

# Gabriola Land and Trails Trust (GaLTT)

## Constitution and By-laws

### CONSTITUTION:

1. The name of the society is "GABRIOLA LAND and TRAILS TRUST".
2. The purpose of the Gabriola Land and Trails Trust is to secure, develop and sustain a network of parkland and trails on Gabriola Island for the benefit of the public, and to preserve sites of environmental, historical, and social importance.

### BYLAWS: as amended at GaLTT's AGM on February 2, 2021

*Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.*

### PART 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
  - **"director"** includes a trustee, officer, member of an executive committee and a person occupying any such position by whatever name;
  - **"honorary member"** means any such person deemed by a majority vote of the directors to become a member without annual membership fee.
  - **"member"** means
    - (a) an applicant for incorporation of a society who has not ceased to be a member, and
    - (b) every other person who becomes and remains a member in accordance with the bylaws;
  - **"ordinary resolution"** means
    - (a) a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person or, if proxies are allowed, by proxy,
    - (b) a resolution that has been submitted to the members of a society and consented to in writing by 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the society
  - **"special resolution"** means
    - (a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote in person or, if proxies are allowed, by proxy (i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or (ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,
    - (b) a resolution consented to in writing by every member of a society who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the society,
- (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 a corporation.

## PART 2—Memberships

1. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
2. A person may apply to the Society to become a member, and upon fulfillment of the membership requirements will become a member in one of the following categories:
  - (1) Regular Members: Those persons, who have made application to the Board of Directors for admission to membership, have been accepted by the Board and have paid the prescribed membership fee. They will have full voting rights.
  - (2) Corporate members: Corporate and unincorporated groups shall be eligible for membership only after passing a resolution by their group declaring their support for the purposes of the Society. A single representative for each such group shall have full voting rights.
  - (3) Honorary Members: These members include those persons who have rendered extraordinary service to the Society, or those who act in an advisory/and/or consultative capacity to the voting membership, or who may have been sitting and voting on committees and subcommittees struck by the Society, and who have been offered honorary membership by the Board and who have accepted such offer.
3. The Board of Directors may strike a Membership Committee but one or more members of this Committee must be a member of the Board of Directors. The Board of Directors may increase, decrease or waive membership fees for any member.
4. Members of this Society will have the right to select a Board of Directors from among themselves in accordance with Part 5 of the Bylaws; and they also have the right to participate in all meetings of the Society. It is the right of members to take an active and critical role in the Society's governing and administration.
5. Every member of this Society will be expected to uphold the constitution and comply with the bylaws.
6. A person shall cease to be a member of the society
  - (1) By delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
  - (2) On his death or in the case of a corporation on dissolution;
  - (3) On being expelled; or
  - (4) On having been a member not in good standing for 6 consecutive months.
7.
  - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (3) 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.
8. 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 is not in good standing and loses the rights and privileges of being a member in good standing after six months.

## PART 3—Meetings of members

1. General meetings of the society shall be held at the time and place that the directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting (EGM).
3. The directors may, when they think fit, convene an extraordinary general meeting.
4. An extraordinary general meeting may also be convened by (a) any three directors, notwithstanding the decision of the majority of directors, or (b) upon petition for a meeting to the Board signed by one-tenth (10%) of the membership.
5. The following shall apply to all general meetings (including extraordinary general meetings) of the society:
  - (1) Notice shall be given in accordance with section 60 of the Society Act to all members shown on the register of members on the day notice is given.
  - (2) Additionally, two weeks' notice of a general meeting shall be given by placing an advertisement, notice, or news item in a Gabriola newspaper and by posting one notice in a public place on Gabriola.
  - (3) Notice of a meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.
  - (4) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
6. The first annual general meeting of the society shall be held not more than 3 months after the date of incorporation and after that an annual general meeting shall 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:
  - (1) All business at an extraordinary general meeting except the adopting of rules of order; and
  - (2) All business transacted at an annual general meeting, except,
    - (a) the adoption of rules of order;
    - (b) the consideration of the financial statements;
    - (c) the report of the directors;
    - (d) the election of directors and officers;
    - (e) the appointment of the auditor, if required; and
    - (f) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
2. Except for Special Resolutions proposed by the Board of Directors, no Special Resolutions will be considered or voted on at a General Meeting of the Society unless a copy of that Special Resolution, in writing, has been deposited at the registered office of the Society, not less than 45 days before the General Meeting at which it is proposed to be considered, with a request that the Special Resolution be considered at the General Meeting signed by one tenth (10%) of the membership, to a maximum of 25 members.
3. Quorums:
  - (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
4. 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, it shall stand

adjourned to the time and place agreed upon by the majority of the Directors, 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.

