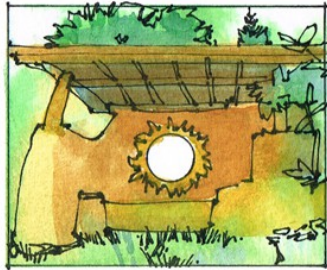


# **Field Guide to the Governance of the Gabriola Commons**

Where Land and People Meet



April 14, 2019

# Table of Contents

|   |    |
|---|----|
| OVERVIEW.....   | 1  |
| Gabriola Commons Charter.....                                     | 1  |
| Guiding Principles.....   | 1  |
| Covenant.....   | 2  |
| Brief History of the Gabriola Commons.....                        | 2  |
| GOVERNANCE.....   | 4  |
| Participation.....  | 4  |
| Commons Co-ordinating Council.....                                | 4  |
| Organizational Structure and Decision Making.....                 | 4  |
| Teams, Projects and Groups:.....                                  | 4  |
| Team.....   | 5  |
| Project.....  | 5  |
| Taskforce.....  | 5  |
| Group.....  | 5  |
| Representative .....  | 5  |
| Decision Making.....  | 5  |
| Decision Making Process.....                                      | 6  |
| Consensus Decision Making.....                                    | 7  |
| Stewardship Plan.....   | 8  |
| FOUNDATION.....   | 9  |
| Definition .....  | 9  |
| Membership.....   | 9  |
| Legalities.....   | 9  |
| Responsibilities of Trustees .....                                | 9  |
| Trustees Team Mandate.....  | 9  |
| Current Trustees.....   | 10 |
| Previous Trustees.....  | 11 |
| Charitable Status .....   | 12 |
| Zoning .....  | 12 |
| Appendix 1.....   | 13 |
| Constitution.....   | 13 |
| Bylaws.....   | 14 |
| Historical Summary of Bylaw Changes.....                          | 24 |
| Appendix 2.....   | 26 |
| Policy: Purpose and Operation of Gabriola Commons Foundation..... | 26 |
| Policy: Position Descriptions of Trustees.....                    | 27 |
| Trustee.....  | 27 |
| Chair (Co-Chair).....   | 28 |
| Secretary.....  | 29 |
| Privacy Officer.....  | 29 |
| Treasurer and Finance Team.....                                   | 30 |

|   |    |
|---|----|
| Policy: Financial Resiliency Policy.....                      | 32 |
| Policy: Annual General Meeting Preperation and Follow-up..... | 33 |
| Policy: Recruitment of Trustees .....                         | 34 |
| Policy: Charitable Responsibilities .....                     | 35 |
| Policy: Privacy.....  | 36 |
| Policy: Volunteer Versus Paid Work.....                       | 38 |
| Policy: Consensus Desision Making.....                        | 39 |
| Policy: Financial Management.....                             | 43 |
| Appendix 3.....   | 44 |
| Island Trust – Zoning Regulations.....                        | 44 |
| Gabriola Island Official Community Plan.....                  | 44 |
| Gabriola Land Use Bylaws.....                                 | 44 |
| Appendix 4.....   | 48 |
| Gabriola Commons Foundation Forms .....                       | 48 |
| Legal Documents .....   | 48 |
| Team Mandates.....  | 48 |
| Current Financial Statements.....                             | 48 |
| Defnitions.....   | 48 |

# OVERVIEW

## ***Gabriola Commons Charter***

The Gabriola Commons is intended as a source of ecological and community well-being that exists in perpetuity for the benefit of the people of Gabriola Island and the land on which it is situated.

As a source of well-being, the Gabriola Commons contributes to our sense of community, of belonging, and of our bonds to one another and the land. It draws the community in and brings the people of the community closer to each other. It is a space for creativity and justice, for art and learning, and for fairness and openness.

The Gabriola Commons demonstrates ways to enhance sustainability, to preserve ecosystems and biodiversity, and to promote equity both on this island and in the world. The land includes a number of significant natural gifts and community amenities in one contiguous property: rich wildlife habitats; a pond and wetland area; open vistas and meadows; cedar groves and forests; pathways linking neighbourhoods; a rural agricultural heritage and landscape for farming and gardening; indoor gathering places for community celebrations and events, for solitude and sanctuary, performance and festivity.

The property of the Gabriola Commons is a gift from an earlier generation that we in turn must pass on, undiminished and enriched, to those who follow us, in perpetuity.

## ***Guiding Principles***

- (1) *Public Trust*: The Gabriola Commons exists in perpetuity for the benefit of the land and the people of Gabriola including future generations not favouring one generation over another.
- (2) *Ecological Sustainability*: The assets and the land of the Gabriola Commons are used and valued only in ways that respect its ecology.
- (3) *Social Sustainability*: The Gabriola Commons sustains and nourishes the fabric of the community for generations yet to come.
- (4) *Local Democracy*: The Gabriola Commons stewardship is democratic, equitable and local.
- (5) *Community Engagement*: The Gabriola Commons is a community legacy, involving the community in the broadest and deepest sense.

## **Covenant**

(insert summary – coming soon)

## **Brief History of the Gabriola Commons**

- 1970 to 2005** – Islanders dream of acquiring the Goat Farm, owned by the Brown family, as a community space. Lying in the Agricultural Land Reserve, it was zoned as a single-family residence and farm producing goat cheese commercially.
- 1995** – Property goes on the market. RDN study assessing Gabriola’s future community needs identifies the property as an ideal location for a community centre because of proximity to Gabriola Elementary School, Rollo Senior’s Centre, and the developing commercial area.
- 1997** – Gabriola Official Community Plan (General Land Use Policy (H): “Since the Village Centre is surrounded by land in the Agricultural Land Reserve, considerations respecting any expansion of the Village Centre into the Agricultural Land Reserve should only be given to community-minded non-commercial uses, subject to the intended use not degrading the future agricultural capability of the land.”
- 2004** – property goes back on the market.
- 2005** – Amazing Grace Ecological Society (AGES – Heide Brown, Shelagh Huston & Chris Mussell administering Jay Mussell’s estate) makes a sizable down payment on the land and commits to cover the mortgage until December 2007 to give the community time to take possession.
- 2005** – “From Dream to Design” workshop, attended by 100 people, forms the basis of submission to Islands Trust zoning application in March 2007.
- 2005 to 2007** – Steering Committee of community volunteers meets biweekly to deal with existing and potential land-use bylaws, agricultural and other uses, ownership and governance, and protection of the land in perpetuity.
- 2005** – People for a Healthy Community becomes a tenant.
- 2006** – Allotment gardens begin.
- 2006** – A rezoning application is submitted to the Islands Trust to allow non-agricultural, multi-purpose use of the land.
- 2007** – Agricultural Land Commission approves all non-agricultural uses of the land except for three of those submitted.
- 2007** – Incorporation of Gabriola Commons Society (without charitable status).
- 2007** – October, a monthly donor drive is initiated and by the beginning of 2008, more than 200 Gabriolans are contributing to pay the monthly mortgage payments.
- 2008** – The Commons Coordination Council is established and meets at 7 p.m. the first Tuesday of every month and has ever since.
- 2008** – The Gabriola Commons Foundation is registered as a non-profit society and receives charitable status.
- 2009** – South gardens come into being.

- 2010** – Islands Trust approves rezoning the property as the “Gabriola Commons Comprehensive Zone” and creates the first Community Commons zoning in Canada.
- 2010** – Land Title to the property is transferred from AGES to the Gabriola Commons Foundation and a \$400,000 mortgage is assumed.
- 2010** – “Vision to Voices” workshop is held at the Haven and attracts 80 attendants.
- 2010** – Timber frame building is donated and moves onto the property.
- 2011** – A substantial anonymous donation is received – the first of several that contribute to large mortgage paydowns.
- 2011** – Work begins on Community Kitchen.
- 2013 & 2014** Four more large anonymous donations are received, as well as a legacy from Yetta Lees.
- 2015** – Community Kitchen opens.
- 2015** – Solar Array is installed.
- 2015** – Baseline report is prepared prior to putting a “community commons” covenant on the land.
- 2015** – Just over \$90,000 remains on the mortgage.
- 2016** – Just over \$58,000 remains on the mortgage.
- 2018** – Mortgage is payed off

During the first ten years, the Gabriola Commons has offered a rich and diverse use of the land and amenities for community benefit and enjoyment:

|                         |                     |                             |
|-------------------------|---------------------|-----------------------------|
| Agricultural Fairs      | Concerts            | Celebrations                |
| GERTIE bus              | Poetry Yurt         | PHC Community Services      |
| Boules Court            | Music jams          | Dance groups                |
| Trails & pathways       | Community gardens   | Labyrinth                   |
| Solar Panel Project     | Orchards            | Orchards & Blueberry Fields |
| Mid-week Farmers Market | Weekly Work bees    | Community Kitchen           |
| Bio-mapping projects    | Meeting spaces      | School field trips          |
| Marshlands & pond       | Potlucks            | Pottery Collective          |
| Creek & riparian areas  | Douglas Fir forests | Green bikes                 |

..... and continues to meet community needs as they arise.

