



THE FRIENDS OF MOUNT DOUGLAS PARK SOCIETY

CONSTITUTION AND BY-LAWS

APRIL 2018

CONSTITUTION

The name of the Society is The Friends of Mount Douglas Park Society.

The purpose of the Society is as follows:

- To safeguard the welfare of Mount Douglas Park;
- To protect, enhance and encourage expansion of the boundaries of the Park;
- To encourage preparation of a long-term plan for the Park, designed to maintain it in its natural state in perpetuity;
- To co-operate with and assist the Corporation of the District of Saanich, or any succeeding authority, in all measures designed to support and confirm the foregoing objectives;
- To raise, receive and borrow funds in order to carry out the above-mentioned objectives, and to receive grants from the Government of Canada or any department or agency thereof, and other donors, and to apply and administer such grants for such purpose and in such manner as is consistent with the objectives of the Society, generally as the donor prescribes.

BY-LAWS

PART 1 DEFINITIONS

- 1.1 DIRECTOR – includes elected and appointed members of the Board of Directors.
- 1.2 MEMBER – any person interested in the work of the Society who has paid the annual membership fee.
- 1.3 ANNUAL GENERAL MEETING – meeting of membership held once a year or within 15 months of previous AGM.
- 1.4 EXTRAORDINARY GENERAL MEETING – any meeting of the membership other than the Annual General Meeting.
- 1.5 BOARD MEETING – any meeting of the Board of Directors.
- 1.6 SPECIAL RESOLUTION – A resolution passed at a general meeting by at least two-thirds 2/3 of the votes cast by the voting members in attendance.

- 1.7 ORDINARY RESOLUTION – a resolution passed at a general meeting by a simple majority of the votes cast by the voting members in attendance.

PART 2 PART 2 – MEMBERS

- 2.1 Any person interested in the work of the Society who has been accepted by the Board of Directors may apply for membership provided they meet the requirements contained in the Societies Act (2016).
- 2.2 Prospective members may join by paying the annual membership fee to the Treasurer of the Society.
- 2.3 Active members shall have full rights and privileges of membership, including participation in discussions at Society meetings, one (1) vote per member on all questions to come before the Society and eligibility to nominate or be nominated for election as Director. No member shall vote by proxy.
- 2.4 The membership shall be renewable on the anniversary date of joining the Society.
- 2.5 Annual membership fee shall be determined at the Annual General Meeting.
- 2.6 Any member who desires to withdraw from membership of the Society may notify the Board of Directors in writing to that effect, and on receipt by the Board of Directors of such notice, the member shall cease to be a member.
- 2.7 A member may be expelled from the Society by a special resolution passed by two-thirds of members attending the Extraordinary General Meeting called for that purpose. The person who is the subject of the proposed resolution for expulsion must be given the opportunity to be heard at the meeting, before the special resolution is put to a vote.
- 2.8 A member shall be considered for expulsion upon proof that he or she is actively working against the provisions of the Constitution of the Society.

PART 3 DIRECTORS AND OFFICERS

Directors are responsible for administering and managing the activities and internal affairs of the Society in accordance with the B.C. Societies Act (2016), the Society's Constitution and By-Laws.

The directors 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 by-laws or statutes or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting.

The duty of the Board of Directors is to uphold the Constitution and the By-Laws of the Society, and to accept responsibility for its operations. The Board undertakes its functions as is required by the B.C. Societies Act.

- 3.1 Directors of the Friends of Mount Douglas Park Society will consist of seven (7) members who shall choose from among their number, the officers of the Society i.e. President, Vice President, Treasurer, etc.
- 3.2 Directors must be members of the Society in good standing and satisfy the requirements contained in the Societies Act (2016). Any individuals under 18 years of age or anyone unable to handle their own affairs or convicted of fraud-related offences are not qualified to be Directors.
- 3.3 A quorum for a Board Meeting shall consist of not less than four (4) Directors.
- 3.4 Each Director shall be entitled one (1) vote.
- 3.5 The Board of Directors may at its discretion, invite other people to attend Board meetings as non-voting participants.
- 3.6 Three (3) Directors shall be elected or re-elected at the Annual General Meeting one year and the other four (4) Directors shall be elected or re-elected at the Annual General Meeting the next year and so on.
- 3.7 No later than one month prior to each Annual General Meeting, the Board of Directors shall appoint a nominating committee of three (3) members (of whom one may be an incumbent director), with nominees for election as directors. The nominating committee shall elect one of its members as chairperson, and this chairperson shall present the slate to the Annual General Meeting and conduct the election of Directors. Nominations may also be made up until two days prior to the Annual General Meeting by any two (2) members in good standing, provided that the nominees are members of the Society and state their willingness to stand for election.
- 3.8 A Director's tenure of office shall terminate:
 - At the Annual General Meeting two (2) years from his/her election, unless he/she is re-elected;
 - On receipt and acceptance of his/her resignation by the remainder of the Board of Directors;
 - If he/she fails to pay the annual membership fee within a reasonable time after his/her election;
 - For cause, and through unanimous decision of the remaining Board members;
 - By recall resolution passed by two-thirds of the members present and voting at a General Meeting of the Society provided that notice of motion of such resolution shall have been given either at the previous General Meeting or along with the notice of the General Meeting at which the recall resolution is to be moved;
 - Ten percent of the members can require the Directors to call a special meeting of the members of the Society for the purpose of removing any member of the Board of Directors and/or substituting a new member in that position.

3.9 Board Vacancies

If the Board of Directors has fewer than four (4) directors, the remaining directors shall forthwith call an extraordinary general meeting of the Society to fill the positions by election.

