

**Discovery Coast Greenways Land Trust
Constitution – Update May 5, 2014**

1. The legal name of the society is ***Discovery Coast Greenways Land Trust***, commonly referred to as Greenways or GLT.

2. The purposes of Greenways is:

To restore, sustain and protect natural areas and critical habitats, particularly ecological and recreational greenways, for the benefit of our community.

To support these purposes Greenways shall:

a) COMMUNITY OUTREACH

Promote a sense of community through leading and supporting projects, events, and training that educate, inform, and inspire the public to act in a manner that demonstrates responsibility for their environment.

Form effective relationships with government, business, community organizations, and members of the public that permit Greenways to achieve its purposes.

Foster a broad dialogue on land use and development that recognizes the requirements and value of the non-human members of the biotic community. ("A thing is right when it tends to preserve the integrity, stability, and beauty of the biotic community. It is wrong when it tends otherwise." – Aldo Leopold)

b) NATURAL RESOURCE CONSERVATION

Lead and collaborate on projects that restore, sustain and protect degraded natural areas and critical habitats.

Facilitate and support research programs carried out by suitably qualified persons, and facilitate and support the gathering of data for those programs.

Support and encourage the application and use of scientific data and evidence to conservation and restoration decisions.

Adhere to the "precautionary principle" when considering any conservation and restoration projects.

Promote land uses that are compatible with sound ecological practice.

c) STEWARDSHIP RESOURCE CENTRE

Act as an umbrella organization that provides organizational and administrative assistance to groups whose purposes coincide with and further the purposes of Greenways.

Promote environmental sustainability through land trust covenants, property leases, and stewardship agreements.

Generate revenue from donations, grants, partnership funding, and business activities to advance the purposes of Greenways.

Acquire by donation, lease, or purchase: land, other property, or equipment, and hold, develop or otherwise use these resources to further the purposes of Greenways.

3. The operations of Greenways shall be located primarily in the City of Campbell River and secondarily in the outlying areas from the Oyster River in the south to the mainland in the east, to Chatham Point in the north and the headwaters of any waterways in this area to the west. This provision is alterable.
4. The purpose of the society shall be carried out without purpose of gain for its members. Profits or other accretions to the society shall be used for promoting its purposes.
5. In the event of the dissolution of the society, the assets of the society remaining after payment of all expenses, liabilities and debts shall be given to a registered, recognized charitable organization(s) promoting the same or similar purposes of this society as may be determined by the members of the society at the time of dissolution; provided that such organization is a registered charity qualifying under the provisions of the Department of National Revenue Canada.
6. Paragraphs 4, 5, 6 of the constitution are unalterable in accordance with the *Society Act*.

Constitution Definitions

Biotic community- an environment where multiple organisms live and interact with one and other.

Critical habitats- a habitat area essential to the conservation of a listed species, though the area need not actually be occupied by the species at the time it is designated (Wikipedia).

Degraded natural areas- a natural area that is no longer sustainable, having lost resources and is no longer able to support many species.

Suitably qualified persons- a person with specialized background or education that will be able to best do a task. For example an engineer or a welder is suitably qualified in their respective fields.

Precautionary principle- an action or policy has a suspected risk of causing harm to the public or to the environment, in the absence of scientific consensus that the action or policy is harmful, the burden of proof that it is *not* harmful on those taking an action. In plain English, if a product or a task is not properly researched for how it will risk people or the environment, then we will assume it is dangerous and not approach it until it is proven to be safe and risk free (Wikipedia).

Environmental sustainability- is a measure for how well an environment is able to survive with its given conditions.

Land trust covenants- A legally binding written agreement between a landholder and an authorized covenanting agency. A tool designed to permanently protect lands that have significant natural value (Nanaimo & Area Land Trust).

