

Amending PINA's Constitution and Bylaws

ISSUE

British Columbia has a new Societies Act (the Act). To comply with the new Act, PINA's constitution and bylaws must be amended and filed with the Registrar of Companies by November 2018.

DETAILS

Current Constitution and Bylaws

The current constitution and bylaws were written in 1973 and last amended in 2012 (see attachment 1 – green pages).

PINA Constitution

The Act requires all societies to have a constitution that consists of only its name and purposes. PINA's constitution includes bylaws; therefore, we must remove the "constitution" sections, and without making any changes to the wording, file a new constitution document with the Registrar of Companies.

PINA Bylaws

Once the constitution sections are removed, we must review and amend the remaining bylaws to ensure they comply with the Act. We may also make other changes that seem necessary or appropriate. The amended bylaws must then be filed with the Registrar of Companies.

To assist societies, the government passed a regulation under the Act that includes "model bylaws" that can be fully adopted or used in part. The Act and the model bylaws have helped PINA's directors to identify many amendments that will improve the current bylaws. Many changes are needed simply because the current document is over 40 years old and uses out-of-date language and concepts.

Objectives

In amending our bylaws, the objectives are as follows:

- Update language and terminology to be modern,
- Clarify conflicting language to reduce confusion,
- Simplify language and document flow to improve ease of use,
- Update concepts to reflect modern organizational practice, and
- Align with the Act.

Process

The process that guided most of the bylaw review was to take each section of the current bylaws and do one of five things:

1. Match the old wording to the model bylaws and adopt the model wording,
2. Match the old wording to the model bylaws and develop modern wording that better suits our needs,
3. Where we have a section that has no match in the model bylaws, assess whether the section is needed; if so, develop wording to capture the concept, otherwise remove the section,

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4. Where the model bylaws have a section that existing bylaws do not cover, adopt the model wording, or
5. Where there was a concept that the directors wished to include in the new bylaws that was neither in the existing bylaws nor in the model bylaws, research and draft new language.

By following this process to achieve the stated objectives, all the necessary components of the bylaws have either been addressed in new language or been removed because they are no longer needed.

Summary of Proposed Bylaw Changes

The resulting changes are so extensive that it is impractical to identify each individual change. Aside from language changes, the more substantive changes are highlighted in the following table (presented in roughly the same order that they appear in the current bylaws):

Current Bylaws	Proposed Bylaws
On winding up of the society, the net assets are to be donated to a charity.	A process has been introduced for members to approve the charity that would receive the net assets.
General meetings may be convened anywhere in British Columbia.	General meetings must be held in Nanaimo to maximize the number of members that can easily attend meetings.
Quorum for an annual general meeting or another general meeting is nine (9) voting members, of which up to four (4) may be represented by proxy.	Quorum is increased to twenty (20) voting members, of which up to five (5) may be represented by proxy; this ensures a majority are non-directors, and that a small group cannot dictate society operations.
No reference to First Nations.	In keeping with modern practice, a requirement has been added to commence meetings with an acknowledgement that we are meeting on the traditional territory of the Snuneymuxw First Nation.
A new board of directors must meet within seven (7) days of the annual general meeting.	The timeframe for the first directors' meeting has been extended to fourteen (14) days.
Some of the roles of the president, vice-president, secretary, and treasurer are quite specific, and in their specificity, some important tasks are missing or have become outdated.	The roles have been expressed in more generic, principle-based language, ensuring good practice, but also allowing for changes over time to meet emerging governance approaches.
The appointment of an auditor is mandatory and a full, attest audit must be conducted annually. (NB. there is no evidence that an auditor has ever been appointed to undertake the necessary work.)	The appointment of an auditor is optional, leaving room for other forms of review and financial assurance to be obtained as needed. (NB. The society could not afford a full, attest audit under the current bylaws; lower-cost options to obtain reasonable assurance on behalf of members are possible with the new wording.)
Bylaws may be amended by a vote of seventy-five (75) percent of the members present at a general meeting.	The threshold for passing a special resolution has been reduced (as per the new Societies Act) to two-thirds (2/3) of members present.