Provided a minimum of four directors remain on the Board of Directors, vacancies on the Board of Directors may be filled by the remaining Board members appointing a new director. The term of such an appointed director shall expire at the next AGM. If the vacancy is not filled, the position shall remain vacant until the next general election of directors.

If a vacancy arises from a director leaving in the first year of a two-year term, the term for a replacement director elected at the next AGM to fill that position, shall be for one year.

- 3.10 The office of Director shall not receive remuneration.
- 3.11 The Directors shall not be liable for any action taken or omitted by them in good faith, or for the acts of any agent, employee or attorney selected by the Directors with reasonable care, and no Directors shall be liable for any acts or omissions of any other Director.
- 3.12 The President of the Society shall preside over all meetings of the Society, and all meetings of the Board of Directors. He/she shall be responsible for all the general supervision of the affairs of the Society and shall be ex officio member of any committee struck, except the nominating committee.
- 3.13 The Vice-President shall assist the President in the performance of their duties. When the President is absent or unable to perform the duties, the Vice-President shall assume them.
- 3.14 The Treasurer shall be responsible for the general supervision of the financial procedures, expenditures and financial records of the Society.
- 3.15 For the Annual General Meeting the Board will appoint a recorder to keep minutes of the meeting and to produce a written record. The recorder must be a member in good standing of the Society.
- 3.16 The Society shall have the power to borrow or raise or secure the payment of money in such manner as the Society shall think fit and without limiting the foregoing, the Society may issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Society's present or future property, and to purchase, redeem or pay off any such security: provided that debentures shall not be issued without the authority of any special resolution of the Society passed by a two-thirds (2/3) majority or members of the Society present at the meeting called for that specific purpose.

- 3.17 The accounts of this non-member funded Society shall be verified at the end of each fiscal year. The end of the fiscal year shall be December 31st of each year.
- 3.18 The verifier shall be appointed by the Board of Directors.
- 3.19 The verifier and members of the Society shall have a right of access at all reasonable times to all records, documents, books, accounts and files of the Society, and the verifier shall be entitled to require from the Directors such information and explanation as may be necessary for the verifier's duties.
- 3.20 Application to inspect the books and records of the Society is to be made to the President.

PART 4 MEETINGS

ANNUAL GENERAL MEETING

- 4.1 Annual General Meetings of the Society shall be held at least once every calendar year or not more than 15 months after holding the preceding Annual General Meeting.
- 4.2 The agenda for the Annual General Meeting is set prior to the meeting and resolutions are not accepted from the floor during the AGM. Members shall be given not less than 14 days' notice in writing/electronically, of the date of the meeting specifying the time, place, and in the case of special business, the general nature of the business. The accidental omission to give notice of a meeting or the non-receipt of a notice by any of the members entitled to receive does not invalidate proceedings of that meeting.
- 4.3 A quorum for the transaction of business at any annual general meeting shall consist of not less than ten (10) active members present in person. Motions shall be approved by a simple majority of those present and voting.
- 4.4 Each member is entitled to one (1) vote.
- 4.5 The AGM shall be chaired by the President or Vice President.
- 4.6 In the event that a quorum is not present within 30 minutes of the time called for the meeting, the meeting shall stand adjourned for four (4) weeks and notice to reconvene shall be provided as specified in clause 4.2.

BOARD OF DIRECTORS' MEETINGS

- 4.7 Meetings of the Board of Directors shall be held every calendar month or as close to monthly as Board members deem necessary.
- 4.8 Meetings are to be called by the President or two other Directors if the President is not available.
- 4.9 A quorum shall consist of four (4) Directors.

- 4.10 Notice of a board meeting shall be given to each Director not less than 72 hours before the meeting is to take place. If a meeting is to be held at less than 72 hours' notice, consent of a quorum of the Directors (4) is required.
- 4.11 Any meeting of the Society or of the Directors may be adjourned at any time and from time to time, and the ordinary business shall be continued whenever the resumption of that meeting occurs. No further notice shall be required of any such resumption. Such adjournment may be made notwithstanding that no quorum is present.

EXTRAORDINARY GENERAL MEETINGS

- 4.12 Every general meeting of the membership, other than the Annual General Meeting, is an Extraordinary General Meeting. The Directors may, whenever they think fit, convene an Extraordinary General Meeting for the purpose of dealing with the business stated in the request to call the meeting.
- 4.13 Notice of an Extraordinary General Meeting shall specify to the membership, the date, time and place and general nature of the business stated in the meeting request. Not less than 14 days notice shall be given.
- 4.14 A quorum shall consist of not less than ten (10) members present in person.
- 4.15 The accidental omission to give notice in writing of a meeting or the non-receipt by any members entitled to receive notice does not invalidate proceedings at that meeting.

***The rules of procedure for any of the above meetings shall be determined by the Board of Directors, or if any member objects, Roberts Rules of Order shall apply.**

PART 5 UNALTERABLE PROVISIONS

- 5.1 OPERATIONS - The purposes of the Society shall be carried out without purpose or gain for its members, and any profits or other accretions to the Society shall be used for the promotion of its purpose.
- 5.2 DISSOLUTION - In the event of the dissolution of the Society, the members of the Society shall appoint a special committee to liquidate the assets and satisfy the liabilities of the Society, and the assets of the Society shall be distributed to one or more recognised environmental organizations in Canada after notification by a meeting of the Society.

PART 6 AMENDMENTS

- 6.1 The by-laws of the Society may be amended at any extraordinary general, or annual general meeting of the Society by a special resolution adopted by a two

thirds (2/3) majority vote of the members of the Society present at any extraordinary or annual general meeting.

- 6.2 Notice to amend any by-law or to introduce a new one shall be given in writing at a meeting of the Society previous to the meeting or circulated to the members 14 days in advance of the meeting at which it is intended to be considered.

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