

SOCIETY ACT

PROVINCE OF BRITISH COLUMBIA

CONSTITUTION

1. The name of the Society is the “SALT SPRING ISLAND WATER PRESERVATION SOCIETY”.
2. The purposes of the Society are:
 - (a) To engage in and otherwise promote the protection and preservation of the sources of potable water on Salt Spring Island for the benefit of the General Public;
 - (b) To acquire by gift, purchase or otherwise, real property deemed important for the protection or preservation of potable water on Salt Spring Island and to hold or dispose of such property in such manner as may further or carry out the above purpose:
 - (c) To engage in and to otherwise promote the scientific study of and research into water resources;
 - (d) To promote and increase the public awareness of the value of water resources;
 - (e) To solicit, accept or receive donations, bequests or subscriptions of one or other real or personal property in order to promote the above purposes.
3. The purposes of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the charity shall be used in promoting its purposes. This clause is unalterable.
4. Upon winding up or dissolution of the Society, any assets of the Society remaining after satisfaction of its debts and liabilities shall be given or transferred to such registered Canadian Charitable organization or Foundation promoting and having aims similar to that of the Society, as may be determined and decided by the Board of Directors of the Society at the time of winding up or dissolution. This clause is unalterable.

By-Laws

Definitions:

1. In these By-Laws:
 - (a) "Society" shall mean the SALT SPRING ISLAND WATER PRESERVATION SOCIETY".
 - (b) "Board" Shall mean the Board of Directors of the Society.
 - (c) "Special Resolution" shall mean a resolution passed by a majority of three-quarters of such voting members as are present at a General Meeting of which Notice specifying the intention to propose the resolution as a Special Resolution has been given, provided quorum requirements as provided in these by-laws have been met.

MEMBERSHIP:

2. Members of the Society shall be those persons who have made application to the Board for membership in the Society, and who have been accepted and approved by the Board for membership and who have paid the prescribed fees or made the prescribed donation.
3. There shall be three classes of membership in the Society as follows:
 - (i) Life members, who shall be those persons who have donated one-half acre of land or more or \$5,000.00 or more to the Society.
 - (ii) Charter members who shall be those persons who have donated \$100.00 or more in the first year of incorporation of the Society;
 - (iii) Regular members, who shall be those persons who have paid the annual membership fees.
4. To be in good standing, a member shall not be under suspension or in breach of any of the By-laws of the Society.
5. Excepting Life members, all members shall pay such fees or annual dues in such amounts and within such time as may be determined from time to time by the Board.
6. Subject to paragraph 11, all members in good standing shall be entitled to vote at meetings of the Society.
7. The Board of Directors may at any time by resolution add to the classes or categories of members' membership.
8. With the exception of Life memberships, the membership year of the Society shall be the calendar year, and membership shall expire at the end of each calendar year.

9. A member in good standing shall be entitled to automatic renewal of his or her membership provided that the member pays the required fees or dues within 30 days of expiry of the membership.
10. A new member shall be defined as a person who has not been a member in the membership year immediately preceding his or her joining or a person who has failed to renew his or her membership within the period referred to in paragraph 9.
11. A new member shall not be entitled to vote until 30 days after becoming a member.
12. The subscribers of the Society shall be the first members of the Society.

SUSPENSION AND TERMINATION OF MEMBERSHIP:

13. A member shall cease to be a member:
 - (a) by resignation made in writing to the Board by such members;
 - (b) by expulsion; or
 - (c) by failing to pay any required fees or dues.
14. The Board, by resolution passed by a majority of all the members of the Board may suspend for such period as it may determine or expel a member for violation of any of the by-laws of the Society or for conduct which in the opinion of the Board is improper, unbecoming, prejudicial or likely to endanger the interest or reputation of the Society.
15. No member shall be expelled or suspended by the Directors without being first notified of the allegations giving rise to the Board considering expulsion or suspension and without first having been given an opportunity to be heard by the Board at a meeting of the Board called for that purpose. Such member shall be given reasonable notice of such meeting. In the event that such member fails to appear at such meeting, the Board may suspend or expel such member in absentia.

