



***TLC* THE LAND CONSERVANCY  
OF BRITISH COLUMBIA**

**CONSTITUTION & BYLAWS**

**REVISED SEPTEMBER 21, 2008**



NUMBER: S- 36826

## ORDER

*SOCIETY ACT*

IN THE MATTER OF THE *SOCIETY ACT*  
AND  
AN APPLICATION BY  
TLC THE LAND CONSERVANCY OF  
BRITISH COLUMBIA

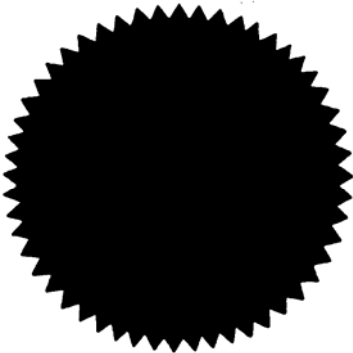
*I Hereby Order that*, pursuant to section 7(3)(a) of the *Society Act*, **TLC THE LAND CONSERVANCY OF BRITISH COLUMBIA** is allowed to adopt a system of voting by mail, in accordance with its bylaws.

This order is subject to review as I deem appropriate.

*Issued under my hand at Victoria, British Columbia,  
on May 1, 1997*

A handwritten signature in black ink that reads "Powell".

JOHN S. POWELL  
*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA  
CANADA



NUMBER: S-36826



**SOCIETY ACT**

CANADA  
PROVINCE OF BRITISH COLUMBIA

**CERTIFICATE OF INCORPORATION**

*I Hereby Certify that*

**TLC THE LAND CONSERVANCY OF BRITISH COLUMBIA**

has this day been incorporated under the *Society Act*

*Issued under my hand at Victoria, British Columbia  
on May 01, 1997*



JOHN S. POWELL  
*Registrar of Companies*



**TLC THE LAND CONSERVANCY OF BRITISH COLUMBIA**  
**CONSTITUTION**

1. The name of the society is TLC The Land Conservancy of British Columbia (hereinafter referred to as “the Society”).
2. The purposes of the society are:
  - (a) to contribute to and improve the education, health and welfare of the general public and to benefit the community as a whole by the promotion and encouragement of the protection, preservation, restoration, beneficial use and management of primarily;
    - (1) plants, animals and natural communities that represent diversity of life on Earth by protecting the lands and waters they need to survive, and secondarily;
    - (2) areas of scientific, historical, cultural, scenic and compatible outdoor recreational value;
  - (b) to promote such charitable activities or endeavors, including the acquisition, management and disposal of land and interests in land, as may in the opinion of the Society board of directors appear to contribute to the above objectives;
  - (c) To encourage co-operation in, support for and research into, and education regarding all matters pertaining to the fulfillment of the above objectives;
  - (d) to do all such other things as are incidental or ancillary to the attainment of the purposes and the exercise of the powers of the Society.
3. The activities of the Society shall be carried on without purpose of personal gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.
4. Upon the winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to one or more charitable institutions with purposes similar to those of the society, or, if this cannot be done, to one or more qualified donees as defined under the provisions of the Income Tax Act (Canada) from time to time in force.
5. Paragraphs 3, 4, and 5 are unalterable.

**BYLAWS OF**  
**TLC THE LAND CONSERVANCY OF BRITISH COLUMBIA**

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**BYLAWS OF  
TLC THE LAND CONSERVANCY OF BRITISH COLUMBIA**

**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 held once in every calendar year, not more than 15 months or less than 10 months after the adjournment of the previous Annual General Meeting;
- (b) "Bylaws" means the Bylaws of TLC The Land Conservancy of British Columbia as filed with the Registrar;
- (c) "Constitution" means the constitution of TLC The Land Conservancy of British Columbia 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) "Member" means a person who is admitted to membership in the Society pursuant to these Bylaws;
- (f) "Officers" means the Chair, Vice-Chair, Secretary, and Treasurer;
- (g) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (h) "Society Act" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (i) "Society" means TLC The Land Conservancy of British Columbia;
- (j) "Special Resolution" means a resolution passed by a majority 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.

1.02 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

1.03 In construing these Bylaws, reference shall be made to the *Society Act*, and the words and expressions used herein shall have the same meaning as used in that *Act*.