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<p>Many specific items are unclear, contradictory, or out-of-date.</p>	<p>Examples of areas that have been addressed include:</p> <ul style="list-style-type: none">• Various meeting notice requirements have been simplified to require 30-day’s notice for both annual general meetings and all other general meetings,• References to how notices must be delivered (e.g., telegraph) have been removed,• Archaic legal language that was confusing or mis-used has been removed (e.g., ex-officio),• Use of a corporate seal has been removed,• Signing authorities have been simplified and clarified, and• The use of masculine pronouns has been eliminated.
<p>Some important areas that ought to be included in the bylaws, were not.</p>	<p>Examples of areas that have been added to the bylaws include:</p> <ul style="list-style-type: none">• PINA must comply with the Societies Act, and if there is a conflict between the Act and the bylaws, the Act will prevail,• A definition section is provided at the beginning to ensure clarity throughout the bylaws,• All sections have been numbered for easier reference, and• The fiduciary and duty of care responsibility of all directors has been documented.

Members can review and assess specific changes by examining the documents that are attached.

DIRECTORS’ RECOMMENDATIONS

PINA’s directors recommend that the old bylaws be rescinded, the existing Constitution be retained in a new constitution document that complies with the Act, and a new set of bylaws be adopted in place of the current bylaws. This can be accomplished by passing the two attached extraordinary resolutions:

Attachment 2 – pink pages: A Resolution to Replace the Existing PINA Constitution with a New PINA Constitution in Compliance with the Societies Act of British Columbia.

Attachment 3 – white pages: A Resolution to Replace the Existing PINA Bylaws with New PINA Bylaws in Compliance with the Societies Act of British Columbia.

To be successful, each of these extraordinary resolutions requires assent of seventy-five (75) percent of PINA members in good standing who are present in person or by proxy at the Annual General Meeting.

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Attachment 1

Current PINA Constitution and Bylaws

“SOCIETIES ACT”

REVISED STATUTES OF BRITISH COLUMBIA 1960
CHAPTER 362, AND AMENDMENTS THERETO

THE PROTECTION ISLAND NEIGHBOURHOOD ASSOCIATION

CONSTITUTION

1. The name of the Society is THE PROTECTION ISLAND NEIGHBOURHOOD ASSOCIATION.
2. The objects of the Society are:
 - a. To secure improvements in the best interest of the property owners and residents on Protection Island;
 - b. To promote and develop the welfare of the residents as well as the welfare of the ratepayers of the community;
 - c. To own, operate and maintain buildings and property for the betterment of the community.
3. The operations of the Society are to be carried on, on Douglas Island, otherwise known as Protection Island, Province of British Columbia.

BY-LAWS

1. **Membership:** The members of the Society are the subscribers of the Constitution and By-Laws, and include all other persons who agree to become members.

Membership in the Society shall be opened to those persons owning property situated on Protection Island and to those persons residing on Protection Island provided that their residence on Protection Island is their legal residence on the date of their membership in the Society.

A member shall be deemed to be in good standing when he has paid his current annual membership fee.

2. **Membership Dues:** There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an Annual or Special General Meeting.

That upon the dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.

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3. **Termination of Membership:** Members cease to be members upon ceasing to own property or upon ceasing to reside on Protection Island; and cease to be members thirty (30) days after due date for the payment of dues.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

In case of resignation a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Society prior to acceptance of his resignation.

4. **Meetings:** The annual general meeting of the Society shall be held in the City of Nanaimo, British Columbia, once in each calendar year.

Other meetings of the members, whether general or special, may be convened by order of the directors for any time and at any place in British Columbia.

Notice of the time and place of every meeting and the general nature of the business to be transacted shall be given to each member by sending the notice by prepaid post thirty (30) days before the time fixed for the holding of such meeting. Subject to the provisions of the Society Act a meeting of the members, either annual, general or special may be held at any time and place in British Columbia, without such notice. A member may be represented by proxy at any annual, general or special meeting of members. To be valid a proxy designation must be in writing and in a form acceptable, from time to time, to the directors. No public notice or advertisement of any annual general meeting, general meeting or special meeting of the Society shall be required.

At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remunerations of the auditors shall be fixed. Except where the Societies Act otherwise provides or the law otherwise requires, the members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The directors or the president or the vice-president shall have power to call at any time a special meeting of the Society. No public notice or advertisement of any annual general meeting, general meeting or special meeting of the Society, shall be required.

When under the provisions of these by-laws of the Society, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or public letterbox, in a post-paid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Society. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger.

No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purposes of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Society.

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A quorum for the transaction of business at any meeting of members shall consist of not less than nine (9) members present in person or represented by proxy provided that in no case can any meeting be held unless there are five (5) members present in person.