..... and holds space for that which is yet undreamed.

# **GOVERNANCE**

## ***Participation***

Governance of Gabriola Commons is by participation in teams and at council.

## ***Commons Co-ordinating Council***

The Commons Coordinating Council is at the heart of the organization of the Gabriola Commons. This Council meets the first Tuesday of every month at 7pm. It is the place where teams, projects, groups and community members share ideas and information and ensure the health and well-being of the Commons. The discussion is always energetic, creative and collaborative.

Council runs with the following format: 2 facilitators for 6 months each on a 3 month rotation. Everyone present participates in a 20 minute discussion on a topic agreed upon, usually decided at a previous meeting, which is of broad Commons interest. Teams report on their activities. Any decisions taken at Council are by consensus, using the guidelines below.

## ***Organizational Structure and Decision Making***

Informed and effective decision making is possible when inspired by good information sharing and trust. The following principles are kept in mind throughout the decision making process:

- Teams look after their own decisions unless their decision is likely to affect another team or the Commons overall, in which case they will consult and seek input from others.
- We share information and plans with each other in the spirit of generosity and work collaboratively.
- We hold mutual respect as a shared value.

## **Teams, Projects and Groups:**

Teams are groups of individuals who operate on the Commons with a specific mandate. All Commons affairs are attended to by one or more teams rather than being directed in a top-down manner. Teams function independently on the Commons while co-operating with each other to ensure the organization functions effectively. There are also project groups on the Commons which function as teams throughout the duration of a specific project. Additionally, there are several community groups that are active on the Commons property. Members of these groups are encouraged to attend Council so as to stay informed on current affairs.

## **Team**

A permanent entity that is part of the Commons; concerned with a one or more related aspects of the ongoing functioning and/or development of the Gabriola Commons; has a well-defined mandate and objectives. See website [www.gabriolacommons.ca](http://www.gabriolacommons.ca) for a list of teams and their mandates. Teams are generally autonomous in their decisions, according to their own mandates and budgets. It is very important that teams consider how their decision on any matter will affect another team or the overall Commons and that they bring their activities forward in team reports at Council.

## **Project**

A temporary entity that is part of the Commons for a limited period; usually involves creating or renovating some infrastructure; is monitored through several stages by the Share the Commons Team; has a well-defined mandate specific to the project; may eventually evolve into a permanent team.

## **Taskforce**

A permanent or temporary entity that is smaller in scope and/or duration than a team or project; a spin-off from a team or project and reports directly to the corresponding team or project.

## **Group**

An entity that operates on the Commons property or in conjunction with the Gabriola Commons but that has its own separate identity or registered status.

## **Representative**

This is the person(s) who attends Council to represent their team, group, project, etc. This person is responsible to bring the information their team wants heard to Council and to circulate information from Council to their team and, when required, collect input on that information and for following up at Council with their team's input on issues from the previous Council.

The team representative is trusted to speak on behalf of their team when a time-sensitive decision is required to be made at Council when no time is available for team input.

## **Decision Making**

Decisions which do not affect those outside a single team are made within the team according to the team's mandate, plans and budget.

Decisions which affect multiple teams, groups, projects, etc. are made at Council, using input from other teams, groups, projects. This process is outlined below.

When an issue does not fall within the mandate of a specific team, group or project, or is important to many, representatives can 'draft' a recommendation or decision together.



Occasionally a short-term task force made up of members of various teams, projects, groups or interested individuals may form to research or examine the issue and bring forth recommendations to Council.

## **Decision Making Process**

A team, person, group, project, etc. has an issue that requires a decision to be made that has repercussions outside their own sphere on the Commons:

The recommendation, or “draft”, for a decision comes from the team(s), projects(s) or groups(s) whose mandate(s) the decision falls within as this is the group of people who are the most informed on the given topic and most able to provide an appropriate solution or plan

### **A. Drafting a recommendation:**

Information is brought to the Commons Council meeting by the representative for discussion. A recommendation for a policy, action, etc. may be brought instead of a question or issue (skip to B in this case).

1. At Council the issue is discussed and it is determined if there are other teams, groups, projects or individuals that should be involved in drafting a recommendation for a policy, action, etc.
2. The involved parties form a task force to work up a draft plan of action, policy, etc. using knowledge and input from discussion at Council.
3. The involved parties bring this draft to the next Council meeting for discussion and circulation.

### **B. Circulating the recommendation:**

Representatives circulate the draft recommendation to their team members and collect input. Because this is an inherently slow decision making process it is vital that team reps circulate the recommendation promptly, so that unreasonable delay is not created in decision making.

### **C. Making a decision:**

At the following Council meeting representatives discuss input and the recommendation is either:

- Adopted and made final through consensus (based on input as presented by the representatives).
- Amended and re-circulated for further discussion/input (back to B).
- Dropped if it is found to be unnecessary and/or unpopular.

A final decision is made based on a consensus model as outlined in Consensus Decision Making.

#### **D. Circulating the Decision and Follow up:**

The decision and any pertinent information is circulated by representatives to their teams, groups, projects, and also through Council minutes, which may be sent out by representatives and are posted monthly on the Commons website.

Trustees are responsible for updating the Trustee Handbook with new policies or changes to existing policies.

Once a decision is given the “green light” it is imperative that reports and updates are regularly submitted to Council as the project or activity progresses. This communication allows members to be up to date with current goings on and to monitor any changes to the original decision.

We are all responsible to uphold the vision of the Gabriola Commons and adhere to the Gabriola Commons Charter. The Gabriola Commons Coordinating Council is the central decision making body and is at the heart of Commons stewardship.

**The Council meets the first Tuesday of every month at 7pm at the Commons. Everyone is welcome to attend.**

### ***Consensus Decision Making***

May 6, 2014 Policy adopted at Commons Coordinating Council for use at all Commons meetings except where otherwise legally required.

“Unity does not mean unanimity; it means the best general agreement possible in a reasonable time period”.

#### **Procedure:**

1. Introduce the proposal.
2. Clarify questions and call for concerns.
3. Amend and modify the proposal through more discussion or, withdraw if there is no support at all.
4. The facilitator of the meeting will then ask for any further changes, reservations, or objections. The following options are ways to indicate a lack of support for a proposal or decision:
  - Non-support – I don’t see the need for this, but I will go along.
  - Reservations – I think this may be a mistake, but I can live with it.
  - Standing aside – I personally can’t support this, but I won’t stop others.
  - Blocking – I cannot support this or allow the group to support this.
5. If there are no further amendments or objections, the decision will be accepted.
6. If a proposal is blocked, the decision making process is suspended until a resolution process is activated.
7. Resolution Process:
  - Blockers are given the opportunity to present reasons for blocking which must be clearly stated and recorded.

- Reasons for blocking must meet criteria that demonstrate the decision would: jeopardize the legal existence of the Commons; place the Commons in an untenable financial position; create irreversible impacts on the land and the environment (Do No Harm), constitute unethical or imprudent behaviour.
- After an agreed upon time frame to consider the blocking in light of the criteria, the issue is re-introduced for a decision. If the new information does not persuade other members to change the decision, the decision goes ahead.
- If the block does not meet the criteria but raises some concerns, the group should consider moving forward cautiously with the decision and action.
- The nature of the block and the blockers will go on record along with the decision.

### ***Stewardship Plan***

(insert description – coming soon)

# FOUNDATION

## ***Definition***

Gabriola Commons Foundation, a registered non-profit society, was established in March, 2008 (S-53431) with the purpose of holding the land in trust for the community as legal owner. By June 9, 2008 charitable status was accorded "because the Gabriola Commons Foundation benefits the community by holding, protecting and stewarding the property ... as a public amenity, with green spaces, hiking trails, and public exhibition, performance and meeting spaces for the use and enjoyment of the public in perpetuity, by preserving the ecological qualities of the Gabriola Commons, and by promoting sustainable agricultural practices."

