

# HABITAT CONSERVATION TRUST FOUNDATION

Society No. 52018

## CONSTITUTION

1. The name of the society is Habitat Conservation Trust Foundation (the "Society").
2.
  - 1) The purpose of the Society is to act as trustee of the Habitat Conservation Trust, and to use the property of that trust solely for the purposes of
    - a) the conservation or enhancement of biological diversity, fish, fish habitat, wildlife, or wildlife habitat,
    - b) the acquisition and management of land for the conservation or enhancement of a population of a species of fish or wildlife and its habitat,
    - c) the furthering, stimulation and encouragement of knowledge and awareness of fish or wildlife and their habitat, or of the existence and purpose of the Society, by way of promotional, educational or other materials, goods, programs or services, and
    - d) making grants to other charitable organizations, and engaging agents, partners and contractors, so as to accomplish the foregoing purposes.
  - 2) The Society may in furtherance of the purposes set out above
    - a) co-operate with governments and with other registered charities,
    - b) solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, or otherwise, sell and convert property, both real and personal, into cash, and use the funds of the Society and the proceeds, income, and rents derived from any property of the Society,
    - c) purchase, lease, sell or hold such property, equipment and materials as are deemed necessary, and
    - d) do all such other things as may be necessary or conducive to the attainment of those purposes.
3. The activities and purposes of the Society must be carried on without purpose of gain for its members, and any income, profits, or other accretions to the Society must be used to further its purposes. No part of the income of the Society can be payable to or otherwise available for the personal benefit of any proprietor, member, shareholder, trustee, or settler of the Society. This provision is unalterable.
4. In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, must be given to organizations which are designated by the members of the Society at the time of winding-up or dissolution and which
  - a) are registered charities as described in the Income Tax Act (Canada),
  - b) have purposes similar to those of the Society,
  - c) primarily operate in British Columbia, and
  - d) agree in writing that the assets must only be used in British Columbia.

This provision is unalterable.

# BYLAWS

## *Part 1 - Interpretation*

- 1.1 In the constitution and these bylaws,
- a) "Act" means the Society Act,
  - b) "AGM" means an annual general meeting,
  - c) "Board" means the directors of the Society for the time being, acting as a body,
  - d) "British Columbia" means the Province of British Columbia,
  - e) "Business Corporations Act" means the Business Corporations Act of British Columbia,
  - f) "director" means a director of the Society,
  - g) "general meeting" includes an AGM and a special general meeting,
  - h) "Habitat Conservation Trust" means the trust established under Part 3 of the Wildlife Act,
  - i) "member" means a member of the Society,
  - j) "Minister" means that minister of British Columbia responsible for administration of Part 3 of the Wildlife Act,
  - k) "registered address" means a member's address as recorded in the register of members,
  - l) "Society" means Habitat Conservation Trust Foundation,
  - m) "Wildlife Act" means the Wildlife Act of British Columbia,
  - n) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
  - o) the singular includes the plural and vice versa, and
  - p) persons include corporations and associations.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws upon payment of a fee determined by the Board, but that fee must not exceed \$1.

## *Part 2 - Amendment*

- 2.1
- 1) Those sections of the constitution and bylaws that are alterable can only be rescinded, amended, or added to by special resolution.
  - 2) Except where otherwise required, "special resolution" has the meaning given to it by the Act.

This provision can only be amended by a resolution that is consented to in writing by every member.

## *Part 3 - Membership*

- 3.1
- 1) Every director is a member.
  - 2) A person becomes a member on being appointed as a director under Part 7.
  - 3) A member ceases to be in good standing upon ceasing to be a director pursuant to Part 7, and immediately thereafter ceases to be a member.
  - 4) No membership dues or other fees are payable by members.
  - 5) Membership is not transferable.

6) A member cannot be expelled.

This provision can only be amended by a resolution that is consented to in writing by every member.

- 3.2 Every member and director must comply with
- a) the Act,
  - b) the constitution and bylaws of the Society,
  - c) any rules and policies made by the Society, including procedures for its governance, and
  - d) any rules of order governing the conduct of general meetings and of meetings of the Board.

#### *Part 4 - Meetings of Members*

4.1 General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.

4.2 An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.

4.3 Every general meeting, other than an AGM, is a special general meeting.

4.4 The Board may, when it thinks fit, convene a special general meeting.

- 4.5
- 1) Notice of a general meeting must
    - a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
    - b) include any special resolution to be proposed at the meeting, and
    - c) be given to all members not less than 14 days before the meeting, in the manner permitted by the Act.
  - 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

#### *Part 5 - Notice to Members*

5.1 A notice may be given to a member either personally, by mail, by facsimile transmission, or by electronic mail to the member at the member's registered address, electronic mail address, or facsimile number. In the case of notice given by facsimile transmission or electronic mail, the member must have consented to notice in that manner.

5.2 A member must promptly and in writing notify the Society of any change in the member's name, address, electronic mail address, and facsimile and telephone numbers.

