

## HABITAT CONSERVATION TRUST FOUNDATION

S-52018

### CONSTITUTION

1. The name of the society is Habitat Conservation Trust Foundation (the “Society”).
2. The purposes of the Society are:
  1. To act as trustee of the Habitat Conservation Trust, and to use the property of that trust solely for the purposes of:
    - a) the conservation or enhancement of biological diversity, fish, fish habitat, wildlife, or wildlife habitat,
    - b) the acquisition and management of land for the conservation or enhancement of a population of a species of fish or wildlife and its habitat,
    - c) the furthering, stimulation and encouragement of knowledge and awareness of fish or wildlife and their habitat, or of the existence and purpose of the Society, by way of promotional, educational or other materials, goods, programs or services, and
    - d) making grants to other charitable organizations, and engaging agents, partners and contractors, so as to accomplish the foregoing purposes
  2. To in furtherance of the purposes set out above:
    - a) co-operate with governments and with other registered charities,
    - b) solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, or otherwise, sell and convert property, both real and personal, into cash, and use the funds of the Society and the proceeds, income, and rents derived from any property of the Society,
    - c) purchase, lease, sell or hold such property, equipment and materials as are deemed necessary, and
    - d) do all such other things as may be necessary or conducive to the attainment of those purposes.

In accordance with sections 190 and 191 of the Societies Act, the Society is not a member-funded society.

### BYLAWS

#### *Part 1 - Interpretation*

- 1.1 In the constitution and the bylaws:
  - a) “Act” means the Societies Act, and “Regulations” means any regulations enacted pursuant to the Act,
  - b) “AGM” means an annual general meeting,
  - c) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body,
  - d) “British Columbia” means the Province of British Columbia,
  - e) “director” means a director of the Society,

- f) “Habitat Conservation Trust” means the trust established pursuant to Part 3 of the Wildlife Act,
- g) “general meeting” includes an AGM and a special general meeting,
- h) “member” means a member of the Society,
- i) “Minister” means that minister of British Columbia responsible for administration of Part 3 of the Wildlife Act,
- j) “registered address” means a member’s address as recorded in the register of members,
- k) “Society” means Habitat Conservation Trust Foundation,
- l) “Wildlife Act” means the Wildlife Act of British Columbia,
- m) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
- n) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- o) the singular includes the plural and vice versa, and
- p) persons include corporations and associations.

**1.2** 1) The definitions in the Act apply to the bylaws.

2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

**1.3** The Society must on request provide a member a copy of the current constitution and bylaws, without charge.

**1.4** Except where otherwise required, the constitution and bylaws can only be altered by special resolution. This bylaw can only be amended by a resolution consented to in writing by every member.

**1.5** The Society must not distribute any of its money or other property except as permitted by the Act.

**1.6** The activities and purposes of the Society must be carried on without purpose of gain for its members, and any income, profits, or other accretions to the Society must be used to further its purposes. No part of the income of the Society can be payable to or otherwise available for the personal benefit of any proprietor, member, shareholder, trustee, or settler of the Society. This provision was previously unalterable.

**1.7** In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, must be given to organizations which are designated by the members of the Society at the time of winding-up or dissolution and which

- a) are registered charities as described in the Income Tax Act (Canada),
- b) have purposes similar to those of the Society,
- c) primarily operate in British Columbia, and
- d) agree in writing that the assets must only be used in British Columbia.

This provision was previously unalterable.

**1.8** The Society must not alter bylaw 1.6 or 1.7 unless the Society has first obtained the written consent of that Minister of the Province of British Columbia responsible for administration of Part 3 of the Wildlife Act.

### ***Part 2 - Membership***

- 2.1**
- 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with the bylaws and who, in either case, have not ceased to be members.
  - 2) Every director is a member.
  - 3) A person becomes a member on being appointed as a director pursuant to Part 6.
  - 4) A member ceases to be in good standing upon ceasing to be a director pursuant to Part 6, and immediately thereafter ceases to be a member.
  - 5) No membership dues or other fees are payable by members.
  - 6) Membership is not transferable.
  - 7) A member cannot be expelled.

