

# SUNSHINE COAST TRAILS SOCIETY

## CONSTITUTION AND BYLAWS



Lone Owl Lake, Secret Cove Section, Suncoaster Trail ~ 23 January 2011.

Changes needed Add under Part 1 — Interpretation	
“Corporate” means membership based organization and clubs “Associate “ means an individual	
Recommend that no other changes are needed	

# Form 2

## The Sunshine Coast Trails Society

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### Society Act

### Constitution

1. **THE NAME** of the society is Sunshine Coast Trails Society.
2. **THE PURPOSE OF THE SOCIETY IS** to develop and manage a sustainable multi-use trail network for the Lower Sunshine Coast in the Province of British Columbia for educational, recreational, economic, and environmental benefit to the public, and to do so collaboratively through community partnerships.
3. **ON DISSOLUTION** of Sunshine Coast Trails Society and after payment of all debts and liabilities, the members shall distribute the remaining assets of the Society to one or more BC organizations with similar purposes pursuant to regulations of the Income Tax Act.
4. **PROFITS:** Any profits or other accretions to the Sunshine Coast Trails Society shall be used for promoting its mission and goals.
5. Clauses 3, 4 and 5 **are unalterable**.
6. For greater clarity in the interpretation of clause 3, if at the time of dissolution the Society is a registered charity under the *Income Tax Act*, all remaining assets will be given to a qualified donee described in subsection 149.1 (1) of the *Income Tax Act*."

### Schedule B

# SOCIETY ACT

## Bylaws of the Sunshine Coast Trails Society

### Part 1 — Interpretation

1. In these bylaws, unless the context otherwise requires:

**"directors"** means the directors of the society for the time being;

**"Society Act"** means the *Society Act* of British Columbia from time to time in force and all amendments to it;

**"registered address"** of a member means the member's address as recorded in the register of members;

**"the Society"** means the Sunshine Coast Trails Society;

**"the executive"** refers to those persons elected or appointed by, and answerable to, the directors for the purpose of administering or managing the conduct of specific functions on behalf of the Society, including the President, Vice-President, Secretary, Treasurer, a General Manager (if appointed), and the Chairs of all committees established by the directors;

**"member"** means a member in good standing under these Bylaws, or an associate or honorary member;

“persons” includes incorporated bodies

**“Corporate”** means membership based organization and clubs

**“Associate “** means an individual

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 — Membership

3. 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.

4. (1) A membership based organization may apply to the directors for membership in the society and on acceptance by the directors is a member.

(2) An incorporated organization may be a member (referred to as a “corporate member”).

(3) Application for membership must be made in a manner decided by the directors.

(4) The directors may approve or refuse an application for membership, and may declare a membership effective from the date on which a person authorized by the Society received the annual dues from the prospective member, rather than the date on which the directors approved the membership.

(5) The directors may approve an application for membership as an associate member, may confer an honorary membership, and may specify the period of time for which an associate or honorary membership is effective.

(6) Associate and honorary members are entitled to receive all materials and notices sent to members, and to participate in discussion at general meetings, but are not entitled to vote.

5. Every member must uphold the constitution and comply with these bylaws.

6. (1) The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

(2) If the members in general meeting have not determined the amount of membership dues under Bylaw 6, the directors must do so. The amounts set by the directors remain in effect only until the next general meeting of the members.

(3) The amount of dues for individual members, corporate members, and members who also belong to a corporate member, may differ.

(4) Where a membership takes effect on or prior to June 30, the annual dues paid apply to the period of time from the date the membership took effect until December 31 of the same year. Where a membership takes effect after June 30, the annual dues paid apply to the period of time from the date the membership took effect until December 31 of the following year. A member is in good standing during that time.

7. A person ceases to be a member of 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) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 — Meetings of Members**

10. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12. The directors may, when they think fit, convene an extraordinary general meeting.

13. (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.

(3) The directors must give the members 14 clear days notice of all general meetings, and of continued meetings to which Bylaw 20 (2) applies.

(4) Persons who became members at least 30 days before the date of the meeting are entitled to receive notice of the meeting.

14. 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**

15. 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.

16. (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 quorum is 5 members present or a greater number that the members may determine at a general meeting.

17. 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.

18. Subject to bylaw 19, 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.

19. 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,

the members present must choose one of their number to be the chair.

20. (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 ten (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.

21. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

22. (1) Persons who became members at least 30 days before the date of the meeting, and are in good standing except associate and honorary members, are entitled to vote.

(2) Every member present and entitled to vote has one vote on each matter voted upon.

