

Proposed Revisions to Bylaws of the Mayne Island Conservancy Society

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New Version

<i>Part 1 - Interpretation</i>	<i>Part 1- Interpretation</i>
<p>1) In these by-laws, unless the context otherwise requires,</p> <ul style="list-style-type: none">(a) “Society Act” and “Act” mean the Society Act of the Province of British Columbia from time to time in force and all amendments to it;(b) The definitions of the Society Act on the date these by-laws become effective apply to these by-laws.	<p>1. In these bylaws, unless the context otherwise requires,</p> <ul style="list-style-type: none">(a) “Societies Act” and “Act” mean the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;(b) The definitions of the Societies Act which came into effect on November 29, 2016 or later apply to these by-laws.(c) “Conservancy” means the Mayne Island Conservancy Society. <p>2. The operations of the Society shall be carried on primarily in the Province of British Columbia. [transferred from Constitution as required by the Act]</p> <ul style="list-style-type: none">(a) Section 2 was previously unalterable. <p>3. The purposes of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. [transferred from Constitution as required by the Act]</p> <ul style="list-style-type: none">(a) Section 3 was previously unalterable.
<p>2) Words importing the singular include the plural and vice versa; and words importing a person include a corporation and vice versa.</p>	<p>4. Words importing the singular include the plural and vice versa; and words importing a person include a corporation and vice versa.</p>
<p>3) Unless the context otherwise requires:</p> <ul style="list-style-type: none">(a) “address” or “registered address” means the address used in reports required by the Society Act;(b) “directors” means the incumbent directors of the Society;(c) “special resolution” means a resolution requiring a majority of 75% of such voting members as are present at a general meeting.	<p>5. Unless the context otherwise requires:</p> <ul style="list-style-type: none">(a) “address” or “registered address” means the address used in reports required by the Societies Act;(b) “directors” means the incumbent directors of the Society;(c) “special resolution” means a resolution requiring a majority of 75% of such voting members as are present at a general meeting.

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<i>Part 2 - Membership</i>	<i>Part 2 - Membership</i>
<p>4) A person may, on payment of the prescribed fee, become a member in one of the following categories:</p> <ul style="list-style-type: none">(a) Regular member: - a person who has paid the membership fee or donated more than the membership fee if any; and such regular member shall be entitled to vote;(b) Corporate member: - any corporation or business may be represented by a person authorised on behalf of the corporation who shall be entitled to vote;(c) Life member: - a person who donates ONE THOUSAND DOLLARS (\$1000) or more to the Society; and such life member shall be entitled to vote and have other rights as in the category in which they would otherwise fall. <p>8) The membership year shall be the calendar year but a member shall remain in good standing until the Annual General Meeting following the end of the calendar year.</p> <p>7) The directors may determine the membership dues, if any, and such dues may not be changed during the membership year except in exceptional circumstances.</p>	<p>6. On payment of the prescribed fee, a person may become a member in one of the following categories:</p> <ul style="list-style-type: none">(a) Regular member: - a person who has paid the membership fee, and such regular member shall be entitled to vote;(b) Corporate member: - any corporation or business may be represented by a person authorized on behalf of the corporation who shall be entitled to vote. <p>9. The membership year shall be the calendar year but a member shall remain in good standing until the annual general meeting following the end of the calendar year.</p> <ul style="list-style-type: none">(a) A membership taken out during the last two months of the calendar year will take immediate effect and also be applied to the following membership year. <p>10. The members may determine the membership dues at the annual general meeting and such dues may not be changed during the membership year except in exceptional circumstances.</p>
<p style="text-align: center;"><i>Part 3 - Meetings of Members</i></p> <p>16) The annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last annual general meeting.</p>	<p style="text-align: center;"><i>Part 3 - Meetings of Members</i></p> <p>18. The annual general meeting shall be held at least once every calendar year and not more than 18 months after holding the last annual general meeting. [change in Act]</p>

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<i>Part 4 - Proceedings at General Meetings</i>	<i>Part 4 - Proceedings at General Meetings</i>
17) Special business....	19. (c) Special business requires a special resolution which requires a 75% majority vote of members present. [added sub-section]
18) (b) Voting members present must outnumber directors present.	20.(b) Voting members present, other than directors, must outnumber directors present.
19) If within 30 minutes after the time appointed for a members' meeting a quorum is not present, the meeting shall 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.	21. If within 30 minutes after the time appointed for a members' meeting, a quorum is not present: (a) the meeting shall stand adjourned until the same day of another week within the next month; and (b) members, and most particularly members at the adjourned meeting, shall be advised of the new date, time and place of the subsequent meeting. (c) If at the reconvened meeting, a quorum is not present within 30 minutes of the appointed time for the meeting, the members present, including directors, shall constitute a quorum.
20) Subject to section 21 below, the chairman of the Society, the vice-chairman, or in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.	22. Subject to section 23 below, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.
21) 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 other directors present are unwilling to act as chairperson, then the members present shall choose one of their number to be chairperson.	23. 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 other directors present are unwilling to act as chairperson, then the members present shall choose one of their number to be chairperson.
23) (a) A resolution proposed at a meeting must be seconded and the chairperson of a meeting may not move or second a resolution.	25. (a) A resolution proposed at a meeting must be seconded and the chairperson of a meeting may move or second a resolution. [change in Act]

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Part 5 - Directors and Officers

- 26) (a) The directors may exercise all such powers and do all such things as the Society may exercise and do, and which are **not** by these by-laws or statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of;
- (i) all laws affecting the Society;
 - (ii) these by-laws; and
 - (iii) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- 27) (a) There shall be seven directors elected by the members or **such greater number as determined by the members.**
- (b) **The chairperson**, the vice-**chairperson**, secretary, treasurer and such other persons as determined by the members shall be the officers of the Society.
- 28) (a) The **chairperson** of the board shall appoint a nominating committee to prepare a slate of candidates for election to vacant directors' positions at the annual general meeting.
- (b) Directors shall be elected at the annual general meeting **for one term of two years**; but to ensure continuity on the board, half the directors will be elected in alternate years.
- (c) To ensure continuity on the board, half the directors will be elected in alternate years.

