

  
CAROL PREST

*SOCIETIES ACT*

**BYLAWS  
OF THE  
CLAYOQUOT BIOSPHERE TRUST SOCIETY**

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**BYLAWS  
OF THE  
CLAYOQUOT BIOSPHERE TRUST SOCIETY**

**1. INTERPRETATION**

**1.1 Definitions**

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
- (c) **“Alternate Director”** means a Person appointed by a Participating Community to stand in place of the Primary Director in the event that such Primary Director is unable to attend a meeting of the Board;
- (d) **“BC”** means Her Majesty The Queen in right of the Province of British Columbia, or an agency thereof;
- (e) **“Board”** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (f) **“Board Advisor”** means a Person appointed by Canada, BC or the Board, as the case may be, as a Board Advisor in accordance with these Bylaws;
- (g) **“Board Resolution”** means:
  - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
    - (A) in person at a duly constituted meeting of the Board,
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person and by Electronic Means; or
  - (2) a resolution that has been consented to in writing by all the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (h) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (i) **“Canada”** means Her Majesty the Queen in right of Canada, or an agency thereof;

- (j) **“Canada Fund”** means all funds donated, granted or contributed at any time to the Society by Canada;
- (k) **“Chair”** means the Person elected to the office of chair of the Society in accordance with these Bylaws and includes two (2) Persons elected to the offices of co-chair;
- (l) **“Clayoquot Biosphere Region”** means that area coincident with the traditional territories of the Ahousaht First Nation, the Hesquiaht First Nation, the Tla-o-qui-aht First Nation, the Toquaht Nation and the Yuułu?itʔath, and the District of Tofino, the District of Ucluelet and electoral area C of the Alberni-Clayoquot Regional District, within the traditional territories of the above First Nations
- (m) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (n) **“Directors”** means those Persons who have become directors in accordance with these Bylaws and includes:
  - (1) a Primary Director; and
  - (2) an Alternate Director

each of whom have not ceased to be directors and a “Director” means any one such Person;
- (o) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
  - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (p) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (q) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (r) **“Members”** means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (s) **“Municipalities”** means the following:
  - (1) District of Tofino;

- (2) District of Ucluelet; and
  - (3) Alberni-Clayoquot Regional District
- and "Municipality" means any one such district.
- (t) "***mutatis mutandis***" means with the necessary changes having been made to ensure that the language makes sense in the context;
  - (u) "**Ordinary Resolution**" means:
    - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
      - (A) in person at a duly constituted General Meeting, or
      - (B) by Electronic Means in accordance with these Bylaws, or
      - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
    - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,  
and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
  - (v) "**Participating Communities**" means the following:
    - (1) the Ahoushat First Nation;
    - (2) the Hesquiaht First Nation;
    - (3) the Tla-o-qui-aht First Nation;
    - (4) the Toquaht Nation;
    - (5) the Yuułu?if?ath;
    - (6) the District of Tofino;
    - (7) the District of Ucluelet; and
    - (8) the Alberni-Clayoquot Regional District,

and "Participating Community" means any one such organization;
  - (w) "**Person**" means a natural person;
  - (x) "**Primary Director**" means the Person appointed by a Participating Community to be a Member of the Society which Person will also be a Director of the Society by virtue of these Bylaws;
  - (y) "**Project Auditor**" means a Person familiar with the programs and activities conducted by the Society and who has experience managing programs and activities of a similar nature;
  - (z) "**Registered Address**" of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;

- (aa) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (bb) **“Secretary”** means a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (cc) **“Society”** means the **“Clayoquot Biosphere Trust Society”**;
- (dd) **“Special Resolution”** means:
  - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
    - (A) in person at a duly constituted General Meeting,
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
  - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,  
and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; and
- (ee) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws.

## 1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

## 1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

## 2. MEMBERSHIP

### 2.1 Admission to Membership

Membership in the Society will be restricted to the following Persons:

- (a) those Persons who are Members on the date these Bylaws come into force; and
- (b) those Persons subsequently appointed by the Participating Communities in accordance with Bylaw 2.2.

provided in each case that such Person has not ceased to be a Member in accordance with Bylaw 2.9.



## 2.2 Appointment of Member

Each Participating Community will appoint one (1) Person to be a Member of the Society by delivering a notice of the appointment in writing to the Address of the Society.