**PART 2**

**MEMBERSHIP**

2.01 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. The Society shall at all times have three or more Members.

2.02 A person may apply to the Society for membership in the Society and on acceptance by the Society 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 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 or reasons for the proposed expulsion. 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.

2.06 Fees payable by Members shall from time to time be fixed by a vote of the majority of the Board of Directors.

2.07 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.

2.08 Any Member who has not paid his annual membership fee or any other subscription or debt due and owing by him to the Society after 1 year has elapsed from the date it became due will automatically cease to be a member.

### **PART 3**

### **DIRECTORS**

3.01 The number of Directors shall be as fixed by ordinary resolution of the Members from time to time but in any event shall not be less than 3 or more than 18. All Directors must be Members in good standing of the Society.

3.02 All the Directors shall retire from office at the Annual General Meeting following their 3-year term, and their successors shall be elected by the Members in accordance with these Bylaws. A retiring Director shall be eligible for re-election provided that no Director may serve more than 3 consecutive terms. If an insufficient number of successors is elected, the person previously elected or appointed may continue to hold office.

3.03 The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.

3.04 The office of Director shall be vacated if the Director:  
(a) resigns his office by notice in writing to the Society; or  
(b) is found to be of unsound mind by a court of competent jurisdiction; or  
(c) dies or becomes otherwise incapable of acting as a Director.

3.05 If a Director ceases to hold office as described in Bylaw 3.04, the remaining Directors shall appoint a Member to take the place of the former Director. A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for reelection for a full first term that commences immediately after that meeting.

3.06 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 in office.

3.07 No rule, motion, or resolution made or passed by the Society in 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.

3.08 The Board shall appoint a Nominating Committee not later than 180 days prior to the Annual General Meeting.

3.09 The Nominating Committee shall select a slate of nominees for the office of Director and shall deliver to the head office not later than 120 days prior to the Annual General Meeting a report of its selection together with a brief profile of each nominee and confirmation of the consent of each nominee to stand for election as Director. All nominees must be Members in good standing of the Society.

3.10 Not later than 90 days prior to the Annual General Meeting, a notice of the slate of nominees selected by the Nominating Committee and their profiles shall be sent from the head office to each Member of the Society, and such notice shall include an invitation to Members of the Society to submit further nominations for Directors, to be delivered to the head office not later than 30 days from the date of such mailing. All further nominations shall be signed by at least 5 Members. The written consent of the nominee shall accompany the nomination together with an address and brief profile.

3.11 If nominations are received for no more than the number of vacancies in the Board, such nominees shall be acclaimed.

3.12 (a) If there are more nominations for the Board than the number of vacancies, not later than 45 days prior to the Annual General Meeting, each Member eligible to vote will receive by mail facsimile, electronic mail, or similar transmission:

- (i) a ballot,
- (ii) a list of nominees,
- (iii) the profiles of nominees, and
- (iv) a notice providing clear and precise instructions for casting the ballot and the return of the ballot, whether by mail, facsimile, electronic mail or similar transmission, or

via the Society's website and which will specify the day by which the ballot must be received by the Society in order for the ballot to be considered returned and to be properly cast.

(b) To be eligible to vote, a Member must have been a Member in good standing for 6 weeks prior to the sending of the ballot.

(c) To cast his ballot, each member shall mark the ballot and cause it to be delivered to the Society in the manner set out by the notice in subparagraph (a)(iv)

he ballots shall be counted and the results forthwith communicated to the nominees and to the Board.

(e) Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

(f) In the event of a tie for the final position, the election for that position will be decided by the tied candidates drawing lots.

3.13 The Directors thus elected or acclaimed pursuant to these provisions will take office at the end of the Annual General Meeting.

## **PART 4**

### **POWERS OF DIRECTORS**

4.01 The Directors may exercise all such powers and do all such acts and things as 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 a general meeting.

4.02 The Directors may appoint such committees and sub-committees from the membership from time to time as they deem necessary or desirable. Any person willing and, in the opinion of the Directors, suitable to act on such committee or sub-committee may be appointed by the Directors to such committee or sub-committee whether or not he is a Director of the Society. Every such committee or sub-committee shall be subject to the control of the Directors and shall conform to any regulations or policies that may from time to time be imposed by the Directors. The Directors may at any time dissolve the committee or sub-committee or terminate any appointment thereto. The Chair of the Society shall be an ex-officio member of all committees.