## ***Membership***

To become a member of the Gabriola Commons Foundation, apply to become a member, as per the Bylaws in Appendix A.

## ***Legalities***

Legal and financial matters of the Foundation are stewarded by the Trustee Team.

## **Responsibilities of Trustees**

- Oversight of fundraising, grant, finance, and covenant teams;
- Keeping transparent financial records
- Keeping clear minutes of trustee meetings
- Ensuring all charitable, non profit society requirements are met
- Maintaining registered charitable status; Compliance with all applicable government regulations
- Convening the Annual General Meeting
- Meeting monthly to discuss legal and financial business of the Foundation

## **Trustees Team Mandate**

The Trustee Team oversees the financial and legal aspects of the Commons to meet the requirements of a non-profit registered charity. The Gabriola Commons Foundation (GCF) is the entity which holds title to the property for the benefit of the community and through which charitable donations flow.

Legal and financial issues are addressed with due diligence and transparency in the best interests of the health and well-being of the Commons.

The Trustees are a team in keeping with the governance and organizational structure of the Gabriola Commons, holding a place of shared responsibility with all other Teams around the Gabriola Commons Coordinating Council table.

**Goals:**

- Legal and financial structures and systems are aligned with Commons values and principles without automatically assuming that the traditional structures and systems are the way it must be done.

**Objectives:**

1. To continually re-assess and re-think traditional ways of interface with legal and financial bodies.
2. To develop creative, effective and transformational strategies and practices while still meeting legal and financial requirements.

**Current Trustees**

| NAME                       | EMAIL  | TERM ENDS |
|----------------------------|--|-----------|
| Allie Charron, nominations | Allie_charron@hotmail.com  | 2019      |
| Deb Ferens                 | debferens@shaw.ca  | 2019      |
| David Chorneyko, secretary | davidchoreynko@gmail.com   | 2019      |
| Judith Plant               | judith@newsociety.com  | 2019      |
| Bob Andrew                 | robertjdandrew@gmail.com   | 2020      |
| Danielle Artuso            | danielle_artuso@hotmail.com  | 2020      |
| Don Smardon                | ds123@shaw.ca  | 2021      |
| Maya Ruggles               | <a href="mailto:maya.ruggles@gmail.com">maya.ruggles@gmail.com</a> | 2021      |
|                            |  |           |

## Previous Trustees

| NAME                 | TERM ENDED |
|----------------------|------------|
| Ken Gurr             | 2008       |
| Deborah Ferens       | 2008       |
| Yetta Lees Strasdine | 2008       |
| Ken Capon            | 2010       |
| George Szanto        | 2010       |
| Bill Pope            | 2011       |
| Linda St. Clair      | 2011       |
| Bob Andrew           | 2011       |
| Judith Roux          | 2011       |
| Hans Van Kessell     | 2012       |
| Doug McKnight        | 2012       |
| Victor Anthony       | 2012       |
| Shelagh Huston       | 2012       |
| Christine Purfield   | 2012       |
| Christine Gagnon     | 2012       |
| Yetta Lees Strasdine | 2012       |
| Aidan Simmons        | 2013       |
| George Szanto        | 2013       |
| Heide Brown          | 2013       |
| David Soy            | 2014       |
| Jinny Hayes          | 2014       |
| Rebecca Furnell      | 2014       |
| Darlene Yuile        | 2014       |
| Deborah Ferens       | 2015       |
| Robbie Huston        | 2015       |
| Judith Roux          | 2015       |
| Louise Amuir         | 2016       |
| Alison Fitzgerald    | 2016       |
| Cameron Murray       | 2016       |
| Maya Ruggles         | 2016       |
| Fay Weller           | 2017       |
| George Szanto        | 2017       |
| K Louise Vincent     | 2018       |
| Maggie Moonie        | 2018       |
| Linda St. Claire     | 2018       |
| Allie Charron        | 2019       |
| David Chorneyko      | 2019       |
| Judith Plant         | 2019       |
| Deborah Ferens       | 2019       |

### ***Charitable Status***

The Foundation is a non-profit society and is registered with Canada Revenue Agency (CRA) as charitable organization.

### ***Zoning***

Please see Appendix 3 with the 5 pages from the Official Community Plan.

We have also appended a letter from the Islands Trust outlining approved uses according to the planner's interpretation of the Land Use Bylaw.

## Appendix 1

### *Constitution*

1. The name of the Society is the **Gabriola Commons Foundation**.
2. The purposes of the Society are:
  - a. To hold, protect and steward the property on Gabriola Island know as the “Gabriola Commons” as a public amenity, with green spaces, hiking trails, and public exhibition, performance and meeting spaces for the use and enjoyment of the public in perpetuity.
  - b. To preserve the ecological qualities of the Gabriola Commons.
  - c. To promote sustainable agricultural practices.



# ***Bylaws***

## **Part 1 — Interpretation**

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

**"trustees"** means the elected trustees 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

**"Gabriola Islander resident"** means any individual whose principal residence is on Gabriola Island, B.C.

(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.
- 3 The following principles will guide the trustees in all of their proceedings:
- *Public Trust*: The Gabriola Commons exists in perpetuity for the benefit of the land and the people of Gabriola including future generations not favouring one generation over another.
  - *Ecological Sustainability*: The assets and the land of the Gabriola Commons are used and valued only in ways that respect its ecology.
  - *Social Sustainability*: The Gabriola Commons sustains and nourishes the fabric of the community for generations yet to come.
  - *Local Democracy*: The Gabriola Commons stewardship is democratic, equitable and local.
  - *Community Engagement*: The Gabriola Commons is a community legacy, involving the community in the broadest and deepest sense.

## **Part 2 — Membership**

- 4 Only Gabriola Island residents are eligible to become members of the Society.
  
- 5 Every member must uphold the constitution and comply with these bylaws.
  
- 6 (1) To become a member of the Society, a person must register with the Society as a member.  
(2) Registration for membership received in the 12 days before the annual general meeting is held, shall be postponed until after that meeting.
  
- 7 There is no initial fee or annual renewal fee for membership.
  
- 8 A person may resign their membership by delivering or mailing their resignation in writing to the Trustees of the Society.
  
- 9 (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.

## **Part 3 — Meetings of Members**

- 11 General meetings of the Society must be held at the time and place, in accordance with the *Society Act*, that the trustees decide.
  
- 12 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
  
- 13 The trustees may, when they think fit, or when requested by Commons Coordinating Council, convene an extraordinary general meeting.

- 14 (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.
- 15 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**

- 16 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 trustees;
    - (iv) the report of the auditor, if any;
    - (v) the election of trustees;
    - (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 trustees issued with the notice convening the meeting.
- 17 (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 at general meetings shall be 15 members of the Society present or 2/3 of the members of the Society, whichever is less, or a greater number that the members may determine at the general meeting.

18 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 twenty eight (28) days 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.

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

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

## **Part 5 — Trustees**

20 Any person who is a member of the Society may be elected or appointed as a trustee.

21 The trustees 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) policies and practices, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.

22 The number of trustees must be at least seven and no more than ten.

23 (1) At the first meeting after the AGM trustees will determine amongst themselves the lengths of their upcoming individual terms. Trustees will organize terms in such a way that terms are staggered enough to prevent turnover of more than half of the board members at one time.

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

(3) A trustee term is not more than (3) three years; a trustee may not serve more than three (3) years consecutively. If the minimum number of trustees is not elected or appointed, an outgoing trustee may continue to hold office until the next AGM.

24 (1) The trustees may at any time and from time to time appoint a member as a trustee to fill a vacancy in the trustees.

(2) A trustee 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.

25 An act or proceeding of the trustees is not invalid merely because there are fewer than the prescribed number of trustees in office.

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

27 A trustee must not be remunerated for being or acting as a trustee but a trustee must be reimbursed for all claimed expenses necessarily and reasonably incurred by the trustee while engaged in the affairs of the Society.

## **Part 6 — Proceedings of Trustees**

28 (1) The trustees 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 trustees may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the trustees then in office.

(3) The trustees present may choose one of their number to be the chair at trustee meetings.

(4) A trustee may at any time convene a meeting of the trustees.

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

30 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 committee members present must choose one of their number to be the chair of the meeting.

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

32 (1) A Nominating Committee shall be appointed by the Trustees and shall consist of at least three members, of which one member must be a Trustee. The Nominating Committee shall represent the broad interests of the Society. Membership on the Committee shall be for a term of one year. Members may be appointed for an additional term.