Any meetings of the Society or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

Each member in good standing shall be entitled to one (1) vote on each question arising at any meeting of the Society. Corporations may vote through a fully authorized proxy.

5. **Officers of the Society:** The affairs of the Society shall be managed by a board of nine (9) directors, each of whom at the time of his election and throughout his term of office shall be a member of the Society. At the first annual meeting one-third of the directors will be elected for a three-year term, one-third for a two-year term and one-third for a one-year term, and thereafter, upon each set of one-third of the board being elected, the directors shall hold office for a three-year term. The election made shall be by ballot. The members of the Society may, by special resolution passed by seventy-five (75) percent of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director for just cause before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

Directors' meetings may be held at such times and at such places as the directors may from time to time determine, provided that the directors shall convene a meeting of the directors at least once in each calendar quarter. A meeting of the directors may be convened, by the president or any four (4) directors at any time. Notice of such meetings shall be communicated to each director not less than two (2) days (exclusive of the day on which the notice is communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided that meetings of the directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any director. A majority of the directors shall form a quorum for the transaction of business. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairman, in addition to his original vote, shall have a second or casting vote. In the event that a director is absent for three (3) consecutive board of director meetings without demonstrating good cause; the board of directors may, by a majority vote, declare this position vacant. The board of directors shall by appointment, fill the vacancy until the next annual general meeting.

There shall be a president, vice-president, a secretary and a treasurer and such other officers as the board of directors may determine from time to time. One person may hold more than one office except the offices of president and vice-president, and no person shall hold the office of president for more than two consecutive terms. The president and vice-president shall be elected by the board of directors from among their numbers at the first meeting of the board, which shall be held within the seven (7) days following the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until

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their successors are elected. The other officers of the Society need not be members of the board and the employment of all officers shall be settled from time to time by the board.

The president shall preside at all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall preside, but if neither is present the directors present may choose one of their number to preside at the meeting. The president shall also be charged with the general management and supervision of the affairs and operations of the Society. The president with the secretary or other officer appointed by the board for the purpose shall sign all resolutions and membership certificates. During the absence or inability of the president, his duties and powers may be exercised by the vice-president, and if the vice-president, or such other director as the board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto.

The treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Society under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as treasurer, and of the financial position of the Society. He shall also perform such other duties as may from time to time be determined by the board of directors.

The secretary shall be ex-officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by either the president or vice-president and by the secretary, and the secretary shall affix the seal of the Society to such instruments as require the same. Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the president, vice-president, treasurer or by any person authorized by the board. The president, vice-president, the directors, secretary or treasurer, or any one of them or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Society in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Society transfers or shares, bonds or other securities from time to time transferred to the Society, and may affix the common seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the common seal any and all instruments in writing necessary or proper for such purposes, including the appointments of an attorney or attorneys to make or accept transfers of shares, bonds or other

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securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, and particular instrument, contract or obligations of the Society may or shall be executed.

All cheques, bills of exchange or other orders for the payment of money, noted or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

6. **Borrowing:** The directors may borrow, or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit, and, in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property both real and personal of the Society; provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by seventy-five (75) percent of the members of the Society present and entitled to vote at a regular or special meeting, and provided each member of the Society shall be given thirty (30) days' notice of the meeting and of the proposed scheme to raise or secure monies to be voted on at the meeting.
7. **Audits of Accounts:** The first auditor of the Society shall be appointed by the directors and not less than one month before the date of the first annual general meeting, and any auditor so appointed shall hold office until the first annual general meeting unless previously removed by resolution, in which case the members shall at the time when the resolution is passed appoint another auditor. The members shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting. If an appointment of auditors is not made at an annual general meeting, or the annual general meeting is not held, the directors may appoint an auditor of the Society for the current fiscal year, and fix the remuneration to be paid to him by the Society for his services. The directors may fill any casual vacancy in the office of auditor, but while any such vacancy continues, the surviving or continuing auditor or auditors (if any) may act. The remuneration of the auditors of the Society shall be fixed by resolution of the members, or, if the members so resolve, by the directors, except that the remuneration of any auditors appointed before the first annual meeting, or to fill any casual vacancy, may be fixed by the directors.