In addition, the Persons appointed by the Municipalities may cooperatively appoint up to two (2) further Persons to be Members of the Society by delivering to the Address of the Society a notice of the appointment in writing signed by all of them.

## 2.3 Process for Selecting Appointees

Each Participating Community will establish and adhere to an open and publicly accountable procedure for selecting Persons from the community for appointment as Members (and therefore Primary Directors in accordance with Bylaw 7.5) and Alternate Directors based on an objective assessment of the skills, knowledge and expertise that the Person can bring to the Society.

The procedure established by each Participating Community should permit interested community members with the opportunity to submit his or her credentials for serving as a Member, Primary Directors and Alternate Directors for consideration.

The Members appointed by the Municipalities will establish an open and publicly accountable procedure for selecting Persons from the Participating Communities for appointment as Members (and therefore Primary Directors in accordance with Bylaw 7.5) in accordance with Bylaw 2.2 based upon an objective assessment of the skills, knowledge and expertise that the Person can bring to the Society.

The procedure established by the Members appointed by the Municipalities should permit interested members of the Participating Communities with the opportunity to submit his or her credentials for serving as a Member/Primary Director.

## 2.4 Commencement of Appointment

An appointment of a Member is effective on the later of:

- (a) the date it is received by the Society; or
- (b) the effective date stated in the notice of appointment.

## 2.5 Membership Terms

Subject to Bylaw 2.9, every appointment or reappointment of a Member will be deemed to continue in force for a term of four (4) years from the date on which such appointment is effective.

Upon the expiry of a Member's term of membership, a Participating Community may reappoint a Person as a Member of the Society for an additional term of four (4) years.

The Board may, in its discretion and by Board Resolution, permit a Participating Community to reappoint a Person as a Member of the Society for additional four (4) year terms.

A Person who has served two (2) successive terms as a appointee of a Participating Community who is not granted a term extension by the Board will, if appointed by a different

Participating Community, be considered a new appointment and will be entitled to serve two (2) successive four (4) year terms.

## **2.6 Temporary Appointment of Member**

Notwithstanding the foregoing Bylaws, if a Participating Community fails to appoint a Member for a period of two (2) months, the Board may appoint a Person as a Member until a Member is appointed by the Participating Community whereupon the Board's appointment of the Member is revoked.

## **2.7 Transition of Membership**

On the date these Bylaws come into force:

- (a) each Person who is a member of the Society and who is eligible for membership under these Bylaws will continue as a Member until the conclusion of the current term of membership, unless he or she otherwise ceases to be a Member in accordance with these Bylaws; and
- (b) each Person who is a member of the Society who is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

## **2.8 Membership not Transferable**

Membership is not transferable.

## **2.9 Cessation of Membership**

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
  - (1) the date of delivering his or her resignation in writing to the Secretary or to the Address of the Society; and
  - (2) the effective date of the resignation stated thereon;
- (b) upon the expiry of his or her term;
- (c) upon his or her expulsion; or
- (d) upon his or her death.

## **3. MEMBERSHIP RIGHTS AND OBLIGATIONS**

### **3.1 Rights of Membership**

In addition to any rights conferred by the Act, a Member has the following rights and privileges of membership:

- (a) to receive notice of, and to attend, all General Meetings;

- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings; and
- (d) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

### **3.2 Dues**

There will be no annual membership dues.

### **3.3 Standing of Members**

All Members are deemed to be in good standing.

### **3.4 Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

### **3.5 Expulsion of Member**

Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided with an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

### **3.6 No Distribution of Income to Members**

The Society shall be operated exclusively as a non-profit organization without financial gain to its members and any profits or other accretions to the Society shall be used as and when determined by the directors of the Society in promoting and furthering the purposes of the Society. This clause is alterable.

## **4. MEETINGS OF MEMBERS**

### **4.1 Time and Place of General Meetings**

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

### **4.2 Annual General Meetings**

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

### 4.3 **Extraordinary General Meeting**

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

### 4.4 **Calling of Extraordinary General Meeting**

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

### 4.5 **Notice of General Meeting**

The Society will, in accordance with Bylaw 15.1, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

### 4.6 **Contents of Notice**

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

### 4.7 **Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

## 5. **PROCEEDINGS AT GENERAL MEETINGS**

### 5.1 **Business Required at Annual General Meeting**

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (b) consideration of the financial statements and the report of the auditor thereon, if any;
- (c) consideration of any Members' proposals submitted in accordance with the Act; and
- (d) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

## **5.2 Electronic Participation in General Meetings**

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

## **5.3 Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

## **5.4 Quorum**

A quorum at a General Meeting is six (6) Members.

