

FORM 3 - SOCIETY ACT
CONSTITUTION

1. The name of the society is the Coastal Invasive Species Committee, hereafter referred to as the “Committee”.
2. The purposes of the Committee are, within the geographic areas of the following regional districts: Capital; Cowichan Valley, Nanaimo, Alberni-Clayoquot, Comox Valley, Strathcona, Powell River, Mount Waddington, Sunshine Coast and the Northern and Southern Gulf Islands:
 - a) To raise awareness and educate the public, government agencies, and other land managers about invasive species and their impacts;
 - b) To minimize the further introduction and spread of invasive species in the area through education and awareness, early detection and control, and other management efforts;
 - c) To promote coordination and collaborative management of invasive species between agencies and land occupiers;
 - d) To work towards the control/containment of highly invasive non-native species;
 - e) To provide a conduit for information and a source of expertise on invasive species;
 - f) To develop and maintain a comprehensive inventory of invasive species within the area of responsibility; and,
 - g) To hire and direct an Executive Director to fulfill the purposes of the Committee, as required.
3. In the event of winding up or dissolution of the Committee, funds and assets of the Committee remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes as this Committee as may be determined by the members of the Committee at the time of dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided however that such organization referred to in this paragraph shall be a registered charity recognized by Revenue Canada as being qualified as such under the provisions of the *Income Tax Act* (Canada) from time to time in effect.
4. The above purposes of the Committee shall be carried out without purpose of gain for its members, and any profits or other accretions to the Committee shall be used for promoting its purposes, and all the above purposes shall be carried on an exclusively charitable basis.

5. No director or officer will be remunerated for being or acting as a director or officer, but a director or officer will be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Committee.
6. Paragraphs 3, 4, 5, and 6 of the Constitution are unalterable in accordance with the *Society Act*.

BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) the Society Act and any other bylaws.

Dated December 5, 2005

WITNESS(ES)

APPLICANTS FOR INCORPORATION

Signature

Date

Michael Betts
1670 Hillview Avenue
Victoria, BC V8N 2N5

Signature

Date

Susan Pauwels
1666 Sitka Avenue
Courtenay, BC V9N 8W8

Signature

Date

Margaret Henigman
4775 Roxanne Drive
Nanaimo, BC V9T 5C1

Signature

Date

Jeff Hallworth
3728 Exton Street
Port Alberni, BC V9Y 3X9

Signature

Date

Ernest Sellentin
710 Woodland Drive
Comox, BC V90 3H4

Signature

Date

Miyo Stevens
3000 Giovando Road
Nanaimo, BC V9X 1K5

Signature

Date

Alison Millham
1900 Cougar Crescent
Comox, BC V9M 2K5

SOCIETY ACT

Bylaws ofCoastal Invasive Species
Committee

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 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 5 The directors may limit the membership of the society to, and shall use their best efforts to ensure that the membership includes all of the following organizations and sectors:
 - a. First Nations
 - b. Agriculture producers;
 - c. Public sector agriculture;
 - d. Conservation-focused;
 - e. Naturalist-focused;
 - f. Environmental-focused;
 - g. Public sector natural resource
 - h. Public sector highways
 - i. Mining
 - j. Rural municipal government
 - k. Urban municipal government
 - l. Public sector parks
 - m. Private sector recreation
 - n. Utility
 - o. Member at large

- q) Nursery
- r) Horticulture
- s) Forestry

- 6 Every member must uphold the constitution and comply with these bylaws.
- 7 Members which are bodies corporate or government agents must provide written notice to the Secretary of the appointment of a person, identified in the notice, who will represent the body corporate or government agency from time to time, so as to qualify that person to vote on behalf of the member.
- 8 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.
- 9 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.
- 1 (1) A member may be expelled by a special resolution of the members
0 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.
- 1 All members are in good standing except a member who has failed to pay his
1 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

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

4 meeting.

1 (1) Notice of a general meeting must specify the place, day and hour of the
5 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.

1 The first annual general meeting of the society must be held not more than
6 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

1 Special business is
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(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.

1 (1) Business, other than the election of a chair and the adjournment or
8 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.

1 If within 30 minutes from the time appointed for a general meeting a quorum
9 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.

2 Subject to bylaw 21, the president of the society, the vice president or, in the
0 absence of both, one of the other directors present, must preside as chair of a general meeting.

2 If at a general meeting

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(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.

2 (1) A general meeting may be adjourned from time to time and from place to
2 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.

2 (1) A resolution proposed at a meeting need not be seconded, and the chair
3 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.

2 (1) A member in good standing present at a meeting of members is entitled
4 to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

2 A corporate member may vote by its authorized representative, who is
5 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

2 (1) The directors may exercise all the powers and do all the acts and things
6 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.

2 (1) The president, vice president, secretary, treasurer and three or more
7 other persons are the directors of the society.

(2) The number of directors must be 7 or a greater number determined from time to time at a general meeting.

2 (1) The applicants for registration, being the first directors, must retire as
8 directors at the first general meeting of the society. The society will at its first general meeting elect three directors for a one-year term and four directors for a two-year term. Thereafter directors are elected for two year terms.

(2) As each Director's term expires, he or she must retire from office at the annual meeting when his or her successor is elected.

(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.

2 (1) The directors may at any time and from time to time appoint a member as
9 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.

3 (1) If a director resigns his or her office or otherwise ceases to hold office, the
0 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 is less than the prescribed number of directors in office.

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

3 A director must not be remunerated for being or acting as a director but a
2 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

- 3 (1) The directors may meet at the places they think fit to conduct business,
3 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.
- 3 (1) The directors may delegate any, but not all, of their powers to committees
4 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.
- 3 A committee must elect a chair of its meetings, but if no chair is elected, or if
5 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.
- 3 The members of a committee may meet and adjourn as they think proper.
6
- 3 For a first meeting of directors held immediately following the appointment or
7 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.
- 3 A director who may be absent temporarily from British Columbia may send or
8 deliver to the address of the society a waiver of notice, which may be by
letter, telegram, telex, email 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.

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

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

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

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

Part 7 — Duties of Officers

4 (1) The president presides at all meetings of the society and of the directors.
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(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

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

4 The secretary must do the following:
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(a) review the correspondence of the society;

(b) ensure notices of meetings of the society and directors are issued;

(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.

4 The treasurer must
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(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.

4 (1) The offices of secretary and treasurer may be held by one person who is
6 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 27 (2).

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

Part 8 — Seal

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

4 The common seal must be affixed only when authorized by a resolution of
9 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

5 In order to carry out the purposes of the society the directors may, on behalf
0 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.

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

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

Part 10 — Auditor

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

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

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

5 An auditor may be removed by ordinary resolution.
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5 An auditor must be promptly informed in writing of the auditor's appointment
7 or removal.

5 A director or employee of the society must not be its auditor.
8

5 The auditor may attend general meetings.
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Part 11 — Notices to Members

- 6 A notice may be given to a member, either personally or by mail or email to
0 the member at the member's registered address.
- 6 A notice sent by mail is deemed to have been given on the second day
1 following the day on which the notice is posted or the day it was emailed, 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 or sent to an
active email address and not returned within 24 hours.
- 6 (1) Notice of a general meeting must be given to
2
- (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

- 6 On being admitted to membership, each member is entitled to, and the
3 society must give the member without charge, a copy of the constitution and
bylaws of the society.
- 6 These bylaws must not be altered or added to except by special resolution.
4