This provision can only be amended by a resolution consented to in writing by every member.

- 2.2** Every member and director must comply with
- a) the Act,
  - b) the bylaws,
  - c) any rules, regulations and policies made by the Society, and
  - d) any rules of order governing the conduct of general meetings and of meetings of the Board.

**2.3** Upon becoming a member, a person must provide the Society with the member's full name, address, telephone numbers, e-mail address, and such other information as the Society may require.

- 2.4** A member ceases to be a member on:
- a) the end of the member's term as a director,
  - b) delivering a written resignation to the Society, or
  - c) death.

### ***Part 3 - Meetings of Members***

- 3.1**
- 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.
  - 2) An AGM must be held in every calendar year.
  - 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2**
- 1) The Board may when it thinks fit convene a special general meeting.
  - 2) The members may requisition a general meeting pursuant to section 75 of the Act.

#### ***Part 4 - Notice to Members***

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting,
  - b) include the text of any special resolution to be proposed at the meeting,
  - c) 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, and
  - d) be sent to all members not fewer than seven days but not greater than 60 days before the meeting.
- 2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.
- 4.2** 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 any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4** 1) A notice sent by mail from the Society's office is deemed to have been received two days after being mailed.
- 2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5** A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, or telephone number.

#### ***Part 5 - Proceedings at General Meetings***

- 5.1** 1) The business at an AGM is to:
- a) elect a chair, if required,
  - b) determine that there is quorum,
  - c) adopt rules of order,
  - d) approve the agenda,
  - e) review the minutes of the last AGM and any intervening general meetings,
  - f) consider the report of the Board on its activities and decisions since the last AGM,
  - g) receive the financial statements for the previous financial year, and the auditor's report on them,
  - h) appoint an auditor, if any,
  - i) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,

- j) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
    - k) new business, if any,
    - l) adjourn.
  - 2) The business at a special general meeting is limited to:
    - a) adopting rules of order,
    - b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
    - c) that determined by the Board pursuant to bylaw 3.2.
- 5.2**
- 1) Quorum at a general meeting is a majority of the members present at all times, but never fewer than six.
  - 2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting unless a quorum of voting members is present.
  - 3) 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.
  - 4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. The Society is not obligated to take any action to facilitate the use of any communications medium at a general meeting.
- 5.3** 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 a requisition of members, the meeting is terminated, and
  - b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.
- 5.4**
- 1) A general meeting can only be adjourned by ordinary resolution.
  - 2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - 3) When a general meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as for the original meeting.
  - 4) 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.
- 5.5**
- 1) The Chair must chair each general meeting.
  - 2) If the Chair is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, a Vice-Chair chosen by the members who are present must be chair.

- 3) If neither the Chair nor the Vice-Chair is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the members present may elect an individual who is present to act as chair.
- 5.6** 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member. In such case, a second vote must be held, by ballot. If there is then still an equality of votes, the matter must be determined by toss of coin or other random means.
- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7** 1) Each member who is in good standing and present has the right to one vote at a general meeting.
- 2) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must pursuant to the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.
- 3) Voting must be by show of hands, except when a secret ballot is required by:
- a) the bylaws or Act,
  - b) ruling of the chair, or
  - c) ordinary resolution, voting on which must be by show of hands.
- 4) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
- 5) All members have the right to notice of, to attend and to speak at general meetings.
- 6) Proxy voting is prohibited.
- 5.8** Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Bourinot's Rules of Order must be used.

### ***Part 6 – Board of Directors***

- 6.1** Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.
- 6.2** 1) A director must, when exercising the powers and performing the functions of a director:
- a) act honestly and in good faith with a view to the best interests of the Society,
  - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
  - c) act in accordance with the Act and Regulations, and
  - d) subject to paragraphs (a) to (c), act in accordance with the bylaws.
- 2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.
- 3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

- 4) Nothing in a contract or the bylaws relieves a director from
  - a) the duty to act in accordance with this Act and the Regulations, or
  - b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

**6.3** 1) One director must be appointed in writing by each of the Guide Outfitters Association of British Columbia and the British Columbia Trappers Association.