OFFICES AND EXECUTIVE

16. Subscribers to the Society shall appoint the first officers of the Society who shall hold office until the first general meeting called for the purpose of election of officers.
17. There shall be **at least** five officers of the Society consisting of the President, Vice-President, Secretary, Treasurer and Member(s) at Large. The President and Treasurer shall hold office for a period of two years from election and the remaining officers shall hold office for a period of one year.
18. The President and the Treasurer shall receive not less than 51% of the votes cast in order to be elected to office.
19. A member shall not be entitled to run for any elected office in the Society unless he or she has been a member of the Society for at least six months immediately prior to his or her nomination for office.

20. The term and qualification for any officer shall be coincident with the term and qualification for Directors.
21. The Officers shall be the Executive Committee of the Society and shall carry on the business of the Society between meetings of the Board in accord with the policies and directives of the Board.
22. The Treasurer shall, in addition to performing such duties as may from time to time be prescribed by the Board, keep full and accurate accounts of all receipts and disbursements of the Society and proper books of account and shall deposit all monies or other valuable effects to the credit of the Society in such bank or banks as may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Society as directed by the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required an account of all treasury transactions and of the financial position of the Company.
23. The Secretary shall, in addition to performing such duties as may from time to time be prescribed by the Board, keep a record of membership meetings and keep the other books and records of the Society, and give such notices required to be given to members and Directors.
24. The President and in his absence, the Vice-President shall chair Executive and Board meetings of the Society. The President and in his absence, the Vice-President shall, in general, act as spokesperson for the Society.
25. An Officer may be removed by special resolution.
26. The affairs of the Society shall be governed by a Board of Directors who shall be comprised of those persons elected as the Executive Officers at the Annual General Meeting of the Society, provided that those elected as President and Treasurer, shall be Board members for a period of two years.
27. Qualifications for Directorship shall be coincident with membership in good standing. A Director who ceases to be a member, or a member in good standing, shall cease to be a Director.
28. The Board shall have authority to do all proper and lawful acts on behalf of the Society and without restricting the generality of the foregoing, shall, subject to these by-laws, have authority to establish procedures with voting, elections, dues and fees, meetings, and the governing of the admission, suspension and expulsion of members.
29. The number of positions on the Board shall be as may be determined from time to time at the Annual General Meeting of the Society; PROVIDED that at no time shall the number of members of the board be less than five (5).
30. Subject to paragraph 28, vacancies on the Board, however caused, may, so long as the quorum of Directors remain in office, be filled by appointment by the Board or by election by the members as the Board may determine for the period remaining in such vacant directorship. In the event that a quorum of the Board does not remain after

such vacancy or vacancies occur, the remaining Board members shall forthwith call a meeting of the members to fill the vacancy or vacancies on the Board.

31. A majority of the Board shall form a quorum for the transaction of business. Questions arising in any meeting of the Board shall be decided by a majority of votes.
32. The Board shall establish procedure governing its meetings **but in the absence of established procedures shall follow Robert's Rules of order.**
33. There shall be at least seven (7) days notice of any meeting of the Board but such notice need not be given if all members of the Board are present at such meeting or if such members of the Board who are absent shall have given their consent to such meeting being held in their absence.
34. No formal notice of Board meeting shall be necessary if all members of the Board are present at such meeting or if those members of the Board who are absent have signified their consent to such meeting being held in their absence.
35. A resolution in writing signed by all Directors personally shall be as valid and effectual as if passed at a meeting of the Board duly called and constituted.
36. A Director shall cease to be a Director and a vacancy on the Board shall be deemed to have occurred in the event:
 - (a) of the resignation of such member;
 - (b) the Director ceases to be a member of the Society or is suspended from the Society; or
 - (c) the Director is removed from office by special resolution.
37. A Director who ceases to be a Director shall cease to be an Officer and an Officer who ceases to be an Officer shall cease to be a Director unless otherwise agreed to by special resolution.
38. The Board may from time to time establish committees and may delegate power and authority to such committees or to any person or persons, whether they be members of the Society or not, to promote and carry out the objects of the Society and resolution of the Board save and except the expulsion or suspension of members.
39. The Directors shall not solely by reason of acting as Directors be entitled to any remuneration except out of pocket expenses, but the Board may hire, employ or contract with any member or non-member for the purposes of carrying out the objects of the Society at a salary, wage or remuneration approved by the Board.
40. Any expenditure of monies, other than day to day expenses of the Society shall be approved by the Board.
41. Directors shall be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, and expenses sustained or incurred in or about any actions or proceedings against them for any acts or matters done by them in good faith on behalf of the Society, subject to the Society Act.