5. Subject to bylaw 4.5, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting
6. If at a general meeting
  - (1) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting;
  - (2) the president and all the other directors are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
7. Adjournment
  - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
8. Resolutions:
  - (1) Resolutions proposed at a meeting that are approved by consensus do not need to be seconded.
  - (2) The chairman of a meeting may move or propose a resolution.
  - (3) In case of an equality of votes the chairman 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.
9. Voting:
  - (1) A member in good standing present at a meeting of members is entitled to one vote.
  - (2) Voting will usually be conducted by a show of hands, unless a ballot vote is requested.
10. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.
11. Honorary Members cannot vote at General Meetings of the Society, although they may attend meetings and speak at the discretion of the Chair.

## PART 5—Election of directors

1. The Directors will be responsible for carrying on the day-to-day business of the Society, and may exercise such powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting, but subject, nevertheless, to:
  - (1) laws affecting the Society;
  - (2) these Bylaws, and;
  - (3) operating policies, not being inconsistent with these Bylaws, which are approved from time to time by the Society in General Meetings.
2. The number of directors shall be determined from time to time at an Annual General Meeting. The number of directors shall not be less than five (5) with a maximum of fifteen (15).
3. All directors other than the director appointed pursuant to paragraph 4 below shall be elected at a general meeting. At the first annual general meeting one of the directors or if there is an odd number of directors one half of the directors plus one shall be elected for a one-year term and the other directors shall be elected for a two-year term. At subsequent annual meetings directors shall be elected for a two-year term unless the director is being elected to replace a director who has resigned before the completion of his term in which case the director shall be elected to complete the term of the resigning director.

4. (1) The directors may at any time and from time to time appoint a voting member in good standing as a director to fill a vacancy or to increase the Board of Directors up to the maximum number as determined by the Annual General Meeting.  
(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society but is eligible for re-election at the meeting.
5. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.  
(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
6. A director shall cease to hold office if he or she fails to attend at three consecutive meetings without reasonable excuse.
7. The general membership may, by Special Resolution, remove a Director or Officer before the expiration of their term of Directorship or Office, and may elect a successor to complete the term of Directorship of Office. A person's removal from Office does not necessarily mean removal from Directorship, unless so specified.

## PART 6—Directors and officers

1. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
  - (1) All laws affecting the society;
  - (2) These bylaws; and
  - (3) Rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
2. No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
3. (1) At the first meeting of the directors after the Annual General Meeting, the directors shall appoint or elect such officers as they deem appropriate, which officers shall include a president, vice president, secretary and a treasurer.  
(2) The president, vice president, secretary, treasurer and any other person appointed/elected an officer shall be the directors of the society.  
(3) Separate appointments/elections shall be held for each office to be filled.  
(4) An election may be by acclamation; otherwise, it shall be by ballot.  
(5) If no successor is elected the person previously elected or appointed continues to hold office.
4. In accordance with Article 7 of the Constitution no director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

## PART 7—Proceedings of directors

1. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, provided that the directors shall meet no fewer than ten times in each and every calendar year.  
(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.  
(3) The president shall be chairman 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 vice president shall act as chairman; but if neither is present the directors present may choose one of their numbers to be chairman at that meeting.  
(4) Any director may at any time convene a meeting of the directors.

2. Decisions made by a meeting of the Directors will be decided by a majority of votes (50% plus one) of those directors present.
3. Meetings of the Board of Directors, of its Officers and committees will be open to attendance by any member of the Society in good standing, except that, in unusual circumstances such bodies may convene in private session (in camera) for discussion and decision-making about sensitive issues pertaining to legal, labour or land issues: but the outcome of such in camera meetings will always be made available to the general membership after the meeting is adjourned.
4. Business of the Society shall be duly recorded in minutes and the minutes will be open to inspection by the general membership upon request. Every member has a right to inspect these minutes at reasonable times, along with the account books, general correspondence and registers as required in the Bylaws of the Society Act.
5. (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.  
(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
6. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting
7. The members of a committee or subcommittee may meet and adjourn as they think proper.
8. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
9. 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, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - (1) No notice of meetings of directors shall be sent to that director;
  - (2) Any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.
10. (1) Decisions made by a meeting of the directors and or a committee will be decided by a majority of votes (50% plus one) of those present.  
(2) In case of an equality of votes the chairman does not have a second or casting vote.
11. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
12. 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.

## **PART 8—Duties of officers**

1. The Officers will be elected from among the Directors at the first Board Meeting after the Annual General Meeting of the Society.
2. (1) The president shall preside at all meetings of the society and of the directors.  
(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
3. The vice president shall carry out the duties of the president during his absence.
4. The secretary shall:
  - (1) Conduct the correspondence of the society;
  - (2) Issue notices of meetings of the society and directors;

- (3) Keep minutes of all meetings of the society and directors;
  - (4) Have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (5) Have custody of the common seal of the society; and
  - (6) Render financial statements to the directors, members and others when required.
5. The treasurer shall:
    - (1) Keep the financial records, including books of account, necessary to comply with the Society Act;
    - (2) Render financial statements to the directors, members and other when required.
  6. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
    - (2) When a secretary treasurer holds office the total number of directors shall not be less than five (5) or the greater number that may have been determined pursuant to bylaw 5.2.
  7. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
  8. The offices of Secretary and Treasurer may be held by one person, who will then be known as the Secretary-Treasurer.