5.3 A notice sent by mail is deemed to have been received on the second day after that on which the notice was posted.

- 5.4
- 1) Notice of a general meeting must be given to
    - a) every member shown on the register of members on the day notice is given, and
    - b) the auditor.

2) No other person is entitled to receive a notice of general meeting.

*Part 6 - Proceedings at General Meetings*

- 6.1 Special business is
- a) all business at a special general meeting except the adoption of rules of order, and
  - b) all business at an AGM, except
    - i) adoption of rules of order,
    - ii) consideration of the financial statements,
    - iii) the report of the Board,
    - iv) the report of the auditor,
    - v) appointment of the auditor, and
    - vi) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 6.2
- 1) Quorum is a majority of members in good standing present, but not less than six.
  - 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
  - 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 6.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, 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. No notice of a meeting adjourned under this bylaw need be given to members not present.
- 6.4
- 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - 2) When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
  - 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 6.5
- 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member. In such case, a second vote must be held, by ballot. If there is then still an equality of votes, the matter must be determined by toss of coin or other random means.
  - 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 6.6
- 1) The chair, a vice-chair, or one of the other directors present, must preside as chair of a general meeting.

- 2) If at a general meeting there is no chair, vice-chair or other director present within 15 minutes after the time appointed for holding the meeting, or the chair, vice-chairs, and all other directors present are unwilling or unable to act as chair, the members present must choose a member who is present to be chair.
- 6.7
- 1) Voting is by show of hands, except when a ballot is requested by a majority of members present, on a show of hands.
  - 2) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
  - 3) Each member in good standing is entitled to one vote.
  - 4) Proxy voting is prohibited.
- 6.9 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then Bourinot's Rules of Order must be used.

#### *Part 7 – Board of Directors*

- 7.1
- 1) The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to
    - a) the constitution and these bylaws,
    - b) all laws affecting the Society, and
    - c) rules, not being inconsistent with these bylaws, which may be made from time to time by the Society in general meeting.
  - 2) No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 7.2
- 1) One director must be appointed in writing by each of the Guide Outfitters Association of British Columbia and the British Columbia Trappers Association.
  - 2) Two directors must be appointed in writing by each of the British Columbia Wildlife Federation and the Minister. One of the directors appointed by the British Columbia Wildlife Federation must have demonstrated experience and skills in fisheries management, and one must have demonstrated experience and skills in wildlife management.
  - 3) Four additional directors must be appointed by the directors appointed under bylaws 7.2 (1) and (2). Each of those four directors must have demonstrated experience in one or more of
    - a) conservation science,
    - b) fish, wildlife or habitat conservation or management,
    - c) financial management,
    - d) business,
    - e) law,
    - f) education,
    - g) communications, or
    - h) other professions or skills relevant to and of value to the Society.
  - 4) Directors appointed under bylaws 7.2 (1) and 7.2 (2) have a normal term of office of three years.
  - 5) The first directors appointed under bylaw 7.2 (3) have a normal term of office of two years. Directors subsequently appointed under bylaw 7.2 (3) have a normal term of office of three years.
  - 6) If a director ceases to be a director before the end of that director's normal term of office, a person may be appointed to replace that director for the balance of the term, in the same manner in which the director who is being replaced was appointed.

7) A director may serve an unlimited number of terms.

8) A person must not be a director if that person is not qualified to be a director of a company under section 124 of the Business Corporations Act.

This provision can only be amended by a resolution that is consented to in writing by every member.

7.3 A director ceases to be a director on

- a) the end of the director's term of office, unless the director is re-appointed,
- b) the director's appointment being revoked in writing,
- c) resigning in writing,
- d) death,
- e) becoming unable to perform the duties of a director due to physical or mental disability, or
- f) failing to attend three consecutive meetings of the Board without the authorization of the Board.

This provision can only be amended by a resolution that is consented to in writing by every member.

- 7.4
- 1) The appointment of a director under bylaw 7.2 (1) or 7.2 (2) may be revoked in writing at any time by the person that appointed the director.
  - 2) The appointment of a director under bylaw 7.2 (3) can only be revoked by unanimous resolution of the directors appointed under bylaws 7.2 (1) and 7.2 (2).

This provision can only be amended by a resolution that is consented to in writing by every member.

7.5 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 7.2.

7.6 1) Directors may be

- a) reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society, and
- b) paid a reasonable amount for services performed by them for the Society, including attending meetings.

2) A director who is appointed by the Minister must not be paid any amount under bylaw 7.6 (1)(b).

7.7 Subject to court approval, the Society must indemnify a director or former director of the Society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if

- a) the director acted honestly and in good faith with a view to the best interests of the Society, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

### *Part 8 - Proceedings of the Board*

- 8.1
- 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
  - 2) Quorum at a meeting of the Board is a majority of directors then in office, not including the executive director, but not less than six.