## **5.5 Lack of Quorum**

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

## **5.6 Loss of Quorum**

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## 5.7 Chair

The Chair will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair, or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

## 5.8 Alternate Chair

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chairperson.

## 5.9 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## 5.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

## 6. VOTING BY MEMBERS

### 6.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

### 6.2 Entitlement to Vote

Each Member is entitled to one (1) vote on matters for determination by the Members.

### 6.3 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes

present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

#### **6.4 Voting by Proxy**

Voting by proxy is not permitted.

### **7. DIRECTORS**

#### **7.1 Management of Property and Affairs**

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

#### **7.2 Qualifications of Directors**

Pursuant to the Act, a Person may not be nominated and appointed to serve (or continue to serve) as a either a Primary or Alternate Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

#### **7.3 Composition of Board**

The Board will be composed of the following:

- (a) up to ten (10) Primary Directors; and
- (b) up to nine (9) Alternate Directors

appointed by the Participating Communities in accordance with these Bylaws.

#### **7.4 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

#### **7.5 Primary Directors**

Each Member will be a Primary Director.

A notice of appointment of membership delivered by a Participating Community in accordance with Bylaw 2.2 will be deemed to be a notice of appointment of a Primary Director by that Participating Community.

### 7.6 **Alternate Directors**

Each Participating Community may appoint one (1) Person as an Alternate Director.

Alternate Directors may be appointed by delivering a notice of appointment in writing to the Address of the Society.

A Person who is currently appointed as a Primary Director may not be appointed as an Alternate Director.

### 7.7 **Board Advisors**

Canada may appoint up to three (3) Persons as Board Advisors.

BC may appoint one (1) Person as a Board Advisor.

The Board may appoint up to five (5) Persons as Board Advisors.

Board Advisors may be appointed by delivering a notice of appointment in writing to the Address of the Society.

A Person who is a Primary Director or an Alternate Director may not be appointed as a Board Advisor.

A Board Advisor is entitled to receive notice of and attend all meetings of the Board and to participate in discussions of the Board.

Canada, BC and the Board may revoke the appoint of any Board Advisor at any time by delivering a notice of revocation in writing to the Address of the Society.

### 7.8 **Commencement of Appointment of Directors and Board Advisors**

An appointment of a Director or Board Advisor is effective on the later of:

- (a) the date it is received by the Society; or
- (b) the effective date stated on the notice of appointment.

### 7.9 **Directors' Term of Office**

Every appointment or reappointment of a Director will be deemed to continue in force for a term of four (4) years from the date on which such appointment is effective.

Upon the expiry of a Director's term of office, he or she may be reappointed for a further term of four (4) years by a Participating Community, Canada or BC, as the case may be.

### 7.10 **Primary Director Conduct**

A Primary Director who:

- (a) is absent without reasonable excuse at three (3) consecutive meetings of the Board; or



- (b) engages in conduct or behaviour that is contrary to the interests of the Society or otherwise inappropriate

may be the subject of a Special Resolution for expulsion in accordance with Bylaws 3.5 and 7.13.

Before considering a Special Resolution to remove a Primary Director for absenteeism or inappropriate conduct, the Board will notify the Participating Community that appointed the Primary Director of its concerns.

#### **7.11 Alternate Director Conduct**

An Alternate Director who engages in conduct or behaviour that is contrary to the interests of the Society or otherwise inappropriate may be the subject of a Special Resolution for expulsion in accordance with Bylaws 3.5 and 7.13.

Before considering a Special Resolution to remove an Alternate Director for inappropriate conduct, the Board will notify the Participating Community that appointed the Alternate Director of its concerns.

#### **7.12 Transition of Directors' Terms**

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless he or she otherwise ceases to be a Director in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

#### **7.13 Removal of Director**

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

A Person who was removed as a Director by Special Resolution may not be appointed by a Participating Community for at least four (4) years following the date of his or her removal.

#### **7.14 Ceasing to be a Director**

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
  - (1) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
  - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;

- (d) in the case of a Primary Director, upon the date he or she ceases to be a Member;
- (e) upon his or her removal; or
- (f) upon his or her death.