(2) The Nominating Committee shall follow a policy to seek individuals who strongly support the principles and vision of the Gabriola Commons Charter and shall adopt procedures that will assure that capable candidates are recruited.

(3) The Nominating Committee shall notify Trustees of its list on nominees at least 30 days prior to the Annual General Meeting. The Nominating Committee shall present the nominees to the Society at its Annual General Meeting in accordance with the provisions in Part 5 that refer to the election of Trustees.

33 For a first meeting of trustees held immediately following the appointment or election of a trustee or trustees at an annual or other general meeting of members, or for a meeting of the trustees at which a trustee is appointed to fill a vacancy in the trustees, it is not necessary to give notice of the meeting to the newly elected or appointed trustee or trustees for the meeting to be constituted, if a quorum of the trustees is present.

34 A trustee 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 or email, of any meeting of the trustees and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of trustees is not required to be sent to that trustee, and

(b) any and all meetings of the trustees of the Society, notice of which has not been given to that trustee, if a quorum of the trustees is present, are valid and

effective.

- 35 Consensus decision-making will be used at all trustee meetings.
- 36 A resolution proposed at a meeting of trustees or committee of trustees need not be seconded, and the chair of a meeting may move or propose a resolution.
- 37 A resolution in writing, signed by all the trustees and placed with the minutes of the trustees, is as valid and effective as if regularly passed at a meeting of trustees.

#### **Part 7 — Duties of Officers**

- 38 The trustees shall ensure that the duties of the trustees are carried out, by from time to time assigning the duties to specified trustees for specified periods of time.
- 39 The duties of the trustees are to:
  - (a) preside at meetings of the Society and of the trustees;
  - (b) serve as the spokespersons of the Society;
  - (c) ensure that all trustees have executed their duties as required;
  - (d) carry out the duties of a specified trustee during the specified trustee's absence;
  - (e) conduct the correspondence of the Society;
  - (f) issue notices of meetings of the Society and trustees;
  - (g) keep minutes of all meetings of the Society and trustees;
  - (h) have custody of all records and documents of the Society except the financial records;
  - (i) have custody of the common seal of the Society;
  - (j) maintain the register of members;
  - (k) keep the financial records, including books of account necessary to comply with the *Society Act*;
  - (l) to render financial statements to the trustees, members and others when required; and
  - (m) ensure that any member may on request examine the minutes of all meetings of the Society and trustees, the register of members, and the financial records, including books of account, noting that three days notice of the request in writing may be required.

## **Part 8 — Seal**

- 40 The trustees may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 41 The common seal must be affixed only when authorized by a resolution of the trustees and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of at least four trustees, including those having responsibility for keeping minutes of the Society and trustees, for serving as the spokesperson of the Society, and keeping the financial records necessary to comply with the *Society Act*.

## **Part 9 — Borrowing**

- 42 In order to carry out the purposes of the Society, the trustees 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.
- 43 A debenture must not be issued without the authorization of a special resolution.
- 44 The members may, by special resolution, restrict the borrowing powers of the trustees but a restriction imposed expires at the next annual general meeting.

## **Part 10 — Auditor**

- 45 This Part applies only if the Society is required or has resolved to have an auditor.
- 46 The first auditor must be appointed by the trustees who must also fill all vacancies occurring in the office of auditor.
- 47 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.



- 48 An auditor may be removed by ordinary resolution.
- 49 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 50 A trustee or employee of the Society must not be its auditor.
- 51 The auditor may attend general meetings.

### **Part 11 — Notices to Members**

- 52 A notice of a general meeting or of an extraordinary general meeting may be given to a member, through local media at least 14 days in advance
- 53 (1) A notice of special resolution for alterations or additions to constitution or bylaws, and a notice of the meeting at which the special resolution will be considered, shall be published in the local media at least 14 days prior to the meeting at which the special resolution will be considered
- (2) The notice of special resolution for the alterations or additions to the bylaws shall be accompanied by a brief written statement of the reason or reasons for the proposed changes, endorsed by no fewer than two trustees.

### **Part 12 — Bylaws**

- 54 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.
- 55 These bylaws must not be altered or added to except by special resolution.

### **Part 13 – Miscellaneous**

- 56 Subject to the provisions of the Society Act, each trustee and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a trustee or officer of the Society.

- 57 The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. **This provivision was previously unalterable.**
- 58 Upon winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society , shall be distributed to such charity or charities, registered under the provisions of the *Income Tax Act (Canada)*, or such “qualified donees” allowed under the *Income Tax Act (Canada)*, as shall be designated by the trustees of the Society that conduct operations on Gabriola Island. **This provision was previously unalterable.**

### *Historical Summary of Bylaw Changes*

| Date  | Bylaw #  | Change  |
|---|--|---|
| 2008-09-24  | Part 4, 16 (3)   | quorum added  |
|   | Part 5, 21   | number of directors changed from 8 to 9   |
|   | Part 6, 28 (1)   | “or directors” to “and community members”   |
|   | Part 6, 29   | deleted “directors present who are”   |
|   | Part 6, 33 (1) (2)   | Replaced  |
| 2009-06-27  | Part 1, 1 (1)  | replace directors by elected trustees; here & throughout  |
|   | Part 1, (3)  | moved from Part 6, 27 (a-e)   |
|   | Part 5, 22 (5)   | Added   |
| 2010-06-26  | --   | no changes  |
| 2011-09-17  | Part 5, 21   | number of trustees changed from “9 or greater” to a minimum of 7 and maximum of 10                              |
| 2012-09-22  | Part 1, 3(a)   | Wording revised for consistency with draft covenant   |
|   | Part 11, 50  | Minimum time for AGM notice changed to 14 days  |
|   | Part 11, 51 (1)  | Minimum time for AGM notice changed to 14 days  |
|   | <b>CHARTER</b><br>Part 1<br>(this is not part of the society bylaws) | Wording revised for consistency with draft covenant   |
| 2013-09-28<br>*note these numbers and those above reflect bylaws prior to renumbering | Part 2, 7 Part 5, 20, 24(2), 25 and Part 7, 37                       | 5 grammatical corrections   |
|   | Part 2, 4  | ...Gabriola Islanders <del>shall be considered as</del> <i>are eligible to become</i> members of the Society... |
|   | Part 3, 14   | Removed provision regarding first AGM of the society  |
|   | Part 4, 17   | Changed rescheduling of   |

|            |                         |  |
|------------|-------------------------|--|
|            |                         | AGM from 1 week to 28 days in case of lack of quorum   |
|            | Part 5, 19              | Potential trustees must be a member of the Society   |
|            | Part 5, 20 (c)          | Changed “rules” to “policies and practices”  |
|            | Part 5, 22 (1)          | Changed process for setting individual trustee term lengths                                  |
|            | Part 5, 22, (2)         | Deleted  |
|            | Part 5, 22 (5)          | Replaced with new wording  |
|            | Part 5, 24 (1)          | Deleted  |
|            | Part 5, 26              | added <i>claimed</i> expenses  |
|            | Part 6, 27, (3)         | “Gabriola Commons Foundation” to “trustee”   |
|            | Part 6 #?               | New bylaw for recruiting committee   |
|            | Part 6, 33              | Changed “society” to “trustee”   |
|            | <b>All Bylaws</b>       | <b>Numbering Corrected including addition of new bylaw (Part 6, 32 in updated numbering)</b> |
| 2014 09 20 | Part 3, 13              | Added “or when requested by Commons Coordinating Council”                                    |
|            | Part 5 (title)          | Removed “and Officers”   |
|            | Part 5, 23              | Replaced with new wording so that no one is obliged to remain a trustee, but may if needed   |
|            | Part 6, 34              | Removed “telegram, telex, cable” and replaced with “email”                                   |
| 2017 06 13 | Section #13 #57 and #58 | Moved #3 and #4 from the Constitution to Bylaw Section 13 Miscellaneous #57 and #58          |
| 2018 12 11 | Part 2                  | Replaced Membership Section as per 2018 AGM  |

## Appendix 2

### ***Policy: Purpose and Operation of Gabriola Commons Foundation***

**Date:** May 21, 2008

**Revisions (date):** June 2, 2011

The purpose of the Foundation is to hold the legal title to the Commons on behalf of the community of Gabriola, to protect and steward the land as a public amenity in perpetuity, and to preserve its ecological qualities.

The Foundation is administered by Trustees (*“Trustees”*). The number of Trustees is set at a minimum of seven and a maximum of ten members. At the first official meeting of the Trustees after every Annual General Meeting (*“AGM”*), they will elect a Chair (or Co-Chairs), a Secretary, and a Treasurer. These three positions will be the “officers” of the Foundation. There is a position description for each officer in addition to the general position of trustee.