## PART 9—Sale of land

1. Where, in the opinion of the Board of Directors, it is in the best interest of the Society to sell land, the proposed sale will require a Special Resolution adopted by a General Meeting of the Society, and the notice given to members regarding such meeting will describe the land to be sold, and will give the reasons for recommending that such land be sold.
2. Without restricting the power given in paragraph 9.1, the Board of Directors and the membership will bear in mind that Society land under use in accordance with the principles and objectives of the Constitution or under lease or land use contracts, should not be sold; and that, in general, Society land will not be sold, except under extraordinary circumstances and conditions.
3. (*New clause requested by Canadian Ecological Gifts Program and approved by members at the AGM, February 4, 2013*) Further to the protection in perpetuity of Ecological Gifts, all such properties would be disposed to eligible Ecological Gifts Program recipients, before or separate from any payments of the organization's debts.

## PART 10—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 the foregoing, by the issue of debentures.
2. No debenture will be issued without the sanction 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 11—Auditor

1. This Part applies only where the society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
3. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected, or his successor is elected, at the next annual general meeting.
4. An auditor may be removed by ordinary resolution.
5. An auditor shall be promptly informed in writing of appointment or removal.
6. No director and no employee of the society shall be auditor.
7. The auditor may attend general meetings.

## PART 12—Notices to members

1. A notice may be given to a member, either personally or by mail to him at his registered address.
2. A notice sent by mail will be deemed to have been received on the seventh day following that on which the notice was posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put into a Canada Post receptacle. A notice sent by fax or email will be deemed to have been received on the same day, unless there is an electronic notice stating that the message could not be sent.
3. Notice of a General Meeting will be given to:
  - (1) every member shown on the record of members in good standing on the day notice is given, and
  - (2) the Auditor, if Part 11 applies.
4. No other person is required to receive a notice of a General Meeting

## PART 13—Bylaws

1. On being admitted to membership, each member is entitled to, upon written request, and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
2. These bylaws shall not be altered or added to except by special resolution.
3. To achieve the purpose the Gabriola Land and Trails Trust will:
  - a. (*Amended at the AGM February 2, 2021;*) Plan, develop, maintain, conserve, and promote a sustainable network of trails that provide routes to connect and explore island neighbourhoods, parks, shore accesses and services, and engage and educate to encourage the responsible use of them.
  - b. Promote the preservation of representative examples of gulf island ecosystems and landforms by working with interested landowners and community groups to provide options and solutions;
  - c. Promote the conservation of sites of particular historical or social interest by working with interested landowners and community groups to provide options and solutions;
  - d. 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 Gabriola Land and Trail Trust board of directors, appear to contribute to the Gabriola Land and Trails Trust's general purposes and which, to the best extent possible, represents the variety of natural occurring habitat on Gabriola Island;
  - e. Raise money, acquire funds and other assistance necessary to own, acquire and take by purchase, donations, devise or otherwise, land or personal property and expend, sell, exchange, mortgage, lease, let, improve or develop same for the purposes of the Gabriola Land and Trails Trust;
  - f. Work closely with the community, First Nations, the Regional District of Nanaimo, the Islands Trust, and other land trusts and conservation groups to acquire, develop, and sustain such properties as meet the general purposes of the Gabriola Land and Trails Trust and support the objectives and policies of the Gabriola Island Official Community Plan;
  - g. Inform and educate the community about use and management of public lands for recreation and conservation;
  - h. Undertake everything necessary to promote and attain Gabriola Land and Trail Trust's purposes and periodically re-assess these purposes.
4. This is a non-profit, non-political, non-religious and non-discriminatory organization. This provision was previously unalterable.
5. The operations of the Society are to be carried on in the Province of British Columbia, chiefly in and around Gabriola and any other island in the Gabriola Island Trust zone. This provision was previously unalterable.
6. In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a municipal corporation which includes Gabriola or, if such fails to exist at the time of winding up, a recognized charitable organization on

Gabriola which has in its purposes the provision of a parks or recreational activity on Gabriola. This provision was previously unalterable.

7. Any income received by the Society will be applied in the furtherance of its objectives and for no other purpose, and specifically that such income or any surplus shall not be made available to members. This provision was previously unalterable.
8. No director of the Society shall be remunerated for being or acting as a director but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision was previously unalterable.