



WILDSIGHT BYLAWS

As of the AGM February 24, 2018

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Province of British Columbia
Registrar of Companies

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1. INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires, words importing the singular include the plural; masculine includes the feminine, and vice-versa; and words importing persons include corporations.
- 1.2 "Act" means the Society Act of the Province of British Columbia as amended from time to time and any successor legislation thereto.
- 1.3 Society means "Wildsight", society number S-22548, charity number 134892496 RR0001
- 1.4 "Branch" refers to any independent society that shares Wildsight's purposes and has been approved by Wildsight to use the name and logo of "Wildsight".
- 1.5 "Directors" means those persons who become appointed or elected directors in accordance with these bylaws and have not ceased to be directors, and a "Director" means any one of them.
- 1.6 "Regional Council" means the Directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society.
- 1.7 "Member" means any individual who supports Wildsight's constitutional objectives and mission statement and has applied and been accepted for membership.

2. MEMBERSHIP

- 2.1 There shall be one class of membership in the Society, and it shall have a lifetime term. Any person who supports the constitution and mission statement of the Society may become a member of the Society upon application in writing to, and acceptance by, the Regional Council, and upon payment of the membership fee set at an Annual General Meeting.
- 2.2 Each Member has one vote and is entitled to all the rights and obligations of membership
- 2.3 All Members are in good standing except:
 - a) A Member who has given written notice of resignation to the Regional Council;
 - b) A member who has been expelled in accordance with these bylaws.
- 2.4 Membership fees are due and owing and shall be paid on application for membership.
- 2.5 Membership fees may be revised annually at the Annual General Meeting.
- 2.6 Members have a duty to uphold the constitution and to act in accordance with the purposes of the Society. The Regional Council may, by resolution, expel a Member whose conduct is found by the Regional Council to be detrimental to the Society.

- 2.7 The Regional Council must provide a Member who is the subject of an expulsion resolution with fourteen (14) days' notice of the meeting at which the resolution will be proposed and such member has a right to attend such meeting and address the Regional Council prior to the vote.
- 2.8 The Regional Council has the right and full discretion to refuse a membership in the Society.
- 2.9 A Member shall cease to be a Member of the Society by:
 - 2.9.1 Submitting their resignation in writing to the address of the Society;
 - 2.9.2 On their death;
 - 2.9.3 On being removed as a Member by the regional council for cause, including the cause that the society has lost contact with the Member.

3. MEETINGS

- 3.1 The Annual General Meeting (AGM) of the Society shall be held no later than 31st March of each year.
- 3.2 Special general meetings may be called at any time by a majority of the Regional Council, or at the written requisition of ten percent or more of the Members.
- 3.3 Notice in writing of the Annual General Meeting and special general meeting specifying the place, the day, and the time of such meeting, and in the case of a special meeting, the nature of the business to be transacted, shall be given to every Member in good standing not fewer than fourteen (14) days prior to the date of the meeting. This notice may be provided through email or Canada Post.
- 3.4 Notice of an Annual General Meeting shall contain the agenda for the meeting and the text of all special resolutions submitted for inclusion in the agenda.
- 3.5 A quorum at any general meeting shall be no fewer than ten (10) Members who are entitled to vote.
- 3.6 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 any duly called meeting of the Society.
- 3.7 A financial statement of the Society shall be presented at the Annual General Meeting for the financial year ending the previous September 30.
- 3.8 Professional advisors to the Society, including accountants, auditors, lawyers and consultants, and invited guests shall be permitted to attend meetings of the Society, but shall not be entitled to vote. The members by ordinary resolution at any meeting of the Society shall be permitted to exclude any person who is not a member of the Society in good standing from attending.

4. RULES OF ORDER

- 4.1 Robert's Rules of Order shall apply to all meetings of the Society.