- 3) The chair may at any time, and the secretary, on the request of three directors, must, call a meeting of the Board. Notice is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or facsimile transmission. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least seven days before the meeting.
- 8.2 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then Bourinot's Rules of Order must be used.
- 8.3 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 8.4 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn
- a) no notice of meetings of the Board need be sent to that director, and
  - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 8.5
- 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.
  - 2) A resolution proposed at a meeting of the Board or a committee must be seconded, and the chair of such a meeting may move or propose a resolution.
  - 3) In the case of an equality of votes at a meeting of the directors, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member. In such case, a second vote must be held, by ballot. If there is then still an equality of votes, the matter must be determined by toss of coin or other random means.
- 8.6 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 8.7
- 1) A director may participate in and vote at a meeting of directors or of a committee of directors
    - a) in person, or
    - b) by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.
  - 2) A director who participates in a meeting in a manner contemplated by subsection (1) is deemed for all purposes to be present at the meeting.
- 8.8
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, provided that at least one director must be a member of each committee.
  - 2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.
  - 3) A person who is not a member of the Society may be a member of a committee.

## *Part 9 – Directors’ Duties and Conflicts*

- 9.1 1) A director must
- a) act honestly and in good faith and in the best interests of the Society, and
  - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
- 2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.
- 9.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director’s appointment, relieves a director from
- a) the duty to act in accordance with the Act and the regulations, or
  - b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 9.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.
- 9.4 1) A director referred to in bylaw 9.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction
- a) unless
    - i) the director discloses the interest as required by bylaw 9.3,
    - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
    - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
  - b) unless
    - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
    - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
- 2) A director referred to in bylaw 9.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.
- 9.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 9.4(1)(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:
- a) prohibit the Society from entering into the proposed contract or transaction,
  - b) set aside the contract or transaction, or
  - c) make any order that it considers appropriate.

## *Part 10 – Officers*

- 10.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a chair and two vice-chairs.

- 2) The Board must elect a secretary and a treasurer from amongst the directors, or appoint or employ a secretary and a treasurer.
- 3) The offices of secretary and treasurer may be combined in one officer, called the secretary-treasurer.
- 4) The elected officers are the chair and the vice-chairs, and the secretary and treasurer if they are also directors. The Board may at any time dismiss an elected officer and elect another director to take that person's place.
- 5) The Board may appoint an executive director, and such other employees as it deems necessary, and set the remuneration and terms and conditions of employment of those persons.
- 6) The executive director may also be titled the chief executive officer or general manager, and is an ex officio non-voting director.
- 7) The executive director, and the secretary and treasurer if they are employees, are appointed officers.

10.2 The chair

- a) must supervise the other officers in the execution of their duties,
- b) must chair all meetings of the Board and all general meetings, and
- c) has the powers and duties generally pertaining to the office of chair, subject to any restrictions imposed by the Board.

10.3 The vice-chairs, in the chair's absence, must perform the duties of the chair.

10.4 The secretary must

- a) issue notices and keep minutes of meetings of the Society and the Board,
- b) have custody of all records and documents of the Society except those which must be kept by the treasurer,
- c) have custody of the common seal of the Society, if any, and
- d) maintain the register of members.

If the secretary is a director, the Board may delegate execution of the duties of the secretary to an employee.

10.5 In the absence of the secretary from a meeting, the Board must appoint another person to act as secretary.

10.6 The treasurer must

- a) keep the financial records, including books of account, necessary to comply with the Act, and
- b) render financial statements to the Board, members, and others when required.

If the treasurer is a director, the Board may delegate execution of the duties of the treasurer to an employee.

*Part 11 – Borrowing and Investment*

- 11.1
- 1) The Board may raise or secure the payment or repayment of money in the manner it decides, and, in particular but without limiting the foregoing, by the issue of debentures.
  - 2) No debenture can be issued unless it has been approved by a special resolution.
  - 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

- 11.2 1) The Society must not borrow against, mortgage, pledge the credit of, or issue a debenture against the Habitat Conservation Trust or any property of that Trust.  
2) The property and assets of the Habitat Conservation Trust must be kept distinct from the other property and assets of the Society, and accounted for separately in all financial statements.

This provision can only be amended by a resolution that is consented to in writing by every member.

11.3 The Society must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

- 11.4 1) The financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice.  
2) The other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board.  
3) The documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

#### *Part 12 - Seal*

12.1 The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

12.2 The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the chair and a vice-chair or the chair and the executive director.

#### *Part 13 – Auditor*

- 13.1 The Society must, within six months after the end of each fiscal year
- a) prepare, in accordance with generally accepted accounting principles, financial statements, and have those financial statements audited, and
  - b) publish a copy of those statements and of the annual report filed under the Act in a manner that can reasonably be expected to bring them to the attention of the public.

13.2 At each AGM the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.

13.3 An auditor may be removed by ordinary resolution.

13.4 An auditor must be promptly informed in writing of appointment or removal.

13.5 No director and no employee of the Society can be auditor.

13.6 The auditor may attend general meetings.