The auditors shall make a report to the members and directors on the account examined by them and on every balance-sheet and statement of income and expenditures laid before the Society at any annual meeting during their tenure of office, and the report shall state:

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- a. Whether or not they have obtained all the information and explanations they have required, and
- b. Whether, in their opinion, the balance-sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance-sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Society.

Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor. The auditors of the Society are entitled to attend any meeting of members of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts. The rights and duties of an auditor of the Society shall extend back to the date up to which the last audit of the Society's books, accounts, and vouchers was made, or, where no audit has been made, to the date on which the Society was incorporated.

8. **Seal of the Society:** The board of directors may adopt a seal which shall be the common seal of the Society. The common seal of the Society shall be under the control of the directors, and the responsibility for its custody and use from time to time shall be determined by the directors.
9. **Alteration of By-Laws:** The by-laws of the Society shall not be altered or added to except by an extraordinary resolution of the Society. For all purposes of the Society, "extraordinary resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present in person or by proxy at a general meeting of which notice specifying the intention to purchase the resolution as an extraordinary resolution has been duly given, such majority being seventy-five (75) percent.
10. **Books and Records of the Society:** The directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept. Unless otherwise ordered by the board of directors, the fiscal year of the Society shall terminate on the 31st day of December in each year.
11. **Inspection of Books and Records:** The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the directors or by resolution of the members, whether previous notice thereof has been given or not.

WHEREVER the singular or the masculine is used in these presents, the same shall be deemed to include the plural or the feminine, or the body politic or corporate; also the respective heirs, executors, administrators, successors and assigns of the parties hereto and each of them where the context or the party so require.

DATED at Nanaimo, in the Province of British Columbia, this 31st day of December, A.D. 1973.

Attachment 2

A Resolution to Replace the Existing PINA Constitution with a New PINA Constitution in Compliance with the Societies Act of British Columbia.

PROPOSED RESOLUTION is an extraordinary resolution of the Members of the Society.

WHEREAS:

- A. The Society is required to transition to comply with the new Societies Act of British Columbia and as part of that transition, the Society must only have the name and purposes of the Society in the Constitution.
- B. The existing Constitution of the Society contains Bylaws which must be removed from the Constitution to comply with the new Societies Act.
- C. A review of the previous Constitution in relation to the new Societies Act has lead the Directors to propose that the previous sections 1 and 2 be adopted without change as the new Constitution of the Society.

BE IT RESOLVED THAT:

The Constitution of the Society dated December 31, 1973, as amended from time to time, be rescinded upon transition of the Society to the new Societies Act and replaced with the Constitution attached as Schedule "A".

CONSTITUTION

Protection Island Neighbourhood Association

1. The name of the Society is THE PROTECTION ISLAND NEIGHBOURHOOD ASSOCIATION.
2. The objects of the Society are:
 - a. To secure improvements in the best interest of the property owners and residents on Protection Island;
 - b. To promote and develop the welfare of the residents as well as the welfare of the ratepayers of the community;
 - c. To own, operate and maintain buildings and property for the betterment of the community.

Attachment 3

A Resolution to Replace the Existing PINA Bylaws with New PINA Bylaws in Compliance with the Societies Act of British Columbia.

PROPOSED RESOLUTION is an extraordinary resolution of the Members of the Society.

WHEREAS:

- A. The Constitution that will be adopted by the Society upon transition to the new Societies Act of British Columbia does not contain Bylaws.
- B. The Society is required to have Bylaws that comply with the new Societies Act.
- C. A review of the previous Bylaws in relation to the new Societies Act has led the Directors to propose that a new set of Bylaws be adopted.

BE IT RESOLVED THAT:

The Bylaws of the Society that formed part of the Constitution dated December 31, 1973, as amended from time to time, be rescinded upon transition of the Society to the new Societies Act and replaced with the Bylaws attached as Schedule "B".

BY-LAWS

Protection Island Neighbourhood Association (the “Society”).

Part 1 – Definitions and Interpretations

Definitions

1.1 In these Bylaws:

- 1.1.1 **“Act”** means the Societies Act of British Columbia as amended from time to time;
- 1.1.2 **“Board”** means the directors of the Society;
- 1.1.3 **“Bylaws”** means these Bylaws as altered from time to time;
- 1.1.4 **“Constitution”** means the Constitution of the Society as amended from time to time.
- 1.1.5 **“Ordinary Resolution”** means a resolution that must be decided by a simple majority of fifty (50) percent plus one (1) of the members in attendance (in the case of a tie vote, the chair of the meeting shall cast a second, tie-breaking vote that will be recorded as such in the minutes);
- 1.1.6 **“Special Resolution”** means a resolution that the Act or these Bylaws stipulate must be decided by more than a simple majority, that margin being a two-thirds (2/3) majority of the members in attendance.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations will prevail.