5. BRANCHES

- 5.1 The Regional Council may approve the use of the name Wildsight by an independent Branch society by majority vote. On acceptance of a Branch society, it shall be the duty of the Secretary of the Regional Council, in concert with the designated Branch society representative, to notify the Registrar of Companies that a new Branch has been created.
- 5.2 No Branch shall be authorized unless at least five (5) Members (the "Petitioner Members") in good standing request the Regional Council to establish a Branch society.
- 5.3 No Branch shall be authorized in an area where a Branch society already exists
- 5.4 The Petitioner Members shall be the subscribing members and first directors of the Branch society, who shall remain in office until the first Annual General Meeting of the Branch
- 5.5 The Regional Council may, by resolution at any time, direct the Branch to cease using the Wildsight name and not affiliate itself with the Society in the event such Branch is conducting activities that are detrimental to the Society or contrary to the objectives of the Society. Fourteen (14) days' notice of the meeting at which this measure is to be decided shall be given to the directors of the effected Branch who have the right to attend such meeting and address the Regional Council.

6. REGIONAL COUNCIL

- 6.1 The membership at large shall elect directors at the Annual General Meeting and the Regional Council may appoint directors to fill vacancies in the interim.
- 6.2 Appointed directors may stand for election at the next Annual General Meeting.
- 6.3 There may be up to twelve (12) Directors that are nominated by two voting members. Nominations will be closed ten (10) days prior to the Annual General Meeting. Elections shall be held at the Annual General Meeting of the Society and the term of office for elected Directors shall be two years.
- 6.4 Elected Directors may be elected for consecutive terms.
- 6.5 A person must be a Member of the Society to be eligible to be a Director
- 6.6 Every Director shall unreservedly subscribe to and support the purposes of the Society.
- 6.7 Immediately following the Annual General Meeting, the Regional Council will meet and appoint from amongst the Directors, the following officers: Chairperson, Vice-Chairperson, Secretary and Treasurer. The officers shall constitute the Executive of the Society.
- 6.8 The Regional Council shall meet at least three (3) times per year on the call of the Chairperson. The time and place of meetings shall be as determined by the Chairperson on the advice of the Regional Council. Directors must receive fourteen (14) days' notice of any meeting of the Regional Council and the Directors are empowered to waive the notice requirement by majority vote.
- 6.9 A quorum at any meeting of the Regional Council shall be 51% of the Directors. Directors may attend meetings of the Regional Council in person or by teleconference.
- 6.10 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Directors does not invalidate proceedings at any duly called meeting of the Regional Council.
- 6.11 A person shall automatically cease to be a Director:

- 6.11.1 Upon the date which is the later of the date of delivering his or her resignation in writing to the address of the Society with the effective date of the resignation stated therein; or
- 6.11.2 Upon his or her death; or
- 6.11.3 Upon ceasing to be a member;
- 6.11.4 Or upon being removed in accordance with Section 2 of these bylaws.

7. OFFICERS AND DIRECTORS

- 7.1 Directors and officers shall not receive remuneration for acting as such, but may receive reimbursement for their reasonable out-of-pocket expenses incurred on behalf of the Society as the Regional Council shall approve.
- 7.2 The Chairperson shall preside at all meetings of the Society and the Regional Council.
- 7.3 In the absence of the Chairperson, the Vice-Chairperson shall preside at meetings, and shall perform such other duties as may be assigned by the Regional Council.
- 7.4 The Secretary shall be responsible for making the necessary arrangements for:
 - (a) the issuance of notices of meetings of the Society and the Regional Council;
 - (b) the keeping of minutes of all meetings of the Society and the Regional Council;
 - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (d) the maintenance of the register of Members;
 - (e) the conduct of the correspondence of the Society;
 - (f) the record of the attendance of Directors at meetings of the Regional Council and the notification of Directors who have been absent for three consecutive meetings of the Regional Council.
- 7.5 The Treasurer shall be responsible for making the necessary arrangements for:
 - (a) the keeping of the financial records, reports and returns including books of account, as are necessary to comply with the Act and the *Income Tax Act, Canada*;
 - (b) the rendering of financial statements to the Directors, Members and others when required.

