



Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 1 - Interpretation

Changes are highlighted in yellow

2018

2022

PART 1 – INTERPRETATION

1. (a) In these bylaws, unless the context otherwise requires:

i. “directors” means the directors of the society for the time being;

ii. “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

iii. “registered address” of a member mean his address as recorded in the register of members.

(b) 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 1 – DEFINITIONS AND INTERPRETATION

1.1 In these bylaws, unless the context otherwise requires:

“Board” means the directors of the *Society*;

“Bylaws” means the bylaws of the *Society*, as amended from time to time;

“Email Address” of a members means the most recent email address provided to the *Society* by the member;

“Registered Address” of a member means the member’s address as recorded in the register of members; and

“Society Act” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.

1.2 The definitions in the *Society Act* apply to these *Bylaws*.

1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

1.4 If there is a conflict between these *Bylaws* and the *Society Act* or the regulations under the *Society Act*, the *Society Act* or regulations, as the case may be, prevail.



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Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 2 - Membership

Changes are highlighted in yellow

2018

2022

PART 2 – MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with the Bylaws, and, in either case, have not ceased to be members. The Society shall at all times have five or more 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 annual membership dues must be determined by the directors.

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 three (3) consecutive months.

PART 2 – MEMBERSHIP

2.1 The members of the *Society* are the applicants for incorporation of the *Society*, and those persons who subsequently have become members in accordance with the *Bylaws*, and, in either case, have not ceased to be members. The *Society* shall at all times have five or more members.

2.2 A person may apply to Board for membership in the *Society* and, on acceptance by *the Board*, is a member.

2.3 Every member must uphold the constitution and comply with these *Bylaws*.

2.4 The amount of the annual membership dues must be determined by *the Board*.

2.5 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, **emailing** 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 three (3) consecutive months.



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PART 2 - Membership

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8. (a) A member may be expelled by a 75% majority vote of the Board of Directors.

(a) A brief statement of the reason or reasons for the expulsion must be placed in the in-camera minutes of the Board of Directors.

(b) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at an in-camera meeting of the Board of Directors before the matter is put to a vote and to submit a written response that must be included in the in-camera minutes of the Board of Directors.

(c) A written report on the matter that protects the identity of the person expelled must be presented to the membership at the next Annual General Meeting.

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.

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2.6 A member may be expelled by a 75% majority vote of *the Board*.

2.7 A brief statement of the reason or reasons for the expulsion must be placed in the in-camera minutes of *the Board*.

2.8 The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at an in-camera meeting of *the Board* before the matter is put to a vote and to submit a written response that must be included in the in-camera minutes of *the Board*.

2.9 A written report on the matter that protects the identity of the person expelled must be presented to the membership at the next Annual General Meeting.

2.10 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.

2.11 Members shall not have access to the *Society's* register of members, except as outlined in the *Society Act*.

2.12 Access by members, who are not on *the Board*, to other accounting records or records of Board meetings will be allowed or disallowed at the discretion of *the Board*.

2.13 Only *the Board*, and their delegates if the case may be, shall have access to any financial record that discloses the identity of a donor.



Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 2 - Membership

Changes are highlighted in yellow

2018

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2.14. Only *the Board*, and their delegates if the case may be, shall have access to minutes of in-camera Board meetings.

2.15 A person who is not a member and not on *the Board* will be allowed or disallowed access to *Society* records at the discretion of *the Board*.



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Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 3 - Meetings of Members

Changes are highlighted in yellow

2018

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. (a) Notice of a general meeting must specify the place, day and hour of meeting and, in case of special business, the general nature of that business.

(b) 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 proceeding 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.

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PART 3 - MEETINGS OF MEMBERS

3.1 General meetings of the *Society* must be held at the time and place, in accordance with the *Society Act*, that **the Board** decide.

3.2. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

3.3 **The Board** may, when they think fit, convene an Extraordinary General Meeting.

3.4 Notice of a General Meeting must specify the place, day and hour of meeting and, in case of special business, the general nature of that business.

3.5 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 proceeding at that meeting.

3.6 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.



Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 4 - Proceedings at General Meetings

Changes are highlighted in yellow

2018

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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 transacted at an annual general meeting, except;

- 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, and
- vii. the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16 (a) No business, other than the election of a chair and the adjournment or termination of the meeting, must be conducted at a general meeting at a time when a quorum is not present.

(b) 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.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

4.1 The following business is considered special business:

(a) all business at an Extraordinary General Meeting except the adoption of rules of order; and

(b) all business transacted at an Annual General Meeting, except;

- 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, and
- vii. the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.2 No business, other than the election of a chair and the adjournment or termination of the meeting, must be conducted at a General Meeting at a time when a quorum is not present.

4.3 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.



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PART 4 - Proceedings at General Meetings

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A quorum is five (5) 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. (a) A general meeting may be adjourned from time to time and from place to place, but business must not be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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4.4 The quorum for the transaction of business at a General Meeting is 7 voting members or 10% of the voting members, whichever is greater.

4.5 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 **voting** 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 **voting** members present constitute a quorum.

4.6 Subject to Section 4.7 of these *Bylaws*, 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.

4.7 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) he president and all the other directors present are unwilling to act as the chair the voting members present must choose one of their number to be the chair.

4.8 A General Meeting may be adjourned from time to time and from place to place, but business must not be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.