## **PART 5**

### **PROCEEDINGS OF DIRECTORS**

5.01 The Directors may meet together at the place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they think fit. A meeting of the Board of Directors may be convened at any time by the Chair or, in his

absence, by the Vice-Chair, provided that the Chair or Vice-Chair shall convene a meeting of the Board when requested to do so by any other Director. The Board must meet at least 4 times per year.

5.02 Notice of any meeting of the Board of Directors shall be communicated to each Director not less than seven (7) days (exclusive of the day on which the notice is given) before the meeting is to take place, provided that meetings of the Directors may be held at any time without formal notice if all the Directors are present or if those present and absent have waived notice or signified their consent in writing to the meeting being held in their absence.

5.03 No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of such meeting and may ratify and approve of any or all such proceedings.

5.04 Fifty percent of the Directors shall form a quorum for the transaction of business by the Board.

5.05 The Chair shall chair all meetings of the Directors, but if at any meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chair shall act as Chairman, and if neither is present, the Directors present may choose which Director will chair the meeting

5.06 No resolution proposed at a meeting of Directors need be seconded, and the Chair of any Board meeting may move or propose a resolution.

5.07 Questions arising at any meeting of the Directors shall, unless these Bylaws provide otherwise, be decided by a majority of votes, and in the case of an equal number of votes, the Chair of the meeting shall not have a second or casting vote.

5.08 A resolution in writing, signed by all the Directors, is as valid and effective as if regularly passed at a meeting of Directors duly convened and held. Such resolution may be in one or more counterparts, each signed by one or more Directors, which together shall be deemed to constitute one instrument.

5.09 A Director who may be absent temporarily from his normal residence may send or deliver a general waiver of notice, by letter, telegram, telex, cable, facsimile, electronic mail, or similar transmission, of any meeting of the Directors to the registered address of the Society. Until such waiver is withdrawn:

- (a) no notice of meetings 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.

5.10 All acts done by any meeting of the Directors or of a committee of Directors or by any persons acting as Directors shall, notwithstanding that it be afterwards discovered

that there was some defect in the appointment of any such Director or person acting as aforesaid, or they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

5.11 The Directors may make such rules, regulations, and policies for the conduct of their affairs and the affairs of the Society as they deem desirable, provided that such rules, regulations, and policies are consistent with these Bylaws or the *Society Act*.

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

5.13 A Director is prohibited from receiving remuneration for services rendered as a Director of the Society. Directors may be reimbursed for expenses incurred when engaging in duties and activities on behalf of the Society.

5.14 The Secretary shall cause the minutes of every meeting of Directors to be taken, and such minutes shall be signed by the Chair of the meeting and by the Secretary after approval at the next succeeding meeting.

5.15 A Director may attend any meeting by telephone.

5.16 A Director must attend a majority of Board meetings in each year after appointment or election. Failure to attend a majority of Board meetings, except when the absence has been approved by the Board, will result in automatic removal from office.

## **PART 6**

### **OFFICERS**

6.01 (a) The Board shall with all reasonable dispatch after each Annual General Meeting choose from amongst themselves a Chair, a Vice-Chair, a Secretary, and a Treasurer.

(b) All Officers shall hold office for a one-year term, provided each continues to be a Member of the Board during such term.

(c) Officers shall be subject to removal by the Board at any time.

(d) To be eligible for the office of Vice-Chair, Secretary, or Treasurer, a Director must have served on the Board for a minimum of 1 year.

(e) To be eligible for the office of Chair, a Director must have served as an Officer of the Board for a minimum of 2 years within the preceding 4 years.

(f) If there is no eligible Director for a position or if all eligible Directors decline that position, the Board may waive the eligibility requirements.

6.02 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-treasurer.

6.03 The Chair is the senior Officer of the Society and shall supervise the other Officers in the execution of their duties.

6.04 In the absence of the Chair or in the event of his death or inability or refusal to act, the Vice-Chair shall carry out the duties of the Chair. The Vice-Chair shall also perform such duties as from time to time may be prescribed by the Chair or by the Board of Directors.