The Trustees are responsible for:

- Oversight of fundraising, grant, finance, and covenant teams;
- Keeping transparent financial records
- Keeping clear minutes of trustee meetings
- Ensuring all charitable, non profit society requirements are met
- Maintaining registered charitable status; Compliance with all applicable government regulations;

The Trustees will hold regular monthly meetings to discuss the Foundation’s business and review financial statements. Other meetings may be convened as necessary.

The Trustees do not manage day-to-day functions that fall within the mandates of other Commons teams, such as property management, farm management, or similar activities. These functions will be managed by the Team mandated to undertake the particular function. Where an activity impacts the work of other Teams or the Commons as a whole, the activity will be managed by Commons teams working collaboratively through the Commons Council.

## ***Policy: Position Descriptions of Trustees***

### **Trustee**

**Date:** Jan 14, 2009

**Revisions (date):** June 2, 2011

A Trustee is elected by the membership of the Foundation at the AGM to assist the Foundation to fulfill its fiduciary, fiscal, and legal requirements. A Trustee will act in the best interests of the Foundation.

### **Responsibilities:**

- Support and promote the Foundation's constitution and purposes;
- Attend meetings of the Trustees or provide prior notice of absence;
- Read all background materials and minutes prior to Trustee or team meetings;
- Serve on teams and accept special assignments as necessary;
- Assist in the development of policies;
- Assist in long term planning and goal-setting;
- Ensure that the organization has adequate finances and that money is managed responsibly;
- Respect agreed Foundation confidentiality;
- Accept the consensus of the group on issues after everyone has been given a full opportunity to express their points of view;
- Adhere to approved positions and directions of the Foundation's Trustees when formally representing the Foundation to the public;
- Work in good faith with other Trustees towards achievement of the Foundation's purposes.

## **Chair (Co-Chair)**

**Date:** May 12, 2011

**Revisions (date):** June 2, 2011

The Trustees elect a Chair for a one-year term at their first meeting after the AGM. The Trustees may choose to elect two Co-Chairs in which case the responsibilities will be shared in a manner acceptable to both people. The Chair (or Co-Chairs) ensures that the work of the Trustees is completed and is consistent with the purpose and goals of the Foundation.

### **Responsibilities:**

- Arranges and coordinates both monthly and ad hoc meetings of the Trustees;
- Prepares the agenda for a meeting of the Trustees. The agenda should follow a template that includes the following:
  1. Welcome and agenda review
  2. Minutes of previous meeting
  3. Business arising (action items)
  4. Financial review
    - Treasurer's report
    - Fundraising report
    - Grant writing report
  5. Coordinating Council report;
  6. Covenant team report
  7. Sharing the Commons report
  8. New business
  9. Next meeting date and adjournment
- Chairs the meetings, leads discussion, and ensures all agenda items are covered or carried forward to another meeting;
- Represents the Foundation at community meetings as required;
- Is a member of the Finance team;
- Liaises with external organizations (such as PHC, TLC) when necessary to ensure mutually beneficial relationships;
- Chairs the Annual General Meeting of the Foundation;
- Represents the Trustees at Council meetings and reports Council matters of concern to the Trustees;

## **Secretary**

**Date:** May 12, 2011

**Revisions (date):** June 2, 2011

The Secretary of the Foundation is elected for a one-year term by the Trustees at their first meeting after the AGM.

### **Responsibilities:**

- Acts as the recorder for the monthly meetings of the Trustees, the AGM, and for other meetings as required;
- Prepares the minutes of the meeting and circulates to the Trustees within ten calendar days of the meeting;
- Ensures that meeting minutes indicate any decision made by the Trustees (usually indicated by “Motion”, “Agreed”, or “Decision”);
- Indicates in the minutes who is taking action for a particular decision or issue. Action items will then flow through to the agenda of the next meeting;
- Files the annual report of the Foundation;
- Ensures that any change of Foundation Trustees or amendments to the Bylaws etc. are filed with the appropriate authority within the required time frame;
- Files minutes of meetings in the official Foundation records;
- Maintains the Foundation’s corporate minute book and/or records.
- Update this handbook with policy changes, bylaw changes, etc.

## **Privacy Officer**

The Trustees will appoint a Privacy Officer to be responsible for ensuring that the Foundation complies with the PIPA. The Privacy Officer will be responsible for disseminating the purposes for the collection of personal information, for answering any individual’s questions about this collection, and for providing, correcting or removing any personal information at the request of an individual per Privacy Policy page xx appendix 3



## **Treasurer and Finance Team**

**Date:** Jan 14, 2009

**Revisions (date):** Sep 10, 2009; June 2, 2011, March 2019

### **Treasurer**

The Treasurer of the Foundation is elected for a one-year term by the Trustees at their first meeting after the AGM. The Treasurer facilitates the Finance Team.

### **Responsibilities:**

- Ensures the accurate and timely completion of the Foundation's bookkeeping including income, disbursements, assets, and liabilities in addition to Team and Project accounting.
- Prepares and presents quarterly financial statements to the Trustees.
- Circulates quarterly financial reports and a statement of Team or project spending to Council on a quarterly basis (June 30, September 30, December 31, March 31).
- Liaises with the external accountant(s) to ensure the preparation of annual financial statements for presentation at the Annual General Meeting.
- Ensures the accurate completion and filing of the Charity Return.
- Ensures the preparation and filing of the GST rebate application.
- Coordinates the preparation of an annual budget based on submission from the Teams and submits to the Trustees and to Council.
- Administers the CAFT system for the purpose of monthly donations.
- Provides the required information for the purposes of preparing charitable tax receipts which is overseen by the Trustees.
- Acts as a signing officer on all Foundation financial institution accounts.
- Reviews all financial documents including (but not limited to) borrowing agreements, insurance, property assessments, and contracts.
- Ensures clear lines of communication on financial matters and procedures with Commons Teams and to Council.
- Works with the Trustees to determine financial best practices and strategies for the financial health and wellbeing of the organization within a Commons framework.

### **Finance Team**

The Treasurer works in conjunction with the Finance Team to ensure the accurate accounting and recording of the Foundation's assets and disbursements.

### **Team Responsibilities:**

- Receives cash and cheques from donations, grants, rentals, fundraising and any other income and deposits to the Foundation's account.
- Pays suppliers and others based on invoices and appropriately completed requisition forms.
- Receives and distributes mail.

- Reconciles rental payments & receivables to bookings calendar
- Assists the Treasurer as needed.
- Addresses financial policy development.

### **Working Documents:**

Deposit form for money received  
 Expense & Cheque Requisition Form  
 In Kind Donation Form  
 Donation Form  
 Rental invoices & reminder notes  
 Charitable Receipts Template

## **Commons Financial Governance**

### Organizational Factors

1. Recruitment & training – financial skills, bookkeeping, project management
2. Clear lines of communications with all Teams & Council re: financial issues

### Financial Controls

#### Current financial procedures

1. Commons operating expenses belong to the Trustees annual budget – largely covered by monthly donors and other income not tied to Team & Project accounts
2. Decentralized control of operating budgets by teams
3. Stewardship Teams cover their operating expenses. Rental fees contribute to PMT maintenance.
4. Special Events Funds are disbursed to other teams at end of fiscal year.
5. Spending by Team/Projects based on cash-in-hand.
6. Expenditure Form: Expenditures over \$500 require Treasurer’s signature to authorize payment before submission to Finance Team. Treasurer to be advised by Team/Project of expenditure in a timely manner in order for Treasurer to review project funds/budget/grant to determine that funds are sufficient. (Rationale: to prevent emergency crisis spending)
7. All team revenues & expenses flow through Commons general bank account
8. Booking Rentals are reconciled to Bookings Calendar with follow up reminders and billings as required.
9. Large Projects:
  - Projects create their projected budgets and submit to grant writing for funding (once the project and the budget are approved at Council).
  - Increased operating costs should be factored in as projects are undertaken.
  - Cost-inflation factored into projects.

#### Improving Revenues (Post Mortgage)

1. Retain monthly donors (donor appreciation)
2. Increase monthly donors (program)
3. Donation appeals
4. Special fundraising events.
5. Manage and build the Heritage fund as per AGES donor intent.