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Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 4 - Proceedings at General Meetings

Changes are highlighted in yellow

2018

(b) 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.

(c) 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.

21. (a) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution

(b) In 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. (a) A member in good standing present at a meeting of members is entitled to one vote.

(b) Voting is by a show of hands, or by secret ballot as decided by the members present.

(c) 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.

2022

4.9 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.

4.10 Except as provided in **these Bylaws**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.11 No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

4.12 In 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.

4.13 A **voting** member in good standing present at a meeting of members is entitled to one vote.

4.14 Voting is by a show of hands, or by secret ballot as decided by the members present.

4.15 Voting by proxy is not permitted.

4.16 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*.



Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 6 - Proceedings of Directors

Changes are highlighted in yellow

2018

PART 6 – PROCEEDINGS OF DIRECTORS

32. (a) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(b) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum is a majority of the directors then in office.

c) 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.

(d) directors may attend meetings in person, by audio conference call or by teleconference.

33. (a) A directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(b) A committee so formed in the exercise of the power 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 power to the earliest meeting of the directors to be held after the act or thing has been done.

2022

PART 6 – PROCEEDINGS OF DIRECTORS

6.1 The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.2 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum is a majority of the directors then in office.

6.3 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.

6.4 Directors may attend meetings in person, by audio conference call or by teleconference.

6.5 **A director** may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

6.6 A committee so formed in the exercise of the power 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 power to the earliest meeting of the directors to be held after the act or thing has been done.



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Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 6 - Proceedings of Directors

Changes are highlighted in yellow

2018

2022

34. 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.

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

36. 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.

37. 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, or facsimile, 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 meeting 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.

6.7 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.

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

6.9 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.

6.10 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, or facsimile, 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 meeting 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.



Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 6 - Proceedings of Directors

Changes are highlighted in yellow

2018

2022

38. (a) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

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

39. 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

40. 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.

6.11 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

6.12 In case of a tie vote the chair does not have a second or casting vote.

6.13 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.

6.14 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.



Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 13 - Dissolution

Changes are highlighted in yellow

2018

PART 13 – DISSOLUTION

64. In the event of dissolution of the Society, the assets of the Society shall be donated or distributed as follows:

- (a) if possible and practicable, where funds or assets have been received from a charitable institution, those funds or assets shall be returned to that charitable institution;
- (b) where funds or assets have been received from a charitable institution and they cannot reasonably be returned to that charitable institution, those funds or assets shall be donated or distributed to a society or foundation having similar purposes and objectives to the Society;
- (c) where funds or assets have been received from a person or from an organization which is not a charitable institution, those funds or assets shall be donated or distributed to a society or foundation having similar purposes and objectives to the Society;
- (d) all other assets or funds of the Society shall be donated or distributed to such charitable institutions and foundation as the Directors of the Society may determine at the time of dissolution;
- (e) where assets or funds of the Society are donated or distributed to a society or foundation having similar purposes and objectives to the Society, that society or foundation will be requested to invest and distribute the funds and assets in a manner consistent with the purposes and objectives of the Society.

2022

PART 13 – DISPOSITION OF LAND AND DISSOLUTION

13.1 When, in the opinion of *the Board*, it is in the best interest of the *Society* to sell or transfer land owned by the *Society*, the proposed sale shall require a special resolution adopted by a general meeting of the *Society*.

13.2 It shall be borne in mind by *the Board* and membership that *Society* land under use in accordance with the principles and objectives of the constitution should not be sold, and that, in general, *Society* land shall not be sold except under extraordinary circumstances.

13.3 Where the *Society* holds one or more interests in land that are certified as ecological gifts under the Government of Canada's Ecological Gifts Program, the *Society*, consistent with the constitution,

(a) may dispose of such interests in land only to eligible Ecological Gifts Program recipients that are also qualified donees as defined by the Income Tax Act at the time of gift; and

(b) shall endeavour to dispose of all ecological gifts to eligible Ecological Gifts Program recipients that are also qualified donees as defined by the Income Tax Act at the time of disposition in the event *the Board* determines that a winding-up or dissolution of the *Society* is imminent.



Comparison between FVC Constitution and Bylaws 2018 and FVC Constitution and Bylaws 2022.

PART 13 - Dissolution

Changes are highlighted in yellow

2018

65. Any charitable institution, society or foundation referred to section 64 hereof shall be restricted to mean such a charitable institution, society or foundation as is a Canadian registered charity.

66. Ecological Gifts

(a) Where the Society holds one or more interests in land that are certified as ecological gifts under the Canadian Ecological Gifts Program, the Society, may dispose of such interests in land only to eligible Ecological Gifts Program recipients that are also qualified donees as defined by the Income Tax Act at the time of gift;

(b) must be donated or distributed to one or more eligible Ecological Gifts program recipients before or separate from any payment of the organization's debts.

These provisions, listed in Part 13, were previously unalterable.

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13.4 In the event of dissolution of the *Society*, the assets of the *Society* remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting the same or similar purposes of this *Society* as may be determined by the members of this *Society* at the time of dissolution, provided that such organization is a registered charity recognized by the Government of Canada as qualified as such under the provisions of the Income Tax Act of Canada or such provisions now in effect or subsequently amended.

13.5 These provisions, listed in Part 13, were previously unalterable.