



HABITAT ACQUISITION TRUST

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Society Act

Bylaws of HABITAT ACQUISITION TRUST

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Part 1 – Interpretation

1.
 1. In these bylaws, unless the context otherwise requires,
 - a. "constitution" means the constitution of the Society;
 - b. "directors" means the directors of the Society for the time being;
 - c. "members" means the applicants for incorporation and those persons who subsequently have become members in accordance with these bylaws, and, in either cases, have not ceased to be members;
 - d. "registered address" of a member means the member's address as recorded in the register of members;
 - e. "Society" means HABITAT ACQUISITION TRUST;
 - f. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - g. "special resolution" means:
 - i. a resolution passed by not less than 75% of the members present at a general meeting;

ii. a resolution consented to in writing by every member of the Society who would have been entitled to vote in person at a general meeting of the Society.

2. Except where they conflict with the definition contained in these bylaws, 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.

Part 2 - Membership

1. There shall be nine classes of membership:

a. Individual general – for any person;

b. Individual student – for any person who is enrolled full-time as a student in an educational institution;

c. Individual VNHS – for any person who is a member in good standing of the Victoria Natural History Society;

d. Family – for couples and/or parent(s) and dependent children living at the same residence;

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e. Non-profit organization – for a recognized not for profit organization which may or may not be registered under the Society Act;

f. School organization – for an elementary or secondary school group such as a school, class, or club;

g. Corporate – for a corporation;

h. Government agency – for any agency of a municipal, regional, provincial, or federal government;

i. Individual patron– for any person who pays the appropriate one time dues as determined by the board of directors.

2.

1. Membership in the Society shall be open to those persons or representatives of a corporation, society, government body, or recognized organization upon payment of appropriate dues.

2. The Victoria Natural History Society will be deemed a member of the Society with all the privileges of a "Non-profit organization" member and no dues will be owed.

3.

1. Every member of membership classes 3a, 3b, 3c, 3i and the representative of membership classes 3d, 3e, 3f, 3g, and 3h shall have one vote at any regular or special meeting of the Society.

2. Every member of membership classes 3a, 3b, 3c, 3i and the representative of membership classes 3d, 3e, 3f, 3g, and 3h shall be eligible to hold office in the Society.

3. Every member shall uphold the constitution and comply with these bylaws.

4. The associated annual dues shall be determined by the directors. In the absence of any determination of annual membership dues it shall be deemed that there are no such dues.

5. A person shall cease to be a member of the Society

a. upon delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to

the address of the Society;

b. upon their death or in the case of a corporation, society, government body or recognized organization

upon dissolution, bankruptcy, or receivership;

c. on being expelled by a special resolution;

d. upon ceasing to be in good standing for 60 consecutive days;

6.

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 shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to vote.

7. All members are in good standing except a member who has failed to pay their 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.

8. The membership of a person in the Society is not transferable.

Part 3 - Meeting of Members

1. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.

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

3. The directors shall convene an extraordinary general meeting at the request of any two directors.

4.

1. The Society shall give not less than 14 days written notice of a general meeting of the Society to its members entitled to receive notice of a general meeting; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

2. Notice of a general meeting shall specify the place, day, and hour of meeting, in case of special business, the general nature of that business.

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 of that meeting.

5. An annual general meeting shall 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:

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.

2.

1. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3. A quorum is five (5) members present in good standing or a greater number that the members may determine at a general meeting.

3. If within 45 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall be terminated; and notice of the adjourned meeting shall be given as would normally be given for a general meeting, 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.

4. Subject to bylaw 20, the president of the Society, the vice-president, or in the absence of both, one of the directors present shall preside as chairperson of a general meeting.

5. If at a general meeting

1. there is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting; or

2. the president and all other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

6.

1. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

2. 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.

7.

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

2. In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

8.

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

2. Voting shall be a show of hands except as otherwise provided unless the majority of the persons eligible to vote present shall otherwise determine.

3. Proxies are not allowed.

9. An eligible corporation, society, government body, the Victoria Natural History Society, or recognized organization 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 shall be reckoned as a member for all purposes with respect to a meeting of the Society.

10. Directors must be members in good standing or become members in good standing within 30 days of their election or appointment otherwise the director will be assumed to have resigned from their office.

Part 5 - Directors

1.

1. The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which 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, which are 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 directors that would have been valid if that rule had not been made.

2.

1. The president, vice-president, secretary, treasurer, and one or more other persons shall be the directors of the Society.

2. No director shall hold office for more than two consecutive terms.

3. The number of directors shall be five (5) or a greater number determined from time to time at a general meeting.

3. Directors shall be elected at the annual general meetings and shall hold office for a term of three years beginning at the end of the annual general meeting at which the director was elected

4.

1. The directors shall retire from office at each annual general meeting in the year in which their term expires, at which time their successors shall be elected.

2. Directors shall be elected from the nominations put forward by members of the Society.

3. Separate elections shall be held for each office of director to be filled.

4. An election may be by acclamation, otherwise it shall be by ballot.
5. If no successor is elected the person previously elected or appointed shall, at their option, continue to hold office.

5.