References:

Nanaimo & Area Land Trust. *Nanaimo & Area Land Trust Website*. Retrieved from http://www.nalt.bc.ca/index.php?p=1_20_conservation-covenants

Wikipedia, *Critical habitat*. Retrieved from http://en.wikipedia.org/wiki/Critical_habitat

Wikipedia. *Precautionary principle*. Retrieved from http://en.wikipedia.org/wiki/Precautionary_principle

Discovery Coast Greenways Land Trust

Bylaws

Part I - Interpretation

Bylaws of Discovery Coast Greenways Land Trust

Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - "directors" means the directors of the society for the time being;
 - "Society Act" or the "Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
 - "chair" means an elected director chosen by the Board of Directors to chair meetings of the directors and the society;
 - "officer" means an elected director to hold the office of President, Vice President, Secretary, or Treasurer;
 - the "area" means that area defined as the Discovery Coast Greenways Land Trust area as stated in section 3 of the constitution;
 - "term" means the time between the annual general meeting and the immediate next annual general meeting;
 - "special resolution" means a resolution requiring a majority of 75% of such voting members as are present at a general meeting;
 - "registered address" of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa and words importing a male person include a female person and vice versa.

Part 2 – Membership

- 1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2 A person may apply to the directors for membership in the society and on acceptance by the directors is a member. The person becomes a member in one of the following categories:
 - Regular member – a person of age 16 or over who has paid the membership fee or donated more than the membership fee if any;
 - Corporate member – any corporation or business having paid the corporate membership fee may be represented by a person authorized on behalf of the corporation;
 - Honourary member – any person or corporation who has donated any in-kind services to the organization.
- 3 Every member must uphold the constitution and comply with these bylaws.
- 4 Members of the society shall have the right to select a Board of Directors from among themselves in accordance with Part 5 of these bylaws. Members also have the right to participate in and take an active role in the association's activities subject to any constraints set out elsewhere in these bylaws or the Act.
- 5 The directors may determine the amount of the annual membership dues at the annual general meeting of the society. Such dues may not be changed during the membership year except in exceptional circumstances, but the directors may increase, decrease or waive membership fees for any member.
- 6 The membership year is based on the calendar year.
- 7 A person ceases to be a member and ceases to be in good standing in the society;
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her 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 12 consecutive months.
- 8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
(2) A brief statement of the reason(s) for the proposed expulsion shall accompany the notice of special resolution for expulsion.

Updated on: 10/10/13

Part 3 -- Meetings of Members

- 1 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3 The directors may, when they think fit, convene an extraordinary general meeting.
- 4 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
(2) 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.
- 5 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 -- Proceedings at General Meetings

- 1 Special business is;
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 2 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
(3) A minimum quorum is six members present, of which at least three must be directors; or a greater number that the members may determine at a general meeting.
- 3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4 Subject to bylaw 5 (Part 4), the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 5 If at a general meeting;
 - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, then members present must choose one of their number to be the chair.
- 6 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 7 (1) A resolution proposed at a meeting must be seconded, and the chair of a meeting may not move or propose a resolution.
(2) The chair of a meeting may exercise his right as a member to vote but he shall not have a second (casting) vote.

Updated on: 10/10/13

- 8 (1) A member in good standing present at a meeting of members is entitled to one vote.
 (2) Voting is by show of hands, unless the members otherwise decide.
 (3) Voting by proxy is not permitted.
- 9 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 must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

- 1 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that 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, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 2 (1) The president, vice president, secretary, treasurer and such other persons as determined by the members shall be the directors of the society.
- (2) The number of directors must be 4 or a greater number determined from time to time at a general meeting.
- (3) An officer must be a director and ceases to be an officer when he ceases to be a director.
- 3 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) A retiring director may seek re-election.
 Amended on June 4, 2004 to read: A retiring director may seek re-election, to a maximum of six consecutive terms.
- (3) Separate elections must be held for each office to be filled.
- (4) An election may be by acclamation, otherwise it must be by ballot; other election procedures at the annual general meeting shall be determined by the members present.
- (5) A director must be a member of the society in good standing.
- (6) To be eligible for election as a director, the member must have been a member for not less than 2 consecutive months immediately preceding the election.
- (7) Unless otherwise provided by the members present at the annual general meeting, the officers shall be elected by the directors at the first meeting of the directors following the annual general meeting and in the manner approved by the directors.
- (8) Officers shall serve for one term, upon election.
- (9) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 4 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- (3) The directors may at any time appoint a director to fill any officer vacancy.
- (4) An officer so appointed shall serve the unexpired term of the officer he is replacing.
- (5) If the directors are unable to appoint directors to vacancies on the Board, they shall call a general meeting of members to elect a director(s) and/or officer(s) to complete the unexpired term.
- 5 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 6 The members may, by special resolution, remove a director, before the expiration of their term of office, and may elect a successor to complete the term of office.
- 7 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- 8 No director may be an employee of the society.