#### ***Policy: Financial Resiliency Policy***

**Date:** June 2018

In order for The Commons to maintain financial resiliency over the long term, the Trustees will have an objective of maintaining one to two years of general operating cash in reserve. General operating will include things such as insurance, accounting, utilities and any other normal, annual expenses that can be expected. If this cash reserve gets under one year, the Trustees need to create a plan to increase cash reserves. If the cash reserve gets over two years, the Trustees can shed cash to various teams, as they see fit. Maintaining a cash reserve for general operating expenses of the Commons shall be a priority for the Trustees.

## ***Policy: Annual General Meeting Preparation and Follow-up***

**Date:** Sept 25, 2015

### **Basic Legal Requirements for an AGM:**

- Approval of Previous Year AGM Minutes
- Fiscal Year Financial Report
- Trustee Annual Report
- Election of Trustees

### **Preparing for an AGM:**

- Ensure that the year-end financial statements are prepared and ready for distribution
- Ensure previous year's AGM minutes are available & easy to find
- Prepare Trustee's Annual Report and Treasurer's Annual Report
- Prepare bylaw amendments, if any, well before AGM date
- Review and finalize a list of candidates for election based on recommendations from the Nominations Committee (as per Bylaw Part 6, 32 – Nominating Cmt).
- Set AGM Date & Venue
- Send out AGM notice 14 days prior to the AGM date to papers, website and enews
- AGM Roles: Info/Welcome table; Minute Taker, Chair/MC; Elections MC
- Materials for Info Table: member sign in (membership list required); copies of financial statements and previous year minutes, copies of Constitution & Bylaws

### **Follow-up to an AGM**

- Prepare & file Annual Report to BC Society & pay fees
- File bylaw changes and pay filing fees
- Upload amended Constitution & Bylaws to website and Trustee Handbook, if any passed at AGM
- Ensure that the "Update Chart" on last page of bylaws is updated
- Prepare AGM draft minutes and upload to website.  
Strike a Nominating Committee as soon as possible to prepare for next AGM (as per Nominating Committee Bylaw (Part 6, 32))

## ***Policy: Recruitment of Trustees***

**Date:** May 21, 2008 **Revisions (date):** June 2, 2011; April 3, 2014

Foundation Trustees are responsible for meeting the legal, ethical and fiscal standards of the Society. The process for the recruitment, appointment, and election of Trustees must be fair, equitable, and transparent. Potential Trustees will be provided with sufficient information about the Foundation and allowed ample opportunity to ask questions in order to fully understand their role and commitment as Trustees.

### **Procedure:**

1. Information Package: Potential Trustees will be provided with a copy of the current Trustee Handbook and Trustee orientation document.
2. Recruitment Process: The Trustees shall appoint a Nominating Committee as per Foundation Bylaw Part 6 #31.1, 31.2, 31.3.
3. Criteria for recruitment of potential new Trustees includes:
  - Strong support and commitment to the principles and vision of the Gabriola Commons Charter.
  - Society membership (as per bylaw Part 5, #20: *Any person who is a member of the Society may be elected or appointed as a trustee*).
  - Diversity of views and commitment to teamwork.
  - Willingness to join committees as required and attend Council meetings in turn.
  - Knowing how to have a good laugh and be of good cheer!
  - Volunteer involvement at the Commons preferably, and familiarity with its structure.
4. In the case of appointing a Trustee between AGMs, the Nominating Committee gathers names of potential candidates, makes contact, provides information (as outlined above), answers questions, and also gathers information about their skills, experience and suitability for a particular position or participation as a Trustee. Upon a show of interest or commitment by a candidate, the committee makes a recommendation at a Trustees' meeting; if approved the candidate is appointed and invited to the next meeting.
5. In the case of an election of Trustees at the AGM the Nominating Committee will assist in conducting an election of trustees by ballot (as per Bylaw #23 #2: *An election may be by acclamation, otherwise it must be by ballot*).
6. Nominations will be accepted from the floor at the AGM with the following provisions:
  - Nominee must be nominated by at least two Society members from the floor.

## ***Policy: Charitable Responsibilities***

**Date:** April 8, 2009 **Revisions (date):** June 2, 2011, October 2016

The Foundation is a non-profit society and is registered with Canada Revenue Agency (CRA) as charitable organization.

As a registered charity, the Foundation will:

- engage only in allowable activities as defined by CRA;
- keep required books and records;
- issue complete and accurate donation receipts in accordance with CRA rules;
- meet any annual spending requirement (disbursement quota) in force at the time;
- file an annual charity information return;
- maintain the charity's status as a legal entity; and
- inform the Charities Directorate of any changes to the charity's mode of operation or legal structure.

### **Charitable Receipts:**

- Charitable receipts may be issued for all qualifying gifts as outlined in the *Income Tax Act of Canada*.
- The Foundation is not obliged to issue a charitable receipt for all donations. The minimum threshold to issue a tax receipt is \$10.
- The Foundation is not obliged to accept a donation that it either cannot use or does not want.
- Donation receipts must not be issued for an amount in excess of the value of the donation.
- Special rules apply where a donor receives a benefit for all or part of a donation or gift. The Foundation will seek professional advice for each specific case.
- Official charitable receipts will normally be issued annually in January for the previous calendar year and must contain all the information required by Regulation 3501 of the *Income Tax Act of Canada* or any Regulation replacing it.
- A donor may request a tax receipt be issued prior to January.
- A charitable receipt may not be issued for services. The donor may bill the Foundation, receive payment which they must declare as income, and then donate the cash back to the Foundation. A charitable receipt may be issued for the cash received.

## ***Policy: Privacy***

**Date:** May 27, 2009

**Revisions (date):** June 10, 2009, June 2, 2011

The Foundation respects an individual's right to privacy and operates in compliance with The Personal Information and Protection Act of BC (PIPA). Personal information includes any information about an identifiable individual, such as name, postal and email address, or personal telephone number. Business contact information is not considered as personal information and is therefore not protected.

Our commitment to privacy includes ensuring the accuracy, confidentiality, and security of personal information, and allowing individuals to access and correct any information.

### **Collection, Use and Disclosure**

The Foundation normally collects personal information directly from the person to whom the information pertains; however, we may also receive your personal information from a third party when you have provided consent to this party (for example Canada Helps). Typically the Foundation collects personal information from membership, donation, and participation forms.

The Foundation uses personal information to communicate by email or postal mail with members and donors for the purposes of:

- a. distribution of seasonal newsletters,
- b. notification of events,
- c. requests for donations or volunteers,
- d. maintenance of accurate accounting records for financial purposes,
- e. organization of resources and projects to assist in the development of the Commons
- f. and issuance of charitable tax receipts.

Any individual member or donor can request to remain anonymous or to opt out of some or all communication from the Foundation.

The Foundation does not lend, sell, or trade any personal information with any other organization or individual.

### **Security**

If personal information is provided, whether electronically or in writing, it will be stored in a secure location. Portions of this information—specifically name, address, phone number, email, and team membership—will be used only by designated people within the Foundation. Personal financial information (such as donation amounts and banking information) will only be accessed by the Treasurer or delegate, Privacy Officer, and any other person specifically designated by the Board to prepare reports and accounting.

### **Access and Correction**

Individuals may submit a written request to the Privacy Officer to:

- a. provide them with their personal information under control of the Foundation;
- b. provide information about how their personal information has been and is being used;
- c. request a correction to their personal information;
- d. request a removal of all their personal information.

### **Contact**

Privacy Officer  
Gabriola Commons Foundation  
675 North Rd, P.O. Box 94  
Gabriola BC V0R 1X0  
Email: [info@gabriolacommons.ca](mailto:info@gabriolacommons.ca)

### **Privacy Officer**

The Trustees will appoint a Privacy Officer to be responsible for ensuring that the Foundation complies with the PIPA. Specifically, the Privacy Officer will be responsible for disseminating the purposes for the collection of personal information, for answering any individual's questions about this collection, and for providing, correcting or removing any personal information at the request of an individual.

The Privacy Officer's contact information will be provided on the Foundation's web site, on the print copies of the Privacy Policy stored in the Foundation office, and on request by an individual via phone, postal mail or email to the Foundation.



## ***Policy: Volunteer Versus Paid Work***

**Date:** Oct 20, 2010

**Revisions (date):** June 2, 2011

The Foundation believes that the use of volunteers for the operation and development of the Commons is of paramount importance. The Foundation further believes that, wherever possible, any work done on the Commons is performed by volunteers except in the case of exceptional circumstances.