6.05 The Secretary shall be responsible for the following;

- (a) the correspondence of the Board;
- (b) the issuing of notices of meetings of the Society and of the Board;
- (c) ensuring that minutes of every meeting of Directors are taken, are verified as accurate and are retained by the Society;
- (d) ensuring the custody of the common seal of the Society;
- (e) ensuring the register of Members is maintained as provided for by these Bylaws; and
- (f) ensuring the filing of 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*.

6.06 The Treasurer shall, with the cooperation and assistance of the Secretary, be responsible for ensuring the preparation of any financial statement of the Society required to be provided to Members prior to the Annual General Meeting. The financial statements shall include a balance sheet as of the end of each fiscal period, a statement of income and expenditures, a statement of surplus and a statement of source and application of funds, all for each fiscal period. Such statements shall, if so required by the *Society Act*, be audited and signed by the auditors.

## **PART 7**

### **GENERAL MEETINGS**

7.01 The Annual General Meeting of the Society shall 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, shall be sent by mail, facsimile, electronic mail, or similar transmission to each Member entitled to receive notice of a general meeting at the address of such Member appearing on the register of Members of the Society, not less than fourteen (14) days prior to the

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

7.05 Special business shall include all business at an extraordinary general meeting except the adoption of rules of order and all business that is transacted at an Annual General Meeting except:

- (a) the adoption of rules of order;
- (b) the consideration the financial statements of the Society;
- (c) the report of the Directors;
- (d) the reports of the Officers, if any;
- (e) the election of Directors;
- (f) the appointment of the auditor, if required; and
- (g) such other business as, under these Bylaws, may be transacted at an Annual General Meeting or any business that is brought under consideration by the report of the Directors.

7.06 The quorum for the transaction of business at a general meeting is 5 Members present in person or such greater number that the Members may determine at a general meeting. 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, the meeting shall stand adjourned for one week to the same day, hour, and place. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present shall constitute a quorum.

7.07 No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be transacted at a general meeting of the Members at a time when a quorum of Members is not present. 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.

7.08 The Chair shall preside over all general meetings of the Members as Chair, and in the absence of the Chair, the Vice-Chair shall act as Chair. In the absence of the Chair and Vice-Chair, the Members present shall by simple majority elect a Chair for the general meeting.

7.09 At any general meeting of the Members, any Member who is present in person or by proxy shall be entitled to one vote. No Member shall be entitled to more than one vote.

7.10 The order of business at all Annual General Meetings of the Society shall be as follows:

- (a) meeting called to order;
- (b) minutes of the last meeting;
- (c) business arising out of the minutes;
- (d) Chair's report;
- (e) consideration of financial statements;
- (f) Directors' reports;

(g) reports of other Officers and committees;  
(h) appointment of Directors if necessary;  
(i) appointment of auditor if necessary;  
(j) correspondence;  
(k) general business and work of the Society; and  
(l) new business,  
provided that by unanimous consent of all Members present the said order of business may be suspended or altered.

7.11 (a) All business of the Society shall be presented at any general meeting in the form of a motion or resolution. No resolution proposed at a meeting need be seconded, and the Chair of a meeting may move or propose a resolution. Following discussion of the subject matter of the motion or resolution, a vote shall be taken.

(b) Any resolution put to the vote of the meeting shall be decided on a show of hands of those entitled to vote unless a ballot is (before or on the declaration of the result of the show of hands) directed by the Chair or demanded by at least one Member or proxy holder entitled to vote who is present.

(c) Unless a ballot is so demanded and approved, a declaration by the Chair of the meeting that a resolution has, on a show of hands, been carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the resolution.

7.12 The Secretary shall cause the minutes of every meeting of Members to be taken, and such minutes shall be signed by the Chair of the meeting and by the Secretary after approval at the next succeeding meeting.

7.13 A corporation, not being a subsidiary of the Society, that is a Member may vote by its proxy holder or by its duly authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a Member.

7.14 A proxy or an instrument appointing a duly authorized representative of a corporation shall be in writing under the hand of the person making the appointment or of his attorney or, if the person making the appointment is a corporation, under the hand of the duly authorized officer or attorney of that corporation.