## **8. POWERS AND RESPONSIBILITIES OF THE BOARD**

### **8.1 Powers of Directors**

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

### **8.2 Duties of Directors**

Pursuant to the Act, every Director will:

- (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; **and**
- (c) act in accordance with the Act and the regulations thereunder.

### **8.3 Remuneration of Directors and Officers and Reimbursement of Expenses**

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

### **8.4 Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

## 8.5 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

## 8.6 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

## 9. PROCEEDINGS OF THE BOARD

### 9.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

### 9.2 Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that two (2) days' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

### 9.3 Participation by Electronic Means

The Board may decide, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

### 9.4 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

### 9.5 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:

- (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
- (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

#### **9.6 Chair of Meetings**

The Chair will preside as chairperson at all meetings of the Board.

If at any meeting of the Board the Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

#### **9.7 Alternate Chair**

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

#### **9.8 Alternate Directors**

An Alternate Director is entitled to receive notice of every meeting of the Board and to attend any meeting of the Board.

Subject to Part 7 of these Bylaws, if both the Primary Director and the Alternate Director appointed by a Member are present at a meeting of the Board, the Alternate Director does not count towards the quorum of the meeting and does not exercise a vote on any matter before the Board. However, if a Primary Director appointed by a Member leaves a meeting and the corresponding Alternate Director is present, then the Alternate Director counts toward the quorum of the meeting and may exercise a vote on all matters unless and until such time as the Primary Director returns.

Any vote cast by an Alternate Director where the corresponding Primary Director is present will be disregarded.

#### **9.9 Vote by Alternate Director**

If a Primary Director is precluded from participating in discussion of the Board, or a committee thereof, or from casting a vote in respect of a matter due to a conflict, the Alternate Director appointed by the Participating Community, if any, may, if present and subject the provisions of this part, participate and cast a vote on the matter.

## **10. OFFICERS**

### **10.1 Officers**

The officers of the Society are the Chair, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

### **10.2 Election of Officers**

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers.

### **10.3 Term of Officer**

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 10.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

### **10.4 Removal of Officers**

A Person may be removed as an officer by Board Resolution.

### **10.5 Replacement**

Should the Chair or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

### **10.6 Duties of Co-Chairs**

The Co-Chairs will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

### **10.7 Duties of Secretary**

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

## 10.8 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*;
- (b) the rendering of financial statements to the Directors, Members and others, when required;
- (c) ensuring that the capital of the Canada Fund is restricted;
- (d) ensuring that the capital of the Canada Fund is segregated from any income thereof; and
- (e) ensuring that separate accounts be maintained at one or more Canadian financial institutions for the purpose of segregating the capital of the Canada Fund from any income thereof and from other funds of the Society and that the account is managed by reputable investment advisors experienced in managing public endowment funds and who have met the requirements established by the Investment Industry Regulatory Organization of Canada to qualify as a manager of discretionary funds.

## 10.9 Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

## 10.10 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

## 11. INDEMNIFICATION

### 11.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

## 11.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

## 12. COMMITTEES

### 12.1 Creation and Delegation to Committees

The Board may create such standing and special committees, as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

### 12.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

### 12.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

### 12.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

## 13. EXECUTION OF INSTRUMENTS

### 13.1 Seal

The Society will not have a corporate seal.

### 13.2 Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

- (a) by the Chair, together with one (1) other Director, or
- (b) in the event that the Chair is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## **14. FINANCIAL MATTERS AND REPORTING**

### **14.1 Accounting Records**

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

### **14.2 Borrowing Powers**

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures provided however that the Society may not provide security which charges any part of the original capital received by the Society or which breaches the requirements of any gift made to the Society. The Board may grant security charging the income earned from its original capital.

### **14.3 Restrictions on Borrowing Powers**

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

### **14.4 The Canada Fund**

The Society:

- (a) shall hold all funds donated, granted or contributed at any time to the Society by the Government of Canada as the capital of a perpetual fund (the "Canada Fund") and invest the capital of the Canada Fund so as to earn income to be used, firstly, as an addition to the capital of the funds to the extent necessary to maintain the value of the original capital of the Canada Fund so that it will maintain over time a value at least equal to the original sum of all funds donated, granted or contributed to the Society by the Government of Canada before that time plus the amount of inflation if it is reasonable in all the circumstances including long-term financial projections of the Financial Manager, and secondly, to fund the activities of the Society in accordance with the disbursement requirements of the Income Tax Act, as amended from time to time, and



in a manner that covers reasonable administrative and annual program expenses of the Society;