(3) Proxy voting is not allowed.

(4) The members may decide the procedure for voting. If the members do not decide otherwise, voting must be by show of hands.

23. 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**

24. (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.

25. (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

(2) To qualify for election or appointment as a director, an individual must be a member in good standing of the Society, other than an associate or honorary member.

26. (1) The directors must retire from office at each annual general meeting when their successors are elected.

(2) Separate elections must be held for each office to be filled.

(3) An election may be by acclamation, otherwise it must be by ballot.

(4) All members in good standing 30 days prior to the distribution of ballots, other than associate or honorary members, may vote for directors.

(5) If a successor is not elected, the person previously elected or appointed continues to hold office.

27. (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.

28. (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.

29. (1) The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

(2) A director ceases to hold office if the director is absent from three regular directors' meetings in one year without the consent of the directors.

30. A director must not receive remuneration for carrying out the duties of office, but is entitled to reasonable expenses related to carrying out those duties.

## **Part 6 — Proceedings of Directors**

31. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) Directors may participate in a meeting by electronic means. Each participant taking part in this way must be able to communicate with all the others, and is deemed to be present at the meeting.

(3) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(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 vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(5) The president, a director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) 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.

33. 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



directors present who are members of the committee must choose one of their number to be the chair of the meeting.

34. (1) The members of a committee may meet and adjourn as they think proper.

(2) The directors may appoint other persons to function as part of the executive, and may set their powers and duties, and their remuneration, if any.

35. 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.

36. 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,

(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.

37. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

38. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

39. A resolution approved in writing by at least 2/3 of the directors is as valid as if it had been passed at a directors' meeting. Approval may be by facsimile, electronic mail, or similar method, provided that it is recorded and verifiable.

## **Part 7 — Duties of Officers**

40. (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

41. The vice president must carry out the duties of the president during the president's absence.

42. The secretary must 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;

(f) maintain the register of members.

43. The treasurer must

(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.

44. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).

45. 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**

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47. 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**

48. 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.

49. A debenture must not be issued without the authorization of a special resolution.

50. (1) The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

(2) The directors may deposit or invest the funds of the Society in such manner and on such terms as they deem to be in the best interests of the Society.

## **Part 10 — Auditor**

51. This Part applies only if the society is required or has resolved to have an auditor.

52. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

53. 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.

54. An auditor may be removed by ordinary resolution.

55. An auditor must be promptly informed in writing of the auditor's appointment or removal.
56. A director or employee of the society must not be its auditor.
57. The auditor may attend general meetings.

## **Part 11 — Notices to Members**

58. A notice may be given to a member, either personally or by mail to the member at the member's registered address, or by any other method permitted by the Act.
59. 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.
60. (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.

## **Part 12 – Dispute Resolution**

61. This Part applies to a dispute arising out of the affairs of the Society that involves a member, a director, a candidate, the Society, or any combination of them, including a dispute under the Bylaws. It does not apply to a dispute between the Society and an employee, contractor or supplier.
62. A person claiming that a dispute has arisen must, within 60 days of the date when the circumstances giving rise to the dispute were known to that person, give written notice of the dispute to the Society, and provide the Society with a written summary of the dispute and the remedy sought.
63. On receiving written notice under Bylaw (number for the previous Bylaw), the Society must within 60 days provide to a person claiming a dispute a written statement of its position on the dispute.
64. The parties to a dispute may agree to resolve it through informal dispute resolution, mediation, a form of arbitration agreed to by the parties, or any other appropriate process.
65. If the parties cannot agree on a method of dispute resolution, the dispute must be resolved by arbitration, using a panel of three disinterested volunteers, and following good arbitration practice.
66. The result of a dispute resolution process under Bylaws 64 and 65 is final.

## **Part 13 — Bylaws**

67. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

68. These bylaws must not be altered or added to except by special resolution.

Dated May 22<sup>nd</sup> 2009

WITNESS(ES)	APPLICANTS FOR INCORPORATION
Glenn Kerr 1380 Marlene Road Roberts Creek, BC, V0N 2W2	1. Caroline Depatie 3022 Lower Road, PO Box 225 Roberts Creek, BC, V0N 2W0
	2. Alexander GW Jenkins 6457 Jasper Road Sechelt, BC V0N 3A7
	3. Peter Alexander Leverman 5237 Radcliffe Road Sechelt, BC, V0N 3A2
	4. David R. Marquis 5083 Bay Road Sechelt, BC, V0N 3A2
	5. Trevor Bradley Proctor 6243 Baillie Road Sechelt, BC, V0N 3A0