2) Two directors must be appointed in writing by each of the British Columbia Wildlife Federation and the Minister. One of the directors appointed by the British Columbia Wildlife Federation must have demonstrated experience and skills in fisheries management, and one must have demonstrated experience and skills in wildlife management.

3) Not fewer than four and not more than seven additional directors must be appointed by the directors appointed pursuant to bylaws 6.3 (1) and (2). Each of those directors must have skills, experience, education that are relevant and of value to the Society.

4) A director appointed pursuant to bylaw 6.3 (1) or 6.3 (2) has a normal term of office of three years.

5) A director appointed pursuant to bylaw 6.3 (3) has a normal term of office of not greater than three years.

6) If a director ceases to be a director before the end of that director's normal term of office, a person may be appointed to replace that director for the balance of the term, in the same manner in which the director who is being replaced was appointed.

7) A director who has been a director for nine consecutive years commencing on any date on or after September 2018 immediately ceases to be a director, and must not be elected or appointed as a director for two years. This bylaw does not apply to those directors appointed by the Minister.

8) A director must:

- a) be qualified to be a director pursuant to section 44 of the Act, and
- b) consent to the nomination, in writing or in person.

This provision can only be amended by a resolution that is consented to in writing by every member.

**6.4** A director ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-appointed,
- b) the director's appointment being revoked in writing,
- c) resigning in writing,
- d) death,
- e) bylaw 6.3 (7) or bylaw 6.7 applying,
- f) becoming unable to perform the duties of a director, or
- g) failing to attend three consecutive meetings of the Board without the consent of the Board, which consent must not be unreasonably withheld.

This provision can only be amended by a resolution that is consented to in writing by every member.

**6.5** 1) The appointment of a director pursuant to bylaw 6.3 (1) or 6.3 (2) may be revoked in writing at any time by the person that appointed the director.

2) The appointment of a director pursuant to bylaw 6.3 (3) can only be revoked by unanimous resolution of the directors appointed pursuant to bylaws 6.3 (1) and 6.3 (2).

This provision can only be amended by a resolution that is consented to in writing by every member.

**6.6** No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.3.

**6.7** 1) The members may, by special resolution of which all the members except the member who is the subject of the resolution are in favour, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

2) The Society must give reasonable written notice to the Minister of a special resolution to remove a director appointed by the Minister pursuant to bylaw 6.3 (2).

Bylaw 6.7 can only be amended by a resolution that is consented to in writing by every member.

**6.8** 1) A director may be:

- a) reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society, and
- b) paid a reasonable amount for services performed for the Society, including attending meetings.

2) A director who is appointed by the Minister must not be paid any amount pursuant to bylaw 6.8 (1)(b).

**6.9** The Society must indemnify a director or former director as permitted by the Act.

**6.10** A director may be remunerated by the Society pursuant to a contract of employment or contract for services, other than remuneration for being a director, but such a contract must be approved by resolution of the Board.

**6.11** A director and a senior manager must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.

**6.12** A director must not be an employee or contractor of the Society for a period of one year after ceasing to be a director, except as authorized by resolution of the Board.

### ***Part 7 - Proceedings of the Board***

**7.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.

3) A meeting of the Board may be called by:

- a) the Chair, or
- b) any three directors, or



c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

5) The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.

**7.2** When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

**7.3** A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

a) no notice of meetings of the Board need be sent to that director, and

b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

**7.4** 1) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

2) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.

3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member. In such case, a second vote must be held, by ballot. If there is then still an equality of votes, the matter must be determined by toss of coin or other random means.

**7.5** A resolution in writing signed by 75% of the directors is as valid and effective as if regularly passed at a meeting of the Board.