Part 2 – Members

Application for membership

2.1 Membership in the Society is opened to persons owning property on Protection Island, and to persons residing on Protection Island provided that their residence on Protection Island is their primary residence.

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Duties of members

- 2.2 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

Amount of membership dues

- 2.3 The amount of the membership dues will be recommended by the Board and approved by the members.

Member not in good standing

- 2.4 A member is not in good standing if the member fails to pay the member's annual membership dues and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.5 A member who is not in good standing may not vote at an AGM or at a general meeting.

Termination of membership

- 2.6 Members cease to be members:
- 2.6.1 Upon ceasing to own property or upon ceasing to reside on Protection Island;
 - 2.6.2 Thirty (30) days after due date for the payment of dues; or
 - 2.6.3 Upon the Board's acceptance of a written letter of resignation from the member.
- 2.7 In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Society before acceptance of the resignation.

Part 3 – Annual General Meeting of Members (“AGM”)

Time and place of AGM

- 3.1 An AGM must be held in the City of Nanaimo, British Columbia, at the time and place the Board determines.
- 3.2 An AGM shall be held once in each calendar year.

Notice of AGM

- 3.3 Notice of the time and place of an AGM and the general nature of the business to be transacted shall be given to each member at least thirty (30) days in advance.

Notice of special business

- 3.4 A notice of an AGM must 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.
- 3.5 Business not requiring notice of special business includes:
- 3.5.1 Adoption of rules of order;
 - 3.5.2 Consideration of any financial statements of the Society presented to the meeting;
 - 3.5.3 Consideration of the reports, if any, of the directors or auditor;
 - 3.5.4 Election or appointment of directors;
 - 3.5.5 Appointment of an auditor, if any; and
 - 3.5.6 Business arising out of a report of the directors not requiring the passing of a Special Resolution.

Chair of AGM

- 3.6 The following individual is entitled to preside as the chair of an AGM:
- 3.6.1 The individual appointed by the Board to preside;
 - 3.6.2 If the Board has not appointed an individual to preside, or the individual appointed by the Board is unable to preside:
 - 3.6.2.1 The president;
 - 3.6.2.2 The vice-president, if the president is unable to preside; or
 - 3.6.2.3 One of the other directors present at the meeting, if both the president and vice-president are unable to preside.
- 3.7 If there is no individual entitled under these Bylaws who can preside as the chair of an AGM 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.

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Quorum required

- 3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at an AGM unless a quorum of voting members is present.

Quorum for AGM

- 3.9 The quorum for the transaction of business at an AGM is twenty (20) voting members present in person or represented by proxy provided that at least fifteen (15) voting members are present in person.

Lack of quorum at commencement of AGM

- 3.10 If, within thirty (30) minutes from the time set for holding an AGM, a quorum of voting members is not present, 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 AGM, a quorum is not present within thirty (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.

If quorum ceases to be present

- 3.11 If, at any time during an AGM, 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.

Adjournments by chair

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

Notice of continuation of adjourned AGM

- 3.13 It is not necessary to give notice of a continuation of an adjourned AGM or of the business to be transacted at a continuation of an adjourned AGM except that, when an AGM is adjourned for thirty (30) days or more, notice of the continuation of the adjourned AGM must be given.

Order of business at AGM

- 3.14 The order of business at an AGM is as follows:
- 3.14.1 Elect an individual to chair the meeting, if necessary;
 - 3.14.2 Determine that there is a quorum;

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- 3.14.3 Acknowledge the traditional territory of the Snuneymuxw First Nation;
- 3.14.4 Approve the agenda;
- 3.14.5 Approve the minutes from the last AGM;
- 3.14.6 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;
- 3.14.7 Receive any other reports of directors' activities and decisions since the previous AGM;
- 3.14.8 Elect or appoint directors;
- 3.14.9 Appoint an auditor, if any;
- 3.14.10 Deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- 3.14.11 Terminate the meeting.