*The decision to use paid work is made jointly by the affected team and the Finance Committee.* The decision must be based on one of more of the following guidelines:

- a) the work requires the use of professionally certified individuals, businesses, or specialists for legal or other purposes and for which we have no volunteer alternative;
- b) a grant application includes labour costs;
- c) the work is an emergency or is necessary to meet an important deadline and there are no volunteer resources immediately available. A project that can be reasonably delayed does not qualify;
- d) there must be a firm quote for any consideration of paid work that is not part of a grant application;
- e) the consideration of paid work, that is not part of a grant, may not have negative financial consequences for the Foundation;
- f) any paid work is completed as a self-employed contractor and not as an employee of the Foundation. All such contractors must have the applicable WorkSafe BC insurance or the Foundation must be prepared to provide such insurance.

### **Procedure:**

- an effort should be made to have people identified in (a) who can donate all or a portion of their services;
- individuals or businesses identified in (a) should be asked if they can agree to use volunteer workers to do some of the routine aspects of the job which could then be inspected and approved by the professional;
- wherever possible, paid work should be done by Gabriola businesses or residents.

## ***Policy: Consensus Decision Making***

**Date:** May 21, 2008 **Revisions (date):** Jan 2009, June 2011, Aug 2, 2013, Feb 20, 2014

**Date:** May 6, 2014 Policy adopted at Commons Coordinating Council for use at all Commons meetings except where otherwise legally required.

### **Policy Statement:**

Consensus decision making as outlined in this policy will be used at all Gabriola Commons meetings except where otherwise legally required (AGMs and other extraordinary society meetings).

“Unity does not mean unanimity; it means the best general agreement possible in a reasonable time period”.

### **Procedure:**

1. Introduce the proposal.
2. Clarify questions and call for concerns.
3. Amend and modify the proposal through more discussion or, withdraw if there is no support at all.
4. The facilitator of the meeting will then ask for any further changes, reservations, or objections. The following options are ways to indicate a lack of support for a proposal or decision:
  - Non-support – I don’t see the need for this, but I will go along.
  - Reservations – I think this may be a mistake, but I can live with it.
  - Standing aside – I personally can’t support this, but I won’t stop others.
  - Blocking – I cannot support this or allow the group to support this.
5. If there are no further amendments or objections, the decision will be accepted.
6. If a proposal is blocked, the decision making process is suspended until a resolution process is activated.
7. Resolution Process:
  - Blockers are given the opportunity to present reasons for blocking which must be clearly stated and recorded.
  - Reasons for blocking must meet criteria that demonstrate the decision would: jeopardize the legal existence of the Commons; place the Commons in an untenable financial position; create irreversible impacts on the land and the environment (Do No Harm), constitute unethical or imprudent behaviour.
  - After an agreed upon time frame to consider the blocking in light of the criteria, the issue is re-introduced for a decision. If the new information does not persuade other members to change the decision, the decision goes ahead.
  - If the block does not meet the criteria but raises some concerns, the group should consider moving forward cautiously with the decision and action.
  - The nature of the block and the blockers will go on record along with the decision.

**Decision Making - Introduction and Intent:**

This document details the general process used for making decisions at the Gabriola Commons. 'Decisions' may include the creation and implementation of new policies or determinations to take action on a topic or activity. This document is not intended to guide consensus process but rather the process that leads up to the point of making a consensus decision.

Informed and effective decision making is possible even within a non-traditional organizational and governance structure such as practiced at the Gabriola Commons. This style of decision making is premised upon self-organization, and inspired by good information sharing and trust.

The following principles are kept in mind throughout the decision making process:

- Decentralized decision making is practiced at the most appropriate, practical and empowering level, and in such a way that it models the ability of natural systems to self-organize.
- Information about activities and plans is shared in ways which are playful, articulate, accessible and engaging and which enables people to feel enthused and empowered.
- Messages are non-directive, respecting the ability to make a response that is appropriate to a particular situation.

(Modified from Hopkins and Lipman 2009)

**Commons Coordinating Council (Council):**

A meeting held monthly, attended by representatives from teams and involved groups on the Commons and open to the public. Council acts as a mediating body where involved parties can discuss ideas, issues and current goings-on and initiate cooperation and collaboration. This is the main venue through which new information is passed from team to team and where new decisions are discussed in depth between Commons teams, groups, projects and individual participants before being finalized.

**Teams, Projects and Groups:**

Teams are groups of individuals who operate on the Commons with a specific mandate. All Commons affairs are attended to by one or more teams rather than being directed in a top-down manner. Teams function independently on the Commons while co-operating with each other to ensure the organization functions effectively. There are also project groups on the Commons which function as teams throughout the duration of a specific project. Additionally, there are several community groups that are active on the Commons property. Members of these groups are encouraged to attend Council so as to stay informed on current affairs.

**Representative:**

This is the person(s) who attends Council to represent their team, group, project, etc. It is the responsibility of this person to bring the information their team wants heard to Council and to circulate information from Council to their team and, when required, collect input on that information. This person is responsible for following up at Council with their team's input on issues from the previous Council.

The team representative is trusted to speak on behalf of their team when a time-sensitive decision is required to be made at Council when no time is available for team input.

**Decision Making:**

Decisions which do not affect those outside a single team are made within the team according to the team's mandate, plans and budget. For example: the farm team decides what to plant where within the existing gardens. It is crucial that teams, groups and projects consider the effects of their decisions so as to avoid making decisions that may affect others without going Council.

Decisions which affect multiple teams, groups, projects, etc. are ultimately made at Council, using input from all teams, groups, projects and with direction from the team(s), project(s) or group(s) most affected by the decision or most knowledgeable on the topic. This process is outlined below.

When an issue does not fall within the mandate of a specific team, group or project, or is important to many, representatives can 'draft' a recommendation or decision together. Occasionally a short-term task force made up of members of various teams, projects, groups or interested individuals may form to research or examine the issue and bring forth recommendations to Council.

**Decision Making Process:**

A team, person, group, project, etc. has an issue that requires a decision to be made that has repercussions outside their own sphere on the Commons:

The recommendation, or "draft", for a decision comes from the team(s), projects(s) or groups(s) whose mandate(s) the decision falls within as this is the group of people who are the most informed on the given topic and most able to provide an appropriate solution or plan. For example: following the decision making process outlined below, the Farm Team might initiate the placement of a new garden. The 'draft' decision process might involve the Trails and Green Spaces team as well.

**A. Drafting a recommendation:**

Information is brought to the Commons Council meeting by the representative for discussion. A recommendation for a policy, action, etc. may be brought instead of a question or issue. (skip to B in this case).

1. At Council the issue is discussed and it is determined if there are other teams, groups, projects or individuals that should be involved in drafting a recommendation for a policy, action, etc.
2. The involved parties form a task force to work up a draft plan of action, policy, etc. using their own knowledge and input from discussion at Council.
3. The involved parties, bring this draft to the next Council meeting for discussion and circulation.

**B. Circulating the recommendation:**

Representatives circulate the draft recommendation to their team members and collect input. Because this is an inherently slow decision making process it is vital that team reps are doing this promptly, so that unreasonable delay is not created in decision making.

**C. Making a decision:**

At the following Council meeting representatives discuss input and the recommendation is either:

- Adopted and made final through consensus (based on input as presented by the representatives).
- Amended and re-circulated for further discussion/input (back to B).
- Dropped if it is found to be unnecessary and/or unpopular.

A final decision is made based on a consensus model as outlined in the trustee handbook policy on consensus decision making.

**D. Circulating the Decision and Follow up:**

The decision and any pertinent information is circulated by representatives to their teams, groups, projects, and also through Council minutes, which may be sent out by representatives and are posted monthly on the Commons website.

Trustees are responsible for updating the Trustee Handbook with new policies or changes to existing policies.

Once a decision is given the “green light” it is imperative that reports and updates are regularly submitted to Council as the project or activity progresses. This communication allows members to be up to date with current goings on and to monitor any changes to the original decision.