8. INDEMNIFICATION

- 8.1 Subject to the provisions of the Act, each Director of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as a Director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
- 8.2 Subject to the provisions of the Act, the Regional Council is authorized from time to time to give indemnities to any Director or other person who has undertaken or is about to

undertake any liability on behalf of the Society, and to secure such Director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the Regional Council under this paragraph shall not require approval or confirmation by the Members.

- 8.3 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Regional Council and upon receipt of an undertaking satisfactory in form and amount to the Regional Council by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- 8.4 The Society shall apply to the Court for any approval of the Court that may be required to make the indemnities herein effective and enforceable. Each Director of the Society, on being appointed, shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each Director held office notwithstanding that he or she no longer continues to hold such office.
- 8.5 The failure of a Director or officer of the Society to comply with the provisions of the Act or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this part.
- 8.6 The Society may purchase and maintain insurance for the benefit of any or all Directors or officers against personal liability incurred by any such person as a Director or officer.

9. RIGHTS OF MEMBERS

- 9.1 The books and records of the Society may be inspected by Members in good standing at any time and place designated from time to time by the Directors.
- 9.2 Other than meetings or portions of meetings of the Regional Council held *in camera*, Members in good standing have a right to attend meetings of the Regional Council, but shall not have any right to vote at such meetings.

10. REMOVAL OF DIRECTORS

- 10.1 Any director who is absent from three (3) consecutive meetings of the Regional Council without acceptable cause may, at the discretion of the Regional Council be removed by majority vote of the Regional Council. The provisions with respected to notice and the right of the Director to be heard, as set out in Bylaw 2.6 and 2.7 shall apply.

11. BORROWING AND OWNERSHIP OF PROPERTY

- 11.1 The Regional Council may borrow funds for the general administration of the Society, the total amount of which borrowing not exceed \$50,000.
- 11.2 The Society may borrow money for the purposes of:
 - 11.2.1 Acquiring real property to house the operations of the Society; and
 - 11.2.2 Acquiring real property for the purpose of establishing a reserve for conservation reasons.

Any such borrowing must be authorized by special resolution of the Members entitled to vote at a duly called general meeting.

11.3 The Society may own real or personal property.

11.4 Any disposal of real property must be authorized by special resolution of Members entitled to vote at a duly called general meeting.

12. COMMITTEES AND DELEGATIONS

12.1 Such committees as may be necessary shall be created by the Regional Council. The Regional Council shall establish the mandate for each such committee. The Regional Council shall appoint such Members of the Society in good standing as it seems fit to serve upon committees.

12.2 The Regional Council may, at their discretion, appoint such Members of the Society in good standing as it sees fit to represent the Society at meetings, conferences or within other organizations.

12.3 The Regional Council may require the chair of each committee to attend meetings of the Regional Council to report plans of work and to obtain any required approvals.

13. AMENDMENT TO BYLAWS

13.1 These bylaws shall not be altered except pursuant to a special resolution passed by the Members of the Society entitled to vote at a general meeting of which notice specifying the intention to propose the special resolution has been duly given to all Members of the Society entitled to vote, at least fourteen (14) days prior to such meeting.

14. FINANCIAL

14.1 The fiscal year end of the Society shall be September 30.

14.2 The Regional Council has the discretion and is empowered to incur expenditures on behalf of the Society.

14.3 The Regional Council is empowered to hire and terminate employees and to enter into contracts on behalf of the Society.

15. OPERATIONS

15.1 The operations of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting the purposes of the Society.

15.2 In the event of the winding up or dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations concerned with environmental conservation problems or organizations promoting the same objectives of this Society, as may be determined by the members of the Society at the time of winding up or dissolution. In the event that the foregoing provisions cannot be effected, then such funds shall be given or transferred to

some other organizations, provided that such organizations referred to in this article shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

- 15.3 Articles 1 and 2 of this bylaw and this article are unalterable in accordance with section 22 of the Societies Act.