

ELK VALLEY REGIONAL LAND TRUST

CONSTITUTION AND BYLAWS

(Draft 2022)

CONSTITUTION

1. The name of the society is the Elk Valley Regional Land Trust Society.

2. The purposes of the Society are:

- to conserve and protect the environment for the benefit of the public by acquiring and managing property in Elk Valley, British Columbia through the establishment of a conservation covenant designed to conserve, convey protect and rehabilitate ecosystems and the environment
- to protect the environment and provide a public amenity by developing and maintaining land in Elk Valley, British Columbia, to be used by the public for recreational purposes such as walking/hiking, trails ,mountain biking, snowmobiling, and skiing, and traditional uses.
- to undertake activities ancillary and incidental to the furtherance of the above charitable purposes.

BYLAWS

PART 1

INTERPRETATION

1.1 In these Bylaws:

(a) "Act" means the Societies Act of British Columbia as amended from time to time;

(b) "Board" means the directors of the Society;

(c) "Bylaws" means these bylaws as altered from time to time;

(d) "conservation group" means a non-profit Society incorporated under the Act committed to the long-term protection of natural heritage.

(d) "Land Trust" means a non-profit Society incorporated under the Act committed to the long-term protection of natural heritage.

(e) Legacy Board Member means a person who was a Board Member on September 1, 2022

(e) "user group" means a non-profit Society incorporated under the Act which is intended to promote the interests of recreational users of the forests and rivers of the Elk Valley.

1.2 The definitions in the Act apply to these bylaws.

ELK VALLEY REGIONAL LAND TRUST

CONSTITUTION AND BYLAWS

(Draft 2022)

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2

MEMBERSHIP

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.2 The Society is intended to comprise, but is not limited to, representatives of conservation organizations and user groups, as well a local and regional governments, including bands within the Ktunaxa Nation as well as the Nation itself

2.3 Every member must uphold the constitution of the Society and must comply with these bylaws.

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

2.5 The Board may establish categories of membership which may be either voting or non-voting.

2.6 A voting member must be a Legacy Board Member, or a representative nominated by a conservation group, user group, regional government, local government, or the Ktunaxa Nation or a band thereof.

2.7 All voting members are members of the Board.

PART 3

GENERAL MEETINGS OF MEMBERS

3.1 A general meeting must be held at the time and place the Board determines.

3.2 At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special

ELK VALLEY REGIONAL LAND TRUST

CONSTITUTION AND BYLAWS

(Draft 2022)

resolution.

3.3 A notice of a general meeting must be provided to each member at least seven days before the meeting by email to their last known email address and state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or if that individual is unable to preside as the chair, one of the other directors present at the meeting.

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum

3.7 A quorum for the transaction of business at a general meeting is 4 members or 10% of voting members, whichever is greater.

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

ELK VALLEY REGIONAL LAND TRUST

CONSTITUTION AND BYLAWS

(Draft 2022)

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements
  - (j) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (iii) elect or appoint directors,
- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

3.13 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.

3.14 A voting member in good standing present at a meeting of members is entitled to one vote.

3.15 Voting is by name, as recorded by the chair.

3.16 A member may vote by signed proxy if the proxy is proved to the chair prior to the vote being cast.

3.17 A general meeting may be conducted in whole or in part electronically, employing a technology such as Zoom, Microsoft Meetings or like platform that facilitates instantaneous oral and visual communication.

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

ELK VALLEY REGIONAL LAND TRUST

CONSTITUTION AND BYLAWS

(Draft 2022)

DIRECTORS

- 4.1 The Society must have no fewer than 5 directors.
- 4.2 The directors shall serve a 2 year term. No director may serve more than 3 consecutive terms, exclusive of any period before September 1, 2022. At the first annual general meeting on or after November 1, 2022, 1/2 of the directors will be elected for a 2 year term and the remaining 1/2 will be elected for a 1 year term.
- 4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 4.4 The Board may, at any time, appoint a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.6 Directors must retire from office at each general meeting which coincides with the end of the term they were elected for.
- 4.7 Directors must be members in good standing of the society.
- 4.8 All directors shall be elected in a single ballot.
- 4.9 An election may be by acclamation; otherwise, it shall be by ballot.
- 4.10 If no successor is elected and the result leaves less than 5 directors, the person previously elected or appointed continues to hold office.
- 4.11 The Board may appoint an Executive Director who shall have all of the rights, privileges, responsibilities and immunities of a Director.

PART 5

DIRECTORS' MEETINGS

- 5.1 A directors' meeting may be called by the President or by any 2 other directors.
- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the nonreceipt of a notice by a director, does not invalidate proceedings at the meeting.
- 5.4 The directors may regulate their meetings and proceedings as they think fit.

ELK VALLEY REGIONAL LAND TRUST

CONSTITUTION AND BYLAWS

(Draft 2022)

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

5.6 A director may vote by proxy if the signed proxy is proved to the chair prior to the vote being cast;

5.7 A Board meeting may be conducted electronically employing a technology such as Zoom, Microsoft Meetings or like platform that facilitates instantaneous oral and visual communication.

PART 6

BOARD POSITIONS

6.1 The directors must elect one of their numbers to be President, Vice President, Secretary and Treasurer respectively.

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

6.3 The President is responsible for supervising the other directors in the execution of their duties.

6.4 The Vice-President is responsible for carrying out the duties of the President if the President is unable to act.

6.5 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

6.6 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

6.7 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;

ELK VALLEY REGIONAL LAND TRUST

CONSTITUTION AND BYLAWS

(Draft 2022)

(d) making the Society's filings respecting taxes.

PART 7

REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

7.1 These Bylaws do not permit the Society to pay to a Director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

7.2 Signing Officers shall be the Executive Director and at least two to a maximum of four board Members one of whom must be Treasurer.

PART 8

BORROWING

8.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, 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.

8.2 A debenture must not be issued, nor may any property of the Society be mortgaged or similarly encumbered without the authorization of a special resolution.

8.3 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 9

GENERAL

9.1 Each and every Bylaw contained herein is subject to the provisions of the Income Tax Act (Canada) and amendments thereto. The Board or the Members must not cause the Society to do anything which is in contravention of the Income Tax Act and must not cause the Society to do any act or thing which would cause the Society to cease to qualify as a registered charity under the Income Tax Act.

9.2 The activities of the Society must be carried on without purpose of personal gain for its members and any income, profits or other accretions to the Society must be used in promoting the purposes of the Society.

9.3 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

ELK VALLEY REGIONAL LAND TRUST

CONSTITUTION AND BYLAWS

(Draft 2022)

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. This provision was previously unalterable.

PART 10

LIMITATION OF LIABILITY AND INDEMNITY

10.1 Subject to the 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.

10.2 The Board 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 in that capacity.

PART 11

STANDARDS AND PRACTICES

11.1 The Society will always operate with the highest possible standard of ethics and integrity.

11.2 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.

11.3 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.

11.4 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

ELK VALLEY REGIONAL LAND TRUST

CONSTITUTION AND BYLAWS

(Draft 2022)

SIGNED

---

Steve Kelly. President

---

Pam Rannelli. Secretary

END Document