

GABRIOLA COMMUNITY BUS FOUNDATION

CONSTITUTION

1. The name of the society is **Gabriola Community Bus Foundation**.
2. The purpose of the Society is to protect the environment for the benefit of the public by operating a community bus system on Gabriola Island.

BYLAWS

Part 1 — Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - “**directors**” means the directors of the society for the time being;
 - “**Society Act**” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - “**registered address**” of a member means the member’s address as recorded in the register of members.(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. Any person who is a resident of Gabriola, Mudge and DeCourcy islands in British Columbia is eligible to become a member of the Society, and must register as such.
5. Every member must uphold the constitution and comply with these bylaws.
6. A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.

7. (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
8. All members are in good standing except a member who has failed to pay any debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

9. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
10. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. (1) The directors may, when they think fit, convene an extraordinary general meeting.

(2) At least 25% of the members of the Foundation may requisition a general meeting.
12. At least 20% of the members of the Foundation may request that a matter be put on the agenda on an annual general meeting.
13. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(2) Notice of a meeting of the members must be provided or published at least two weeks prior to the scheduled time and date of the meeting.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

15. Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
17. 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 must stand adjourned to the same day in the next week, at the same time and place, 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.
18. Subject to bylaw 19, one of the directors present must preside as chair of a general meeting.
19. If, at a general meeting
 - (a) there is no director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) directors present are unwilling to act as the chair,the members present must choose one of their number to be the chair.
20. (1) A meeting of the members may be adjourned from time to time and from place to place, but no business may be conducted at the resumption of the adjourned meeting

other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting of the members is adjourned for 10 days or more, notice of the resumption of the adjourned meeting must be given as in the case of 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 conducted at the resumption of the adjourned general meeting.

21. A resolution proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.

22. (1) Except for

(a) approval of the annual budget of the Foundation,

(b) election of directors,

(c) expulsion of a member under Bylaw 7, and

(d) a special resolution, as defined in the *Society Act*,

decisions at members's meetings will be made by consensus, which means that all members present must be in agreement with the proposed resolution.

(2) Resolutions on matters (a), (b) and (c) in bylaw 22 (1) must have 2/3 of the members present at the meeting in favour to be approved.

(3) Special resolutions, as defined in the *Society Act*, must have 3/4 of the members present at the meeting in favour to be approved.

(4) Voting by proxy is not permitted.

23. If consensus cannot be reached on a resolution made on matters other than those identified in bylaw 22(1), at a general meeting of members, the chair of the meeting must then call for a vote on the resolution.

Part 5 — Directors and Officers

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

(a) all laws affecting the society,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25.
 - (1) The number of directors must be a minimum of 5 and a maximum of 9.
 - (2) All of the directors must be residents of Gabriola, Mudge or DeCourcy islands in British Columbia.
26.
 - (1) The designation, election or appointment of a director is not effective unless the individual consents in writing or the designation, election or appointment occurs at a meeting and the individual does not refuse.
 - (2) An election may be by acclamation, otherwise it may be by show of hands of those members present at the meeting, or by written ballot.
 - (3) Directors must be at least 18 years of age and meet the specific qualifications, determined from time to time by a special Nominations Committee, the chair of which has been appointed by the existing Board.
 - (4) The majority of directors must not be employed by or under contract for services to the Foundation.
 - (5) Officers and directors shall serve for two-year terms. However, in order to maintain “corporate memory” on the Board, one half of the directors shall be elected for one year and the other half for at least two, at the Foundation’s first annual general meeting.
 - (6) A director may be elected to three successive terms. After serving for three terms, the director must not stand again for election until one fiscal year has passed.
 - (7) An election may be by acclamation, otherwise it must be held by ballot, overseen by the chair of the meeting, if he or she is not standing for election, and such other persons as he or she deems necessary.
27. Nominations for directors of the Foundation will usually be made by a member of the Nominations Committee. However, if a nomination is made of an individual from among the members of the Foundation present at a meeting of members, it must be made and seconded by members of the Foundation who are independent of the proposed nominee.
28.
 - (1) The directors must retire from office at each annual general meeting when their successors are elected.
 - (2) If a successor is not elected, the person previously elected or appointed continues to hold office.
29.
 - (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

30. If any director:
- (a) delivers his or her written resignation as a director to the registered office of the Foundation, or
 - (b) is suspended or expelled from the Foundation in accordance with these bylaws,

then such a director immediately ceases to be a director of the Foundation, without any further action required by the Board of Directors.

31. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

32. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

33. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

34. Subject to the *Society Act*, every director or former director of the Foundation shall be deemed to have assumed office on the express understanding, agreement, and condition that each of them and his or her heirs, executors, administrators and estate shall at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses that such person sustains or incurs in respect of any act performed by him or her or any other director or directors in the execution of the duties of his or her office as an officer or director, including an action brought by the Foundation.

35. This indemnification covers all other costs, charges or expenses that he or she sustains or incurs in relation to the affairs of the Association, except when such costs, charges or expenses are occasioned by his or her willful neglect or default.

36. The Foundation shall purchase insurance for the benefit of the directors and officers and former directors and officers against personal liability incurred by them as a director or officer.

Part 6 — Proceedings of Directors

37. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The directors present may choose one of their number to be the chair at the meeting.
- (4) A director may at any time convene a meeting of the directors.
38. (1) The directors may delegate any, but not all, of their powers to committees consisting of members or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors.
39. The members of a committee may meet and adjourn as they think proper.
40. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present
41. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, email, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
- (b) any and all meetings of the directors of the society, notice of which has not been given to that director,
- if a quorum of the directors is present, are valid and effective.
42. Decisions at directors's meetings and meetings of committees of directors will be made by consensus, which means that all directors present must be in agreement with the proposed resolution.
43. (1) If a single director declares that he or she cannot support the proposed resolution or allow it to be approved, the resolution is "blocked" and the decision-making process suspended, until the next meeting of the directors.

(2) At least three days prior to the next meeting of the directors, the person or persons blocking the resolution should distribute a written document setting out their objections and reasons for blocking the resolution.

(3) If the written document, and any discussion of, or amendments to, the resolution at the reconvened meeting do not persuade the members present to change their support for the resolution, the resolution is considered to be approved.

44. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

45. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Designated Directors

46. A designated director is responsible to:

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the designated director in bylaw 47; and
- (e) maintain the register of members.

47. A designated director must:

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

Part 8 — Seal not applicable

Part 9 — Borrowing

48. 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 that power, by the issue of debentures.

49. A debenture must not be issued without the authorization of a special resolution.

50. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor not applicable

Part 11 — Notices to Members

51. A notice may be given to a member:
- (a) orally in person, or
 - (b) by mail sent to the member's registered address, or
 - (c) by email sent to the member's email address on file with the Foundation, or
 - (d) by insertion in English in at least one newspaper regularly and easily available on Gabriola Island, British Columbia, or
 - (e) by posting on the Foundation's website.
52. (1) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- (2) A notice sent by email is deemed to have been given within two hours of the time when the notice was sent, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address on the Foundation's file.
- (3) A notice made by insertion in English in at least one newspaper regularly and easily available on Gabriola Island, British Columbia, is deemed to have been given on the day on which the newspaper is published and available to the general public, and in proving that notice has been given it is sufficient to provide a copy of the newspaper issue in question.
- (4) A notice made by posting the information on the Foundation's website is deemed to have been given on the day on which it is posted, and in proving that notice has been given it is sufficient to provide a snapshot of the website page in question.
53. (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 12 — Other Provisions

54. 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 Foundation shall be used in promoting the purposes of the Society. This provision was previously unalterable.
55. Upon winding-up or dissolution of the Foundation, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to

employees of the Foundation of any arrears of salaries or wages, and after payment of any debts of the Foundation, shall be distributed to such charity or charities, registered under the provisions of the *Income Tax Act (Canada)*, or such “qualified donees” allowed under the *Income Tax Act (Canada)*, as shall be designated by the directors of the Foundation that conduct operations on the Gulf Islands. This provision was previously unalterable.

Part 13 — Bylaws

56. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
57. These bylaws must not be altered or added to except by special resolution.