7.15 Any person may act as proxy holder, whether or not he is entitled on his own behalf to be present and to vote at the meeting at which he acts as proxy holder. The proxy may authorize the person appointed to act as proxy holder for the person making the appointment at the meeting specified in the proxy.

7.16 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 Chair prior to commencement of the meeting.

7.17 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.

7.18 Unless the *Society Act* or any other statute of law that 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 another form that the Directors or the Chair of the meeting shall approve:

**PROXY**

The undersigned, being a member of TLC The Land Conservancy of British Columbia, hereby appoints \_\_\_\_\_ or failing him, \_\_\_\_\_, as proxy holder 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 TLC The Land Conservancy of British Columbia to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof. Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

\_\_\_\_\_  
(Signature of Member).

7.20 Notwithstanding the Bylaws of the Society relating to resolutions by the Members, a resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a general meeting duly called and constituted, and such resolution shall be reported to and entered in the minutes of the next or some subsequent meeting of the Members.

**PART 8**

**REGISTER OF MEMBERS**

8.01 The Secretary is responsible for ensuring the Society keeps a register in which the names of the Members of the Society are registered and shall cause to be entered therein the names of the subscribers to the Constitution and Bylaws of the Society and the name of every other person who is admitted as a Member of the Society, together with the following particulars:

- (a) the full name and resident address of each Member;
- (b) the date upon which such person became a Member;
- (c) the date upon which any Member ceases to be a Member;
- (d) the class of membership, if provision is made for classes; and
- (e) such other information as may be required by the *Society Act* or the Directors.

## **PART 9**

### **REGISTER OF DIRECTORS**

9.01 The Secretary is responsible for ensuring the Society keeps a register in which the names of the Directors of the Society are registered, together with the following particulars:

- (a) the full name and resident address of each Director;
- (b) the date upon which such person became a Director;
- (c) the date upon which such Director ceases to be a Director; and
- (d) such other information as may be required by the *Society Act* or by resolution of the Directors.

## **PART 10**

### **COMMON SEAL**

10.01 The Directors may provide a common seal for the Society and the safe custody thereof. The seal shall not be affixed to any instrument except in the presence of such Officer, or Officers, or Director, or Directors as may be designated from time to time by resolution of the Directors.

## **PART 11**

### **BANKING AND FINANCES**

11.01 The Directors shall be responsible for the administration of the funds and property of the Society and shall designate the place in which the bank account of the Society may be kept. The Directors shall be entitled to appoint a trust company, authorized to carry on 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 in obtaining investments of the character authorized by the Constitution.

11.02 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 distributed in carrying out the purposes and objects of the Society. The determination of the Directors with respect to expenditures or distributions made or authorized under this Bylaw shall be final.

11.03 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 fit to or for the charitable purposes of the Society, provided, however, that 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 11.04. 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.

11.04 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.

11.05 All donations of money made to the Society shall be paid into its general account and a receipt 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.

11.06 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.

11.07 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.

11.08 The Directors shall have the power to invest the funds of the Society in 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.

11.09 In the absence of any direction by the donor of monies, it shall be deemed that all contributions are to be used for charitable purposes in accordance with these Bylaws and the Constitution of the Society.

11.10 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.

11.11 In the absence of any direction by the donor of assets other than monies, 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.

11.12 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments that in its opinion are prudent. Subject to the provisions of the *Society Act*, a Director shall not be liable for any loss that may result from any such investment.

## **PART 12**

### **AUDITOR**

12.01 At each Annual General Meeting, the Members of the Society shall appoint an auditor to hold office until the close of the next Annual General Meeting, and if at that next Annual General Meeting an appointment is not made, the auditor in office shall continue as auditor until a successor is appointed.

12.02 An auditor may be removed by ordinary resolution of the Members.

12.03 An auditor shall be promptly informed in writing of any appointment or removal.

12.04 No Director and no employee of the Society shall be an Auditor.

## **PART 13**

### **INSPECTION OF BOOKS AND RECORDS**

13.01 The books of account, records, and minutes of meetings of the Board of Directors and of the Members shall be open for the inspection of any Member at any time during normal business hours at the office of the Society, except for minutes of in camera matters dealing with confidential legal, financial, property and personnel issues.