References:

Hopkins, Rob & Peter Lipman. 2009. The Transition Network Ltd. Who We Are And What We Do Version 1.0

## ***Policy: Financial Management***

**Date:** April 3, 2011

**Revisions (date):** Aug 10, 2011; May 10, 2012

- A. The collection and distribution of funds will be based on the Guiding Principles of the Gabriola Commons.
- B. All Commons teams/groups are responsible for keeping accurate financial records and submitting these to the Treasurer.
  1. All teams/groups submit money collected and bills to be paid to the Treasurer on a timely basis using the forms provided in the Commons office.
  2. Any money collected by a team/group is designated (in the GCF accounts) for use by that specific group.
  3. If a team/group has unexpected expenses beyond their approved budget, a request is made to Council where the Finance team will report on the financial implications of the request. The recommendation from Council will go to the Board.
- C. Income and Expenses:
  - Rental income is used for property maintenance/repair and any other approved Commons team expenses.
  - Rent is charged to all individuals and businesses unless alternate arrangement is made. (See website for current rates.)
  - All fundraising activities should clearly specify (in all advertising and on tickets) the eventual use of the net funds collected; e.g., mortgage.
  - Designated donations are used only for the specified purposes and specific expenses of the Commons teams/groups for which the donations are intended.
  - Unspecified or general donations are applied to the mortgage unless otherwise allocated in the annual budget.
  - A grant is applied only to the specific project approved by the funding organization and expenses incurred must be in compliance with the approved grant application.

## Appendix 3

### *Island Trust – Zoning Regulations*

#### **Gabriola Island Official Community Plan**

Gabriola Commons – Comprehensive Development Zone

#### Section 5: Agriculture

The Gabriola Commons is a unique and distinct property on Gabriola. Managed as a *community commons* \* by a community-based, volunteer association, it is a place where sustainability, community and agriculture meet. The Commons is intended to exist in perpetuity for the benefit of the community, a community legacy serving community needs.

#### **Agriculture Objectives**

*3. To recognize the importance of locally grown food and to encourage involvement in community agriculture, this plan supports a range of agriculturally-related and institutional uses on Lot 1, Section 19, Gabriola, Nanaimo District, and Plan 27281 (locally known as the Gabriola Commons).*

#### **Agriculture Policies**

i) Specific only to Lot 1, Section 19, Gabriola, Nanaimo District, Plan 27281 (the property locally known as the Gabriola Commons) *community agriculture*\* and institutional uses are supported for this property, and zoning that specifies agriculture and institutional uses as principal permitted uses is supported by this Plan. The institutional uses permitted will include non-profit and not for profit enterprises that provide services of benefit to the residents of Gabriola. Educational uses also fall under the definition of “institutional” and it is intended that the Commons will be a place for learning about agriculture, food production, and sustainability practices. All other objectives and policies of this Official Community Plan apply to this property.

#### **\*OCP Definitions**

**“community agriculture”** means multi functional agricultural uses of the land shared by a community of users whose primary focus is local cooperative food production using sustainable agricultural practices;

**“community commons”** means land or facilities or uses that serve community needs and provide the community with agricultural, environmental, recreational and social benefits, but excludes for-profit commercial enterprises;

#### **Gabriola Land Use Bylaws**

## **D.2.8 Gabriola Commons (GC) Comprehensive Development Zone**

### **D.2.8.1 Permitted Uses**

The uses permitted in Article B.1.1.1 plus the following uses and no others are permitted in the Gabriola Commons Comprehensive Development Zone:

#### **a. Permitted Principal Uses**

- i. *Commons agriculture* \*
- ii. *Commons institutional* \*

#### **b. Permitted Accessory Uses**

- i. Single family residential, excluding home occupation
- ii. *Commons accessory commercial* \*
- iii. *Commons accessory food depot* \*
- iv. *Commons accessory public assembly* \*
- v. *Commons accessory office and storage* \*

### **D.2.8.2 Buildings and Structures**

The buildings and structures permitted in Article B.1.1.2 plus the following buildings and structures and no others are permitted in the Gabriola Commons Comprehensive Development Zone:

#### **a. Permitted Buildings**

- i. Maximum of one single family dwelling;
- ii. Other non-residential buildings to accommodate the principal and accessory uses permitted, subject to a combined maximum floor area of:
  - Commons accessory commercial to a maximum of 175 sq. m. (1,884 sq. ft.);
  - Commons accessory public assembly to a maximum of 600 sq. m. (6,458 sq. ft.);
  - Commons accessory office and storage uses to a maximum of 400 sq. m. (4,305 sq. ft.); and
  - Commons accessory food depot to a maximum of 200 sq. m. (2,152 sq. ft.)

*(For clarification, the definition of “accessory” in the Gabriola Island Land Use Bylaw is provided: “in relation to a use, building or structure, means ancillary, secondary and exclusively devoted to a principal use, building or structure, expressly permitted by this Bylaw on the same lot or, where the accessory use is located on common property in a bare land strata plan, on a strata lot in the same strata plan.”)*



### **D.2.8.3 Regulations**

The general regulations in Part B plus the following regulations apply in the Gabriola Commons (GC) Comprehensive Development Zone:

#### **a. Building and Structures Siting Requirements**

i. Except for a sign, fence, or pump/utility house:

- The minimum setback for any building or structure housing a residential
- The minimum setback for any building or structure housing a residential use is 4.5 metres (14.8 feet) from the front lot line.

ii. Despite items D.2.8.3.a.i:

- The minimum setback for buildings and structures except Agriculture, is 10.0 metres (32.8 feet) from any other lot line.
- The minimum setback for all Agriculture buildings and structures is 20 metres (65.6 feet) from any lot line.
- The minimum setback for agriculture waste storage is 30.0 metres (98.4 feet) from any lot line.

#### **b. Building and Structures Height Requirements**

i. Except as regulated by Article B.2.3.2:

- The maximum height for non-residential, non-agriculture and non- forestry building or structure is 9.0 metres (29.5 feet).

#### **c. Lot Coverage Limitations**

- The maximum combined lot coverage of buildings and structures, including greenhouses, is 12 percent of the lot area.

#### **d. Other Regulations**

- Subdivision of lands within the Gabriola Commons (GC) Comprehensive Development Zone area is prohibited.
- All other regulations, including the Regional District of Nanaimo Noise Bylaw, as it applies to Gabriola Island, apply to lands within the Gabriola Commons (GC) Comprehensive Development Zone.

### **\*LUB Definitions**

#### **Permitted Principle Uses:**

*commons agriculture* means community based agricultural uses that include; growing, rearing, producing or harvesting agricultural crops, livestock and other animals and includes the processing on a *lot* of primary agricultural products harvested, reared or produced on that *lot*, plus the storage of machinery, implements and agricultural supplies for the farm, and includes the sale of agricultural products grown or raised on the lot, but specifically excludes intensive agriculture;

*commons institutional* means the provision of special purpose services including educational and interpretive activities, without the purpose of gain, provided by non-profit or not for profit enterprise for the benefit of residents of Gabriola Island, and includes skateboard park structures;

### **Permitted Accessory Uses**

*commons accessory commercial* means commercial activity that is ancillary, secondary and exclusively devoted to a principal use, and that is intended solely for the benefit and support of community initiatives and community organizations based on the property;

*commons accessory food depot* means an establishment for the distribution of food produced on the property or obtained from off the property for distribution to the public at no charge;

*commons accessory office and storage* means space identified for the management and direction of activities on the parcel and the provision of administration space for other non-profit or not for profit enterprises, including the storage of materials necessary for conducting activities on the parcel, but excludes such uses as retail sales, manufacturing, and professional services;

*commons accessory public assembly* means indoor and outdoor gatherings, meetings, and events and includes infrastructure necessary to support these activities, such as washroom facilities, dining hall ~~removed from this place~~ space, and institutional kitchen facilities;

insert letter from Islands Trust about permitted usage here

## **Appendix 4**

### ***Gabriola Commons Foundation Forms***

*(available but not included here:*

Membership/Participation

Donation

Expenditure Report & Cheque Acquisition (4 forms)

Deposit Form for Money Received

Receipt

Charitable Tax Receipts (cash & noncash, no advantage)

### ***Legal Documents***

*(available upon request of the trustees):*

MOU Poetry Gabriola

MOU Gertie

PHC Lease

Insurance Policies

### ***Team Mandates***

*(refer to website)*

### ***Current Financial Statements***

*(refer to website)*

### ***Definitions***

***Consensus:*** A process for group decision-making. The input and ideas of all participants are gathered and synthesized to arrive at a final decision acceptable to all.

***Gabriola Commons Foundation*** (“*Foundation*”): The legal entity that owns the property known as ‘The Commons’ on behalf of the community of Gabriola.

Incorporated on March 18, 2008 under number S-0051677.

Registered as a charity with CRA on June 9 2008 under number 808393755RR0001

***Gabriola Coordinating Council*** (“*Council*”): A broad community-based group comprised of Foundation members, team representatives, stakeholders, and other interested community partners.

***The Commons*** (“*Commons*”): The property situated at 675 North Road, Gabriola. Legal description: PID 002-600-994, Lot 1, Section 19, Gabriola Island, Nanaimo District, Plan 27281.