Methods of voting

- 3.15 At an AGM, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members, except that if, before such a vote, two (2) or more voting members request a secret ballot, or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.16 The chair of an AGM must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Who may vote

- 3.17 Each member in good standing shall be entitled to one (1) vote on each question arising at an AGM.
- 3.18 A member in good standing may be represented by proxy at an AGM.
- 3.19 To be valid, a proxy designation must be in writing in a form acceptable to the chair of the AGM and must be exercised by a member in good standing.
- 3.20 Corporations may vote through a fully authorized proxy.

Matters decided at AGM by Ordinary Resolution

- 3.21 A matter to be decided at an AGM must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution.

Part 4 – Other General Meetings of Members

Time and place of general meeting

- 4.1 A general meeting other than an AGM may be called by the Board or, subject to the Act, may be requisitioned by ten (10) percent of the voting members.
- 4.2 A general meeting must be held in the City of Nanaimo, British Columbia, at the time and place the Board determines.

Notice of general meeting

- 4.3 Notice of the time and place of every general meeting and the general nature of the business to be transacted shall be given to each member at least thirty (30) days in advance.

Notice of special business

- 4.4 A notice of a general meeting must 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.
- 4.5 Business not requiring notice of special business includes:
 - 4.5.1 Adoption of rules of order;
 - 4.5.2 Business arising out of a report of the directors not requiring the passing of a Special Resolution.

Chair of general meeting

- 4.6 The following individual is entitled to preside as the chair of a general meeting:
 - 4.6.1 The individual appointed by the Board to preside;
 - 4.6.2 If the Board has not appointed an individual to preside, or the individual appointed by the Board is unable to preside:
 - 4.6.2.1 The president;
 - 4.6.2.2 The vice-president, if the president is unable to preside; or
 - 4.6.2.3 One of the other directors present at the meeting, if both the president and vice-president are unable to preside.
- 4.7 If there is no individual entitled under these Bylaws who can 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.

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Quorum required

- 4.8 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 of voting members is present.

Quorum for general meetings

- 4.9 The quorum for the transaction of business at a general meeting is twenty (20) voting members present in person or represented by proxy provided that at least fifteen (15) voting members are present in person.

Lack of quorum at commencement of meeting

- 4.10 If, within thirty (30) minutes from the time set for holding a general meeting, a quorum of voting members is not present:
- 4.10.1 In the case of a meeting convened on the requisition of members, the meeting is terminated; and
- 4.10.2 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 thirty (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.

If quorum ceases to be present

- 4.11 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.

Adjournments by chair

- 4.12 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.

Notice of continuation of adjourned general meeting

- 4.13 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 thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 4.14 The order of business at a general meeting is as follows:
- 4.14.1 Elect an individual to chair the meeting, if necessary;
 - 4.14.2 Determine that there is a quorum;
 - 4.14.3 Acknowledge the traditional territory of the Snuneymuxw First Nation;
 - 4.14.4 Approve the agenda;
 - 4.14.5 Approve the minutes from the last general meeting, if any;
 - 4.14.6 Receive reports of directors' activities, if any;
 - 4.14.7 Deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
 - 4.14.8 Terminate the meeting.

Methods of voting

- 4.15 At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members, except that if, before such a vote, two (2) or more voting members request a secret ballot, or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 4.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Who may vote

- 4.17 Each member in good standing shall be entitled to one (1) vote on each question arising at a general meeting.
- 4.18 A member in good standing may be represented by proxy at any general meeting.
- 4.19 To be valid, a proxy designation must be in writing in a form acceptable to the chair of the meeting and must be exercised by a member in good standing.
- 4.20 Corporations may vote through a fully authorized proxy.

Matters decided at general meeting by Ordinary Resolution

- 4.21 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.

Part 5 – Directors

Number of directors of Board

- 5.1 The Society must have nine (9) directors, each of whom must remain a member in good standing throughout their term.

Term of director appointments

- 5.2 Directors' terms will be staggered such that one-third (1/3) of the directors' terms expire each year.
- 5.3 Directors will serve three-year terms.

Election or appointment of directors

- 5.4 At each AGM, members must elect or appoint directors to fill all vacancies.

Directors may fill casual vacancy on Board

- 5.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board resulting from the resignation, death, or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 5.6 A director appointed by the Board to fill a casual vacancy ceases to be a director at the commencement of the next AGM.
- 5.7 The members at the AGM must elect or appoint a director to complete the remaining term of the casual vacancy.