## **PART 14**

### **NOTICE**

14.01 (a) Unless otherwise provided in these Bylaws, a notice, statement or report may be given or delivered to a Member either by delivery to him personally or by mail to him at his address appearing in the register of Members or by facsimile, electronic mail, or similar transmission.

(b) A notice sent by mail shall be deemed to have been given on the second day, Saturdays, Sundays, and holidays excepted, following that on which the notice is posted, and in proving that notice has been given, it shall be sufficient to provide that the notice was properly addressed and sent by prepaid mail from Victoria, British Columbia.

(c) A notice sent by facsimile, electronic mail, or similar transmission has been sent and received as set out in the *BC Electronic Transactions Act*.

## **PART 15**

### **LIABILITY OF MEMBERS**

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

## **PART 16**

### **LIMITATION OF LIABILITY AND INDEMNITY**

16.01 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 same shall happen by or through breach of duty or breach of trust of which he may be guilty in relation to the Society.

16.02 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 his heirs and personal representatives, in respect of any personal liability incurred by him in that capacity.

## **PART 17**

### **AMENDMENTS TO BYLAWS**

17.01 All Bylaws contained herein are 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 that is in contravention of this *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 that would cause the Society to cease to qualify as a registered charity under the *Income Tax Act*.

17.02 Subject always to compliance with Bylaw 17.01, the Bylaws may be amended only by Special Resolution of the Members of the Society at a meeting of which due notice shall have been given at least 21 days prior to the date of the meeting.

## **PART 18**

### **CHARITABLE STATUS, VOLUNTARY DONATIONS, AND BEQUESTS**

18.01 The Directors may determine to make application to the Minister of National Revenue for registration of the Society as a registered charity within the meaning of the *Income Tax Act* (Canada).

18.02 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.

18.03 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.

18.04 The Society may permit donors to establish long-term gifts, the income from which would be distributed at the discretion of the Board of Directors, unless the wishes of the donor are specified, subject in all cases to the provisions of the *Income Tax Act* (Canada).

18.05 The Board of Directors is not bound by the wishes of any donor if such wishes are, at the time of the gift or at a future time, inimical to the purposes of the Society or in contravention of any federal, provincial, or local laws.

18.06 Unless specified by a donor, 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 19**

### **STANDARDS AND PRACTICES**

19.01 The Society will always operate with the highest possible standards of ethics and integrity.

19.02 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 Bylaw 19.01.

19.03 All financial records will be available to the Members, and such information will be provided in such a format as to ensure complete and easy tracking of all income and expenditures both by source of funds, and on a project by project basis.

19.04 The Society will conform to, or exceed at all times, the Standards and Practices as developed by the Canadian Land Trust Alliance and updated from time to time.

19.05 The Board of Directors shall ensure that the Society meets these Standards and Practices by regular monitoring.

19.06 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.

## **PART 20**

### **PROTECTION OF PROPERTY**

20.01 The Directors may declare a property or an interest in land to be inalienable.

20.02 When a property or an interest in land is declared to be inalienable, the Society will take every measure possible to ensure its protection in perpetuity.

20.03 A property that has been declared inalienable shall be:

- (a) protected by a Conservation Covenant under section 219 of *The Land Title Act* (British Columbia). The Covenant shall be held by one or more organizations independent of the Society and shall, if allowed by the Registrar of Land Titles, prohibit mortgaging and restrict sale; and
- (b) protected by adequate insurance.

20.04 A property that has been declared inalienable shall not be:

- (a) mortgaged under any circumstances; or

(b) sold or transferred unless the Society is being dissolved, and then may be sold or transferred only to another society having similar purposes.

20.05 An interest in land that has been declared inalienable shall not be released or sold.

20.06 An interest in land that has been declared inalienable may be:

(a) transferred or assigned only to an organization having similar purposes to the Society, provided that the Society retains a reversionary interest in the land and such transfer is approved by a Special Resolution of the Society; or

(b) transferred or assigned only to an organization having similar purposes to the Society, without a Special Resolution of the Society and without a reversionary interest, if the Society is being dissolved.

20.07 The Society will seek to constantly improve the level of protection provided to inalienable property as new legal mechanisms become available.

20.08 The Society may not remove inalienable status once granted.

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