

Constitution of HABITAT ACQUISITION TRUST

1. The name of the society is THE HABITAT ACQUISITION TRUST
2. The purposes of the Society are:
 - a. to promote the preservation of the natural environment through
 - i. the conservation of habitats by acquisition, by conservation covenants, or by other legal mechanisms,
 - ii. the promotion of habitat stewardship, education, and research;
 - b. to solicit donations of money, land, interest in land, and improvements thereon, and other property to be used to advance the purposes of the Society;
 - c. to receive bequests, trusts, funds, land, and improvements thereon, and to hold, invest, administer and distribute such funds and property to finance the programs and further the purposes of the Society as presently set out and for such other organizations as are "qualified donees" under the provision of the *Income Tax Act* and for such other purposes and activities which are authorized for registered charities under the provisions of the *Income Tax Act*. The directors in their sole and absolute discretion may refuse to accept any bequests, trusts, funds, or property;
 - d. to work with other societies and like bodies having interests in common with this Society, within and beyond the Province of British Columbia; and
 - e. to do all such other things as are incidental, ancillary, or conducive to the attainment of the purposes and the exercise of the powers of the Society.

Bylaws of HABITAT ACQUISITION TRUST (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

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, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 Membership in the Society shall be open to those persons or representatives of a corporation, society, government body, or recognized organization upon payment of appropriate dues.

Classes of membership

2.2 There shall be five classes of membership:

(a) Individual general – for any person;

(b) Individual student – for any person who is enrolled as a full-time student in an educational institution;

(c) Organization – for organizations, government agencies, schools or businesses;

- (d) Family – for spouses and/or parents and dependent children living at the same residence; and
- (e) Sustaining – for any person, family or organization that provides outstanding service or financial support, as determined by the Board.

Duties and privileges of members

- 2.3** Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.4** Every individual general, individual student and sustaining member and the representative of every family and organization member shall have one vote at any regular or special meeting of the Society.
- 2.5** Every individual general, individual student and sustaining member and the representative of every family and organization member shall be eligible to hold office in the Society.

Amount of membership dues

- 2.6** The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

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

Member not in good standing may not vote

- 2.8** A voting member who is not in good standing
 - (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

- 2.9** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.
- 2.10** The membership of a person in the Society is not transferable.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 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.

3.4 The Society shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice of a general meeting.

Chair of general meeting

3.5 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.6 If there is no individual entitled under these Bylaws who is able to 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.

Quorum required

3.7 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

3.8 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.9 If within 45 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall be terminated; and notice of the adjourned meeting shall be given as would normally be given for a general meeting, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

If quorum ceases to be present

3.10 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

3.11 A general meeting may be adjourned 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 adjourned meeting.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;

- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) 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,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 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 or after such a vote, 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

3.14 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.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 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 or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Scope of Society Operations

4.1 The operations of the Society are to be chiefly carried out in the region of Southern Vancouver Island and the southern Gulf Islands.

Use of Incomes and Profits

4.2 The activities of the Society shall be carried on without purpose of gain for its members and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society. **This section was previously unalterable.**

Number of directors on Board

4.3 The Society must have no fewer than five (5) directors or a greater number determined from time to time at a general meeting.

Election or appointment of directors

4.4 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Term of directors

4.5 Directors shall hold office for a term of three years beginning at the end of the annual general meeting at which the director was elected and shall retire from office at each annual general meeting in the year in which their term expires.

4.6 No director shall hold office for more than two consecutive terms.

Directors may fill casual vacancy on Board

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

Term of appointment of director filling casual vacancy

4.8 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

5.2 At least 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

5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed, at the first meeting of the directors held after the annual general meeting in each year, to the following Board positions, for a term of one year:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

6.2 A director, other than the president, may hold more than one Board position

Directors at large

6.3 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.5 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

6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.7 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

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS, INDEMNIFICATION, SIGNING AUTHORITY AND BORROWING

Remuneration of directors

7.1 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.

Indemnification

7.2 The Society may, do one or both of the following:

- (a) indemnify an employee against all penalties to which the employee may be liable in respect of a legal proceeding or investigative action;
- (b) after the final disposition of a legal proceeding or investigative action, pay the expenses actually and reasonably incurred by the employee in respect of a legal proceeding or investigative action.

Signing authority

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

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Borrowing and Acquisition

7.4 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by issue of debentures, provided that the members may by special resolution restrict the borrowing powers of the directors, but such a restriction so imposed shall expire at the next annual general meeting.

7.5 The Society shall have perpetual succession and power to acquire by purchase, gift, devise, bequest, trust agreement, contract or otherwise, real

and personal property within and without British Columbia and may hold, sell, dispose of, exchange, mortgage, lease, let, improve and develop any such property, and without restricting the generality of the foregoing, may acquire in any way or ways real and personal property for the purpose of funding the purposes of the Society and deal with any and all such property as empowered by this Section. **This section was previously unalterable.**

Dissolution

- 7.6** Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges, and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to the Victoria Natural History Society. If that shall not be possible the assets shall be distributed to such charities, registered under the provisions of the Income Tax Act, as shall be designated by the directors. Any of such assets remaining which had originally been provided for specific purposes, shall, wherever possible, be distributed to charities registered under the provisions of the Income Tax Act carrying on work with similar nature to such specific purposes. **This section was previously unalterable.**