1. If a director resigns their office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
2. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at that meeting.
3. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
6. The members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
7. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.
8. The directors shall have the power to make expenditures for the purpose of furthering the purposes of the Society. The directors shall have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions imposed by a person donating, bequeathing, advancing, or lending money to the Society or assumed by the Society expecting such donations, bequests, advances or loans, or in accordance with such terms and conditions that the directors may prescribe.
9. The directors shall take such steps as they deem necessary to enable the Society to receive donations, bequests, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society.
10. In investing the funds of the Society, the directors shall not be limited to securities and investment in which trustees are authorized by law to invest, but may make any investments which the directors in their unfettered discretion consider advisable. Subject to the provisions of the Society Act, the directors shall not be liable for any loss that may result in connection with any such investments made by the directors in good faith.

Part 6 - Proceedings of Directors

1.

1. The directors may meet together at such time and place they see fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
2. The directors may from time to time fix the quorum necessary to transact business. At minimum and unless so fixed the quorum shall be a majority of the directors then in office.
3. The president shall be chairperson 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 shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at the meeting.

4. A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors
5. The meeting of the directors may also be held, or any director may participate in a meeting of directors, by conference telephone or similar communication means, so long as all directors participating in the meeting can communicate with one another; and all such directors so participating in any such meeting shall be deemed to be present in person at the said meeting.
2. 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 any acceptable communication device, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - a. no notice of meeting of the directors shall 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 shall, if a quorum of the directors is present, be valid and effective.
3.
 1. Resolutions at a meeting of the directors and committee under the directors shall be decided by a simple majority of votes.
 2. In case of an equality of votes the chairperson shall not have a second or casting vote.
 3. Voting shall be a show of hands except as otherwise provided unless the majority of the persons eligible to vote present shall otherwise determine.
 4. No resolution proposed at a meeting of directors or committee under the directors need be seconded and the chairperson of a meeting may move or propose a resolution.
 5. 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.
 1. The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.
 2. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
7. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for the holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
8. The members of a committee may meet and adjourn as they think proper.

Part 7 - Duties of Officers

1. The directors shall elect from among the directors, for a term of one year, a president, vice-president, secretary, and treasurer at the first meeting of the directors held after the annual general meeting in each year.
2. The directors may appoint and remove such other officers of the Society as they deem necessary and determine the responsibilities of all officers.

3.

1. The president shall preside at all meetings of the Society and of the directors.
2. The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
3. Should for any reason a president not complete their term, the directors shall elect a replacement forthwith.
4. The vice president shall carry out the duties of the president during the president's absence.
5. The secretary shall
 - 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; and
 - f. maintain the register of members.

6. The treasurer shall

- a. keep the financial records, including books of account, necessary to comply with the Society Act and Income Tax Act; and
- b. render financial statements to the directors, members and others when requested.

7.

1. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
2. When a secretary treasurer holds office the total number of directors shall not be less than five (5) or the greater number that may have been determined pursuant to bylaw 27.2.

8. In the absence of the secretary from the meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 - Seal

1. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
2. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

Part 9 - Borrowing

1. 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 the foregoing, by issue of debentures.

2. No debenture shall be issued without the sanction of a special resolution.
3. The members may by special resolution restrict the borrowing powers of the directors, but such a restriction so imposed shall expire at the next annual general meeting.

Part 10 - Auditor

1. This Part shall apply only where the Society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the directors and who shall also fill all vacancies occurring in the office of auditor.
3. At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is re-elected or the successor is elected at the next annual general meeting.
4. An auditor may be removed by ordinary resolution.
5. An auditor shall be promptly informed in writing of appointment or removal.
6. No director, officer, or employee of the Society shall be auditor. An auditor need not be a member of the Society.
7. The auditor may attend general meetings.

Part 11 - Notices

1. A notice may be given to a member, either personally or by mail at the member's registered address.
2. A notice sent by mail shall be deemed to have been given on the fourth day following that on which the notice is posted, and in proving that the notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
 1. Notice of a general meeting shall be given to
 - a. every member shown on the register of members on the day notice is given;
 - b. the auditor, if Part 10 applies; and
 - c. the secretary of the Victoria Natural History Society at the registered mailing address of the said society.
 2. No other person is entitled to receive a notice of general meeting.

Part 12 - General

1. The books of accounts of the Society and minutes of meetings of directors shall be open, at any reasonable time, to inspection upon the written demand of any member for a purpose reasonably related to his interest as a member. Such inspection may be made in person or by an agent and shall include the right to make extracts. Such written demand shall be made to the president or secretary and allow reasonable notice.
2. On being admitted to membership, each member is entitled to and the Society shall, upon request to the Secretary, provide without charge, a copy of the constitution and bylaws of the Society.
3. These bylaws shall not be altered or added to except by special resolution.
4. The Society shall prepare annually an Annual Report that contains a review of the Society's finances and activities. The Annual Report shall be provided to each member at the member's request and a copy shall be delivered to the secretary of the Victoria Natural History Society at its registered address.

5. Subject to the provisions of the Society Act, each officer, director, or employee of the Society shall be indemnified by the Society against expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being, or have been an officer, director, or employee of the Society, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of their duty as an officer, director, or employee. "Derelict" shall mean grossly negligent, criminally negligent, intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of an opportunity available to the Society.

6. The Society may purchase and maintain insurance for the benefit of any or all directors, officers, employees, or volunteers against personal liability incurred by such person or persons as a director, officer, employee, or volunteer.