Part 6- Proceedings of Directors

- 34) (a) The directors shall hold regularly scheduled meetings at times and

Part 5 - Directors and Officers

28. [Remove the word '**not**'.]
29. (a) There shall be seven directors elected by the members **or such greater number not to exceed 12** as determined by the members.
- (b) The **president**, the vice-**president**, secretary, treasurer and such other persons as determined by the members shall be the officers of the Society.
30. (a) The **board** shall appoint a nominating committee to prepare a slate of candidates for election to vacant directors' positions at the annual general meeting.
- (b) **Nominations shall close 48 hours before the annual general meeting.**
- (c) Directors shall be elected at the annual general meeting for **one term of one or two years.**
- (d) To ensure continuity on the board, half the directors will be elected in alternate years.
- [lettering made to conform with additional sub-section]

Part 6- Proceedings of Directors

36. (a) The directors shall hold regularly scheduled meetings at times and

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places it specifies for the dispatch of business, and **such times and places will be announced to the members.**

37) 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 *Society 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.**

[new section]

38) A resolution in writing, signed by all the directors and placed within the minutes of the directors_ is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

39) (a) The **chairperson** shall preside at all meetings of the Society and of the directors, unless the members or directors otherwise decide.

(b) The **chairperson** is the chief executive officer of the Society.

places it specifies for the dispatch of business, and such times and places will be **posted on the Conservancy website.**

39. 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 *Societies Act* at all reasonable times on application to the appropriate officer, provided that such inspection shall not include confidential matters **as specified in section 40 below.**

40. **A meeting of directors may be closed to other members and to the public (held 'in camera') when discussion will be limited to:**

- (a) **personal information about an identifiable individual who holds or is being considered for a position as an officer, employee or agent of the Society or another position appointed by the Society , or**
- (b) **any other individual whose reasonable right to privacy would be breached by divulgence of the discussion;**
- (c) **labour relations or other employee relations;**
- (d) **the acquisition or disposition of land or improvements, if the board considers that disclosure could reasonably be expected to be detrimental to the interests of the Society or to a landowner; or**
- (e) **the consideration of information received and held in confidence relating to negotiations between the Conservancy and any other party, including but not limited to individuals, governments and businesses.**

41. A resolution in writing, signed by all the directors and placed within the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

42. (a) The **president** shall preside at all meetings of the Society and of the directors, unless the members or directors otherwise decide.

(b) The **president** is the chief executive officer of the Society.

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40) The vice-chairperson shall carry out the duties of the chairperson during the absence of the chairperson.

43) (c) The directors or members may add additional duties to any director or officer or transfer duties among directors or officer.

Part 10 - Auditor

50) This part applies only where the Society is required or has resolved to have an auditor.

51) An auditor may be removed by ordinary resolution.

52) An auditor shall be informed forthwith in writing of appointment or removal.

53) No director and no employee of the Society shall be auditor.

54) The auditor may attend general meetings.

Part 8 - Seal

45) The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

46) The common seal shall be affixed only when 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 the secretary or chairperson and secretary-treasurer.

Part 9- Borrowing

48) No debentures shall be issued without the sanction of a special resolution under section 17 (a) at a general meeting.

[17) Special business is:

(a) all business of an extraordinary general meeting except the adoption of the rules of order....]

43. The vice-president shall carry out the duties of the chairperson during the absence of the chairperson.

46. (c) The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.

Part 8- Auditor

57. This part applies only where the Society is required or has resolved to have an auditor or a Review Engagement Report.

(a) An auditor shall be informed forthwith in writing of appointment or removal.

(b) An auditor may be removed by ordinary resolution.

(c) No director and no employee of the Society shall be auditor.

(d) The auditor may attend general meetings.

Seal

[delete]

Part 9- Borrowing

50. No debentures shall be issued without the sanction of a special resolution under section 19 (a) at a general meeting which requires a 75% majority vote.

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<p style="text-align: center;"><i>Part 11 - Notice to Members</i></p> <p>55) A notice may be given to a member, either personally, or by postal or electronic mail, or by public notice in the <i>Mayneliner Magazine</i>.</p> <p>56) (a) Notice of a general meeting shall be given to:</p> <ul style="list-style-type: none">(i) every member shown on the register of members on the day notice is given; and(ii) the auditor, if part 10 applies. [delete]	<p>registered charity recognized by the Department of National Revenue, Taxation, as qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect and, when applicable, be in conformity with the requirements of section 501(c) (3) of the Internal Revenue Code of 195(c) of the United States of America, or such provisions now in effect or subsequently amended.</p> <p>[This section is transferred from the Constitution without amendment as required by the Act. In future it will be amendable.]</p> <p style="text-align: center;"><i>Part 12 - Notice to Members</i></p> <p>58. A notice may be given to a member, either personally, or by postal or electronic mail, or by public notice in the <i>MayneLiner Magazine</i> and /or on the Society's website.</p> <p>59. Notice of a general meeting shall be given to every member shown on the register of members at least two weeks before the meeting is to be held.</p> <p>[NB. All numeration will be adjusted.]</p>
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