Updated on: 10/10/13

Part 6 – Proceedings of Directors

- 1 (1) The directors shall meet regularly at times and places they think fit to conduct business; such times and places will be announced to the members.
- (2) All meetings shall be open to members in good standing and staffs except that such bodies may meet in private to discuss sensitive issues.
- (3) The directors may adjourn and otherwise regulate their meetings and proceedings, as they see fit. Provided all votes are taken in open session.
- (4) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting the directors present may choose another member to be the chair at that meeting.
- (5) A director may at any time, and the secretary / treasurer, on the request of a director, must, convene a meeting of the directors.
- 2 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director(s) as they think fit and may name the committee.
- (2) A committee will include at least one director unless a general meeting decides otherwise.
- (3) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- (4) Subject to directions of the directors, the committee shall determine its own procedure.
- (5) The members of a committee may meet and adjourn, as they think proper.
- (6) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the director(s) present who is a member of the committee must choose another member to be the chair of the meeting.
- 3 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, facsimile, email, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 4 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes unless otherwise determined by the Board of Directors.
- (2) In the case of a tie vote, the chair does not have a second or casting vote but if he has not previously voted he may cast the deciding vote. In the case of a tie vote the motion shall be declared lost.
- (3) A resolution proposed at a meeting of directors or committee of directors must be seconded, and the chair of a meeting may not move or propose a resolution.
- (4) 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.
- 5 Every member has a right to inspect the minutes of directors, committee and general meetings; account books; general correspondence and registers as required by the Act at all reasonable times on application to the appropriate officer, provided that such inspection shall not include confidential matters relating to any individual's financial transactions.

Part 7 – Duties of Officers

- 1 (1) The president presides at all meetings of the society and of the directors, unless the members or directors otherwise decide.
- (2) The president is the chief executive officer of the society.
- 2 The vice president must carry out the duties of the president during the president's absence, unless the members or directors otherwise decide.
- 3 The secretary shall do the following:
 - (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;

Updated on: 10/10/13

- (f) Maintain the register of members.

4 The treasurer shall

- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
 - (b) render financial statements to the directors, members and others when required.
- 5
- (1) One person who is to be known as the secretary- treasurer may hold the offices of secretary and treasurer.
 - (2) If a secretary- treasurer holds office, the total number of directors must not be less than 4 or the greater number that may have been determined under bylaw Part 5 Section 2(2).
 - (3) Other officers, if any, shall perform such duties as the members decide.
 - (4) The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.
- 6 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Seal

- 1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 2 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Borrowing

- 1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 2 A debenture must not be issued without the authorization of a special resolution.
- 3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

- 1 This part applies only if the society is required or has resolved to have an auditor.
- 2 The first auditor shall be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 3 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 4 An auditor may be removed by ordinary resolution.
- 5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 6 A director or employee of the society must not be its auditor.
- 7 The auditor may attend general meetings.

Part 11 -- Notices to Members

- 1 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 3
 - (1) Notice of a general meeting must be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
 - (2) No other person is entitled to receive a notice of a general meeting, unless otherwise decided by the directors.

Part 12 – Bylaws

- 1 On being admitted to membership, each member is entitled to, and the society shall give the member without charge, a copy of the constitution and bylaws of the society.
- 2 These bylaws must not be altered or added to except by special resolution.

Updated on: 10/10/13