- (b) provided that the terms of a donor's gift permit it, may make advances from the capital of funds other than the Canada Fund to finance activities of the Society; and further provided that no advancement of capital from any such fund will be made unless it is approved by a resolution of 75% of the directors of the Society (a "Capital Advancement Resolution"); and

the Canada Fund shall be administered through arrangements with one or more trust companies or major financial institutions or discretionary investment managers or major foundations that are incorporated under the laws of Canada or of a province and investments by the trustees of the capital of the Canada Fund shall be limited to those investments within guidelines agreed to by the Department of Finance and the Society from time to time. This provision is deemed unalterable. ***This provision was previously unalterable.***

#### 14.5 **Audit Required**

The Society is required to be audited and will annually appoint an auditor with the qualifications required by the Act.

#### 14.6 **Appointment of Auditor at Annual General Meeting**

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

#### 14.7 **Vacancy in Auditor**

Except as provided in Bylaw 14.8, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

#### 14.8 **Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

#### 14.9 **Notice of Appointment**

An auditor will be promptly informed in writing of such appointment or removal.

#### 14.10 **Auditor's Report**

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

#### 14.11 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

#### 14.12 Canada Fund Audit

Every three (3) years the Members will appoint a Project Auditor to audit the Canada Fund and the projects funded by the Canada Fund. The project audit will be based on criteria developed by the Board. The Project Auditor will collect performance information on projects funded by the Canada Fund and will report to the Members. The Project Auditor will work with the Board and the employees of the Society to review project plans, status reports and other project artefacts to determine if the projects were appropriately conducted and met their goals. The Project Auditor will provide feedback to the Board and employees of the Society for the future improvement of project management.

Canada may audit the Canada Fund at its own expense.

#### 14.13 Business Plan

The Board will have a business plan covering the current and next two years for the guidance of the Board in their management of the affairs of the Society.

#### 14.14 Investment Managers

The Board will, in selecting investment managers, use a procurement procedure which will include at least three (3) qualified investment managers.

#### 14.15 Joint Ventures and Partnerships

The Board will not enter into joint ventures or partnerships and will not form subsidiaries or invest in the shares of non-publicly traded companies.

#### 14.16 Recognition of Canada's Contribution

For projects funded by the Canada Fund, the original financial contribution made by Canada will be recognized in the literature announcing and describing the project and as a note in the Society's financial statements.

## 15. NOTICE GENERALLY

### 15.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

### 15.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

### 15.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

## 16. MISCELLANEOUS

### 16.1 Dissolution

Upon the winding-up or dissolution of the Society no part of the funds or assets of the Society shall be distributed to the members and all its funds and assets which remain after the payment of:

- (a) all costs, charges and expenses properly incurred in such winding-up or dissolution; and
- (b) all debts of the Society (which shall include all contributions of the Government of Canada including income earned thereon less payments made from the Canada Fund), shall, subject to clause 9 of this Constitution, be distributed to one or more non-profit organizations, as defined in paragraph 149(1)(1) of the *Income Tax Act*, as amended from time to time, for use in the Clayoquot Biosphere Region for purposes as close as possible to those of this Society. The recipients shall be chosen by resolution of the directors of the Society. This provision is unalterable. ***This provision was previously unalterable.***

## 16.2 Qualified Donees

When the directors of the Society exercise their powers pursuant to paragraph 4 hereof regarding the recipients of any remaining assets of the Society upon dissolution, the directors will ensure that such recipients are “qualified” donees as defined by the *Income Tax Act* (Canada), as amended from time to time.

## 16.3 Society is Apolitical

No part of the Society’s funds or assets shall inure to the benefit of any private individual, and no part of the activities of the Society shall consist of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of the any candidate for public office. No part of the Society’s income shall be made payable to, or otherwise made available for the personal benefit of, any member of the Society. This provision is unalterable. ***This provision was previously unalterable.***

## 16.4 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member is entitled, upon providing not less than fourteen (14) days’ notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society’s normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society’s certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the

Board may establish, a Member may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

#### **16.5 Right to become Member of other Society**

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

### **17. BYLAWS**

#### **17.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

#### **17.2 Special Resolution required to Alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

#### **17.3 Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.