42. Contracts in the ordinary courses of the Society's operations may be entered into on behalf of the Society by such person or persons authorized by the Board.
43. Contracts not in the ordinary course of operations of the Society, and without limiting the generality of the foregoing, contracts or instruments relating to the sale, purchase, lease or mortgage of lands or buildings, relating to the raising or borrowing of money, or long-term employment shall be executed by the Treasurer and one director or any two Directors, and, where required, the seal of the Society shall be affixed in their presence.
44. Notwithstanding any provision to the contrary contained in these by-laws, the Board may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the Society may be executed.
45. Cheques, and other orders for payment of the money of the Society shall be signed by the Treasurer and such other person or persons as shall from time to time be determined by the Board.

GENERAL

46. The Board shall determine and fix the fiscal year of the society.
47. The balance sheet and financial report shall be prepared by the Treasurer or such person or persons the Board may direct to be laid before the members at the Annual General Meeting of the Society and at such other times the Board may require.
48. The Board may adopt a Seal which shall be the common seal of the Society. Such seal shall be under the custody and control of the board or such person or persons designated by it and shall not be affixed except in the presence of the Treasurer and one Director or two Directors, upon authority by a resolution of the Board.
49. The Society shall not be limited as to borrowing powers and for the purposes of carrying out the objects of the Society, the board may borrow or raise the payment of money in such manner as they deem fit. However, Debentures shall not be issued without the sanction of a special resolution.
50. The Board may, from time to time, appoint or hire an auditor or auditors, professional consultants, agents and other such persons as they deem necessary to carry out the objects of the Society, and they shall have such authority, shall perform such duties and receive such remuneration as may be determined from time to time by the Board.
51. The Board shall from time to time determine whether, to what extent and at what time and places the accounts and books of the Society or any of them shall be open to the inspection of those members of the Society who are not Directors.
52. The funds and property of the Society shall be used in such a manner as the Directors may from time to time determine so as to further and in order to achieve the aims and objectives of the Society.

53. Any executive meeting shall also be deemed to be a meeting of the Directors and any business passed at any executive meeting shall be deemed to have been passed at a meeting of the Directors.
54. The provisions of these by-laws governing notice and quorum of directors meetings shall apply to meetings of the executive.

GENERAL MEETINGS

55. The Annual General Meeting of the Society shall be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting, on such date and at such place in the Province of British Columbia as the board may determine.
56. Special General Meetings may be called at any time by the Board or upon written request of ten (10%) percent of the members of the Society.
57. There shall be at least fourteen (14) days notice given of any special general meeting and **twenty** (20) days notice of any Annual General Meeting. Such notice shall be in writing, shall specify the time, date, hour and the nature of the business to be transacted and shall be given to each member either personally or by post addressed to the member's last known address. When sent by post, such notice shall be deemed to **have** been given when posted.
58. A quorum for the transaction of business at any meeting shall consist of not less than twenty-five (25%) percent of the total members in good standing present in person or by proxy, but not less than three (3) persons.
59. Every act or decision done or made by a majority of such members at a meeting duly held at which a quorum is present shall be regarded as the act of the members and of the Society.
60. Meetings may be adjourned and reconvened to transact or complete business which might have been transacted or completed at the original meeting without further notice being given.
61. No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings thereat if a quorum of the members was present at such meeting.
62. Any member may at any time waive notice of a meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
63. Proxies, in such form prescribed by the Board from time to time, shall be allowed in voting at meetings of the Society.
64. The Directors of the Society shall, on the requisition of ten (10%) percent or more of the members of the Society, forthwith convene a general meeting of the Society in accordance with the provisions of the Society Act.

65. These by-laws may be amended at a General Meeting of the Society provided that notice of the proposed revision has been circulated with the notice of the meeting. An amendment of the by-laws must be approved by at least 60% of the members in good standing present in person or by proxy, to pass.