

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**" means any individual whose principal residence is on Gabriola Island, BC and others, such as part-time, seasonal and off-island, who from time to time the Society trustees determine may be eligible.
- (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 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 5 All Gabriola Islanders are eligible to become members of the Society, and may register with the Society as such, unless such person has ceased to be a member as provided herein.

- 6 (1) Every member must uphold the constitution and comply with these bylaws.
(2) No member may be denied those rights and privileges which are contingent on membership.
- 7 The amount of the first annual membership dues must be determined by the trustees and after that the annual membership dues must be determined at the annual general meeting of the Society.
- 8 A person may choose not to be a member of the Society by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society.
- 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.
- 10 All members are in good standing except a member who has failed to pay any subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

- 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
- (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
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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 provision 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.**

Addendum

Historical Summary of 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
	CHARTER Part 1 (this is not part of the society bylaws)	Wording revised for consistency with draft covenant
2013-09-28 *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 shall be considered as <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”
	All Bylaws	Numbering Corrected including addition of new bylaw (Part 6, 32 in updated numbering)
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

