and the chairperson of a meeting may move or propose a resolution
- 4.12 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 4.13 A voting member in good standing present at a meeting of members is entitled to one vote.
- 4.14 Voting is by show of hands, unless the members otherwise decide.
- 4.15 Voting by proxy is permitted.
- 4.16 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.
- 4.17 A Proxy or an instrument appointing a duly authorized representative of a corporate member shall be in writing under the hand of the appointee or of his attorney or, if the appointee is a society, under the hand of the duly authorized officer or attorney of that society.
- 4.18 Any person may act as proxyholder whether or not he/she is entitled on her/his own behalf to be Present and to vote at the meeting at which she/he acts as proxyholder. The proxy may authorize the person appointed to act as proxyholder for the appointee at the meeting specified in the proxy.
- 4.19 A proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at the address of the Society or at such other place as is specified for that purpose in the notice calling the meeting not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote or shall be deposited with the chairman prior to commencement of the meeting.
- 4.20 A proxy may be revoked by instrument in writing executed by the Member or by his attorney authorized in writing and deposited with the secretary at any time up to and including five o'clock in the afternoon of the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be

used. Upon such deposit the proxy is revoked. A vote given by a Proxy shall be effective notwithstanding the revocation, by death or otherwise of the authority, providing the society had not received notice of the revocation within the time and in the manner herein specified.

- 4.21 Unless the Society Act or any other statute of law which is applicable to the Society requires any other form of proxy, a proxy, whether for a specified meeting or otherwise, shall be in the form following, but may be in an other form that the Directors or the chairman of the meeting shall approve:

PROXY

The undersigned, being a voting member of BCGCC Grasslands Conservation Council of British Columbia hereby appoints _____ or failing him, _____ as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the (annual or extraordinary, as the case may be) general meeting of to be held on the _____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____ 19__.

(Signature of authorized officer of Member organization).

PART 5

DIRECTORS AND OFFICERS

- 5.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject nevertheless to
 - (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- 5.2 The chair, co-chair, secretary, treasurer and one or more other persons shall be the Directors of the society.
- 5.3 The number of Directors shall be 9 or a greater number determined from time to time at a general meeting.

- 5.4 The Directors shall serve a 2 year term, except that the founding Directors shall only serve until the first annual general meeting. No Director may serve more than four consecutive terms. At the first annual general meeting, 1/2 of the Directors will be elected for a 2 year term and the remaining 1/2 will be elected for 1 year term.
- 5.5 The Directors shall retire from office at each the annual general meeting which coincides with the end of the term they were elected for when their successors shall be elected.
- 5.6 A Director shall be a member in good standing of the society.
- 5.7 Separate elections shall be held for each office to be filled.
- 5.8 An election may be by acclamation, otherwise it shall be by ballot.
- 5.9 If no successor is elected and the result leaves less than 9 Directors, the person previously elected or appointed continues to hold office.
- 5.10 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
- 5.11 A Director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
- 5.12 If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
- 5.13 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.14 The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 5.15 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

PART 6

PROCEEDINGS OF DIRECTORS

- 6.1 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The Directors may from time to time fix the quorum necessary to transact business, and unless so the fixed quorum shall be 6 Directors.
- 6.3 The chairperson shall be chairperson of all meetings of the Directors, but if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the vice-chairperson shall act as chairperson or the

- meeting; but if neither is present the Directors present may choose one of their number to be chairperson at the meeting.
- 6.4 A Director may at any time, and the secretary, on the request of a Director, shall, convene a meeting of the Directors.
- 6.5 The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- 6.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 6.7 A committee shall elect a chairperson of its meetings: but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
- 6.8 The members of a committee may meet and adjourn as they think proper.
- 6.9 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, 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 elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 6.10 A Director who may be absent temporarily may send or deliver to the address of the society a waiver of notice, which may be by letter, facsimile, telegram, telex or cable, for any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meeting of Directors shall 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 shall, if a quorum of the Directors is present, be valid and effective.
- 6.11 Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- 6.12 In case of an equality of votes the chairperson does not have a second or casting vote.
- 6.13 No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 6.14 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.

- 6.15 A resolution in writing, may be signed by the chair declaring that the motion was passed where a vote has been conducted via telephone or other means, if all reasonable attempts have been made to ensure that all members {that are entitled to vote} have had an opportunity to do so and to review the motion, such a motion will be placed with the minutes of the Directors and will be valid and effective as if regularly passed at a meeting of Directors.

PART 7

DUTIES OF OFFICERS

- 7.1 The chairperson shall preside at all meetings of the society and of the Directors.
- 7.2 The chairperson is the chief executive officer of the society and shall supervise the other officers in the execution of their duties
- 7.3 The vice-chairperson shall carry out the duties of the chairperson during her/his absence.
- 7.4 The secretary shall
- (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 all records and documents of the society except those required to be kept by the treasurer.
 - (e) have custody of the common seal of the society and
 - (f) maintain the register of members.
- 7.4 The treasurer shall
- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act, and receive all monies paid to the society, and be responsible for the deposit of same into whatever bank the board may order; and
 - (b) render financial statements to the Directors, members and others when required, and prepare for submission to the annual meeting a statement of the financial position of the society.
- 7.5 The officers of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- 7.6 When a secretary-treasurer holds office the total number of Directors shall not be less than 9 or the greater number that may have been determined pursuant to bylaw 5.3
- 7.7 In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

PART 8

SEAL

- 8.1 The Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal shall 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 chairperson and secretary or the chairperson and secretary-treasurer.

PART 9

BORROWING

- 9.1 For the purposes of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

PART 10

NOTICE TO MEMBERS

- 10.1 A notice may be given to a member, either personally, facsimile, email, or by mail to him/her at his/her registered address.
- 10.2 A notice sent by mail shall be deemed to have been given on the 5th day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 10.3 Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.
- 10.4 No other person is entitled to receive a notice of general meeting.

PART 11

BY-LAWS.

- 11.1 On being admitted to membership, a member is entitled to, without charge, a copy of the constitution and by-laws of the society.
- 11.2 These by-laws shall not be altered or added to except by special resolution.
- 11.3 Each and every Bylaw contained herein 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 said 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 Income Tax Act.

PART 12

LIABILITY OF MEMBERS

No Member of the Society shall in her/his individual capacity be liable for any debts or liabilities of the Society.

PART 13

LIMITATION OF LIABILITY AND INDEMNITY

- 13.1 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 same shall happen by or through breach of duty or breach of trust of which she/he may be guilty in relation to the Society.
- 13.2 The Directors may cause the Society to purchase and maintain insurance for the benefit of a Director, officer, employee or agent of the Society, and her/his heirs and personal representatives, in respect of any personal liability incurred by him in that capacity.

PART 14

STANDARDS AND PRACTICES

- 14.1 The Society will always operate with the highest possible standard of ethics and integrity.
- 14.2 The lack of a Statutory rule, law or regulation prescribing a specific level of ethics or integrity, or the existence of a Statutory rule, law or regulation prescribing a lower level of ethics or integrity does not reduce the Society's obligations under 14.1.
- 14.3 All financial records will be available to the Members and such information will be provided in such a format as to insure complete and easy tracking of all income and expenditures both by source of funds, and on a project by project basis.
- 14.4 The Society shall have the right to subscribe to, become a member of and cooperate with any other Society, corporation or association whose purposes or objectives are in whole or in part similar to its purposes.

DATED this _____ day of January, 1999.

WITNESSES

APPLICANTS FOR INCORPORATION

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