**7.6** 1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee. The members of each committee must include one or more directors.

2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.

3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

**7.7** Subject to the Act and the bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Bourinot's Rules of Order must be used.

### ***Part 8 – Officers***

**8.1** 1) The Board must at its first meeting following the AGM elect from amongst the directors a Chair and two Vice-Chairs.

2) The Board must elect a Secretary and a Treasurer from amongst the directors, or appoint or employ a person to carry out the duties of the Secretary and Treasurer.

3) The offices of Secretary and Treasurer may be combined in one officer, the Secretary-Treasurer.

4) The elected officers are the Chairs, the Vice-Chairs, and the Secretary and Treasurer if they are directors.

5) The Board may:

- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
- b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

6) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director,
- b) being dismissed, or
- c) resigning in writing.

**8.2** The Chair:

- a) must supervise the other officers in the execution of their duties,
- b) must chair all meetings of the Board and all general meetings, and
- c) has the powers and duties generally pertaining to the office of Chair, subject to resolution of the Board.

**8.3** In the absence or inability of the Chair, a Vice-Chair chosen by the Board must perform the duties of the Chair.

**8.4** The Secretary is responsible for doing, or making the necessary arrangements for:

- a) issuing notices and taking minutes of general meetings and Board meetings,
- b) keeping the records and documents of the Society in accordance with the Act, including the register of members,
- c) conducting the correspondence of the Society, and
- d) filing the annual report and making any other filings with the Registrar pursuant to the Act.

**8.5** 1) In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.

2) The Board may delegate performance of some or all of the duties of the Secretary and Treasurer to an employee.

**8.6** The Treasurer is responsible for doing, or making the necessary arrangements for:

- a) receiving and banking all monies received by the Society,
- b) keeping accounting records in respect of the Society's financial transactions,
- c) preparing the Society's financial statements, and
- d) making the Society's filings with respect to taxes.

**8.7** 1) The Board may appoint a Chief Executive Officer, and determine the remuneration and terms and conditions of employment of that person.

2) The Chief Executive Officer:

- a) must be qualified pursuant to section 44 of the Act,

- b) is an appointed officer and a senior manager within the meaning of the Act,
- c) reports to the Board, and
- d) may receive notice of, attend, and speak at, but not vote at, Board meetings.

### ***Part 9 – Borrowing and Investment***

**9.1** The Society may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.

**9.2** 1) The Society must not borrow against, mortgage, pledge the credit of, or issue a debenture against the Habitat Conservation Trust or any property of that Trust, except as authorized by Part 3 of the Wildlife Act.

2) The property and assets of the Habitat Conservation Trust must be kept distinct from the other property and assets of the Society, and accounted for separately in all financial statements.

This provision can only be amended by a resolution that is consented to in writing by every member.

**9.3** The Board must only invest the funds of the Society as permitted pursuant to the provisions of the Trustee Act respecting the investment of trust property by a trustee.

**9.4** 1) A member may without charge inspect a record that the Society is required to keep pursuant to section 20 of the Act.

2) The Board may by resolution restrict the members' rights to inspect the register of members, pursuant to section 25 of the Act.

3) A director may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.

4) A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.

**9.5** The Board must determine, by resolution, the:

- a) financial year of the Society, and
- b) signing officers of the Society, and their authority.

### ***Part 10 – Auditor***

**10.1** The Society must, within six months after the end of each fiscal year:

a) prepare, in accordance with generally accepted accounting principles, financial statements, and have those financial statements audited, and

b) publish a copy of those statements and of the annual report filed pursuant to the Act in a manner that can reasonably be expected to bring them to the attention of the public.

**10.2** At each AGM the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.

**10.3** An auditor may be removed by ordinary resolution.

**10.4** An auditor must be promptly informed in writing of appointment or removal.

**10.5** A director or employee must not be auditor.

**106** The auditor may attend general meetings.

**10.7** The Board must fill all vacancies arising in the office of auditor between AGMs.