

CONSTITUTION

The name of the Society is Denman Community Land Trust Association

The purposes of the Society are

(a) To seek and receive donations of land, buildings, money, contributions, endowments and gifts of all kinds, to be used exclusively for charitable purposes; in particular for providing affordable housing to persons of low income living on Denman Island, where "low income" means the income of such persons is less than 120 % of the "low income cut-off" amounts published by Statistics Canada, or its successor agency, from time to time.

(b) To make developed and undeveloped lands, acquired by donation, purchase or otherwise, available to other nonprofit and/or charitable organizations for development as affordable housing and related facilities and subsequent supply to persons living on Denman Island;

(c) To support research into, and the dissemination of information concerning, the concept of land trust use for community based low-cost housing initiatives;

(d) To support the provision of public education in sustainable housing and land use practises;

(e) To make gifts to "qualified donees" within the meaning of the Income Tax Act (Canada).

(f) To engage in any ancillary or incidental lawful and charitable act or activity for which societies may be organized under the laws of British Columbia and Canada and which the Board of Directors determine ought to be carried on in furtherance of the above stated objects of the Society, and to make such management and service agreements as are advisable or necessary to implement the Society's charitable acts;

(g) To conduct or participate in fundraising activities in order to support the purposes of the Society.

(Incorporated August 20, 2008)

BYLAWS

Bylaws of Denman Community Land Trust Association

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. (Incorporated August 20, 2008)

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 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

7 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.

8 (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.

9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or 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

10 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.

11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12 The directors may, when they think fit, convene an extraordinary 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) 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, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19 If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the president and all the other 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 general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 10 days or more, notice 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 an adjourned general meeting.

21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

22 (1) A member in good standing, for a least 3 months prior to the date of any general meeting, is entitled to one vote if present at the meeting.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

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 president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

(2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.

(3) On the first election, 50% of the directors shall be elected for a two-year period, with the remainder to be elected for a one-year period. At subsequent elections, all directors will be elected for a two-year period.

26 (1) The directors must retire from office at each annual general meeting when their successors are elected.

(2) The elected board of directors shall elect officers of the society at the first regular meeting after an AGM

(3) An election may be by acclamation, otherwise it must be by ballot.

(4) If a successor is not elected, the person previously elected or appointed continues to hold office.

27 (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.

28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must 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.

29 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.

30 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.

Part 6 — Proceedings of Directors

31 (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 president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director 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, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

34 The members of a committee may meet and adjourn as they think proper.

35 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.

36 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, 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.

37 (1) Questions arising at a meeting of the directors or committee of directors shall be decided by seeking consensus first and shall, when necessary, be decided by a 2/3 majority vote.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

(3) The directors shall take any matter concerning the expenditure of one hundred thousand dollars (\$100,000.00) or more to the membership for a vote at a general meeting. This vote is considered successful if 2/3 of the eligible voters are in favour.

38 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.

39 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 Officers

40 (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

41 The vice president must carry out the duties of the president during the president's absence.

42 The secretary must do the following:

- (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 treasurer;
- (e) have custody of the common seal of the society;
- (f) maintain the register of members.

43 The treasurer 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.

44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).

45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 — Seal

46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

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

51 This Part applies only if the society is required or has resolved to have an auditor.

52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

54 An auditor may be removed by ordinary resolution.

55 An auditor must be promptly informed in writing of the auditor's appointment or removal.

56 A director or employee of the society must not be its auditor.

57 The auditor may attend general meetings.

Part 11 — Notices to Members

58 A notice may be given to a member, either personally or by email or by Canada Post to the member at the member's email or postal address as provided by the member with their application for membership or as provided by written notice to the Society from time to time; or by publication in any newspaper that is distributed without cost to all mail addresses on Denman Island. Where a member has provided an email address to the Society, a notice shall be given by email to that member.

59 A notice sent by email is deemed to have been given on the day following the day that it was sent from the computer issuing the email. A notice sent by Canada Post is deemed to have been given on the second day following the day on which the notice was mailed, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canada Post receptacle for mailing. A notice published in a newspaper is deemed to have been given on the second day following the delivery of the newspaper.

60 (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, if Part 10 applies.

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

Part 12 — Bylaws

61 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.

62 These bylaws must not be altered or added to except by special resolution.

63 The operations of the Society will be carried on primarily in the province of British Columbia. This provision is alterable.

64 The activities and purposes of the Society shall be carried out without purpose of gain for its members. The Society is a charitable one and acknowledges that all investments, property, profits or other accretions to the Society, including the income there from, is and will be held in trust pursuant to the Constitution and By-Laws of the Society to further the purposes of the Society. No part of the income of the Society shall be payable to, or shall be otherwise available for, the personal benefit of any proprietor, member, shareholder, trustee or settlor thereof. **This provision was previously unalterable.**

65 In the event of the dissolution or winding-up of the Society in accordance with the provisions of the Society Act, all remaining assets, after payment of liabilities, shall be distributed to such organization or organizations that are registered charities pursuant to the provisions of the Income Tax Act of Canada and that are concerned with promotion of the same or similar purposes as the Society, such organization or organizations to be designated by the directors of the Society at the time of the winding-up or dissolution of the Society and, if effect cannot be given to the aforesaid provisions, such assets shall be distributed to some other organization or organizations, provided however that any such other organization to which any such assets are to be distributed shall be, at the time of the distribution, a registered charity recognized as such under the provisions of the Income Tax Act from time to time in effect. **This provision was previously unalterable.**