Removal of director

- 5.8 A general meeting of the Society may remove a director for just cause through a Special Resolution.
- 5.9 Upon removing a director, the members at the general meeting must elect or appoint a director to complete the remaining term of the removed director.

Part 6 – Directors' Meetings

Calling directors' meetings

- 6.1 The directors must meet at least once each calendar quarter, and the meetings may be called by the president or by any four (4) other directors.
- 6.2 There must be a directors' meeting within fourteen (14) days of the AGM.

Notice of directors' meetings

- 6.3 At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 6.4 The accidental omission to give notice of a directors' meeting, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
- 6.5 Notice of any meeting, or any irregularity in any meeting or notice, may be waived by any director.

Conduct of directors' meetings

- 6.6 The directors may regulate their meetings and proceedings as they think fit, except that matters must be decided by Ordinary Resolution.

Quorum of directors

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

Declaring a director's position vacant

- 6.8 If a director is absent for three (3) consecutive directors' meetings without good cause, the Board may declare the director's position vacant and may appoint a replacement director as if the position were a casual vacancy.

Part 7 – Board Positions

Election or appointment of officers

- 7.1 At the first directors' meeting following the AGM, directors must be elected or appointed to the following positions; and a director, other than the president and vice-president, may hold more than one position:
- 7.1.1 President;
 - 7.1.2 Vice-president;
 - 7.1.3 Secretary;
 - 7.1.4 Treasurer.
- 7.2 Incumbent directors continue to hold their position until a successor is elected or appointed.
- 7.3 The directors may appoint other officers as they deem necessary.

Role of president

- 7.4 The president is the chair of the Board and is responsible for the management and supervision of the affairs and operations of the Society, and for supervising the other directors in the execution of their duties.
- 7.5 No person shall hold the office of president for more than two (2) consecutive years.

Role of vice-president

- 7.6 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 7.7 The secretary is responsible for doing, or making the necessary arrangements for, the following:
 - 7.7.1 Issuing notices of AGMs, general meetings, and directors' meetings;
 - 7.7.2 Taking minutes of AGMs, general meetings, and directors' meetings;
 - 7.7.3 Keeping the records of the Society in accordance with the Act;
 - 7.7.4 Conducting the correspondence of the Board;

Absence of secretary from meeting

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

Role of treasurer

- 7.9 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - 7.9.1 Overseeing the financial matters of the Society in line with good financial practice and in accordance with the Act;
 - 7.9.2 Ensuring effective financial measures, controls, and procedures are in place and operational, and are appropriate for the Society;
 - 7.9.3 Keeping accounting records in respect of the Society's financial transactions;
 - 7.9.4 Reporting at each Board meeting and at AGMs on the financial health of the organization;
 - 7.9.5 Preparing the Society's financial statements;

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7.9.6 Filing the annual report of the Society and making any other filings with the registrar under the Act.

7.9.7 Making the Society's financial filings.

Directors responsibility

7.10 Despite the specific responsibilities of the officers under these Bylaws, all directors are jointly and severally responsible, and therefore liable, for the administration of the Society.

Part 8 – Remuneration of Directors, and Signing Authority

Remuneration of directors

8.1 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.

Signing authority

8.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:

8.2.1 By the president, together with one other director;

8.2.2 If the president is unable to provide a signature, by the vice-president together with one other director;

8.2.3 If the president and vice-president are both unable to provide signatures, by any two (2) other directors; or

8.2.4 By two (2) or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 9 – Other Matters

Borrowing and issuance of securities

9.1 The Society may borrow money and issue bonds, debentures, notes, or other evidences of debt obligations at any time, to any person, for any consideration that the directors may recommend.

9.2 Such borrowing and issuance of securities must be approved in advance by Special Resolution of the members.

Bylaw amendment

9.3 These Bylaws may only be amended by Special Resolution of the members.

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Inspection of books and records

9.4 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Society except as conferred by the Act or authorized by the Board or by Ordinary Resolution of the members, whether previous notice thereof has been given or not.

Disposition of assets on dissolution

9.5 Upon dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.

9.6 The choice of organizations to receive such assets will be determined as follows:

9.6.1 Recommended by the Board and approved by the members through an Ordinary Resolution at a general meeting; or

9.6.2 If holding a general meeting is not feasible due to the dissolution of the Society, the Board will approve the choice of organizations to receive such assets.