



Form 3

Society Act

CONSTITUTION

1. The name of the society is Hoy/Scott Watershed Society
2. The purpose of the society are:
 - a. To enhance the salmonid and other species within the Hoy Scott Watershed through the development of the incubation and rearing facilities, stream improvement, and other methods of enhancement.
 - b. To preserve, enhance, and protect fish and wildlife habitats within the watershed.
 - c. To promote environmental awareness and education to the public.
 - d. To restore, protect and support the ecological setbacks of the Hoy/Scott Creek Watersheds.
 - e. To receive contributions and donations intended for salmonid or other enhancement.
3. In the end of the winding up or dissolution of Hoy/Scott Watershed Society, funds and assets of the society remaining after satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the problems or organizations promoting the same object as Hoy/Scott Watershed Society, as may be determined by the members by the society at the time of winding up or dissolution, and if effect cannot be given or transferred to some charitable organization, a charitable corporation or a charitable trust as 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.
4. The objectives of the society shall be carried out without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects.
5. Paragraphs 3 and 4 and this paragraph of the constitution are unalterable in accordance with the society act.

BYLAWS

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

Part 1 – Interpretation

1. In these bylaws unless the context otherwise requires:
 - a. “Directors” means the directors of the society for the time being; elected “Officers” are directors.
 - b. “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - c. “Registered address” of a member means the members address as recorded in the register of members.
 - d. 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 the words importing a male person include a female person and a corporation.

Part 2 – Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4.
 - a. A person may apply to the directors for membership in the society and on acceptance by the directors and payment of the membership fee, is a member.
 - b. Memberships are valid from January 1st through December 31st of the calendar year. Members who apply and pay their membership fee after September 1st of a given year will hold valid membership through December 31st of the following year.
5. Every member must uphold the constitution and comply with these bylaws.
6.
 - a. On being admitted to the membership, each member is entitled to a copy of the constitution and the bylaws of the society upon paying the initial membership fee.
 - b. The amount of the annual membership dues will be \$15.00 for individuals, \$25 for family and \$5.00 for student non-voting members. The amount for dues will be determined at the annual general meeting.
7.
 - 1) A person cease to be a member of the society
 - a. By delivering his or her resignation in writing to the secretary or by mailing or delivering it to the address of the society.
 - b. On his or her death.
 - c. On being expelled or
 - d. On having been a member not in good standing for 12 consecutive months
 - 2) A member who is not a member in good standing may not exercise any of the rights afforded a member in good standing under the constitution and bylaws of the society or hold office in the society.
8.
 - 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.
9. All members are in good standing except:
- 1) A member who has failed to pay his or her current annual membership fee.
 - 2) Did not comply with the provision of the constitution and/or bylaws of the society.
 - 3) Or committed a fraudulent or dishonest act against the society
 - 4) Committed acts of actions that are contrary to the best interests of the organization's commitment to the community, volunteers, (including officers & executive) and the environment.
10. The general membership must approve the annual enhancement plans for the society before it can be authorized to agree to a contract with any party or parties, except where projects are decided as a necessity by the Department of Fisheries, the City of Coquitlam or the majority vote by the board of directors of the society.

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 directors decide.
12. Every general meeting, other than an annual general meeting is an extraordinary general meeting.
13. Membership meetings may be held monthly as a general rule, and every two (2) months where this is more practical or no less than six (6) meetings per year.
14.
 - 1) Notice of a general meeting must specify the place, day and hour of the meeting, and in the case of special business, the nature of that business.
 - 2) The accidental omission to give notice of a meeting, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings & Monthly Meetings

16. Special Business at a General Meeting is

- a) All business at a general meeting except the adoption of rules of order, and
- b) All business conducted at a n annual general meeting, except the following:
 - i) The adoption of the rules of order
 - ii) The consideration of the financial statements
 - iii) The report of the directors
 - iv) The election of the directors
 - v) The other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

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 is 5 members present or a greater number that the members may determine at a general meeting.

18. If within 15 minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened on the requisition of the members, must be terminated, but in any other case it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the members present constitute a quorum.

19. Subject to bylaw 20, the president of the Society, the Vice President or in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.

20. If at a general meeting

a) there is no president, vice president or other director present within 15 minutes after the time appointed for the meeting, or

b) the president and all other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

21. Rules of Order:

In all matters not regulated by these bylaws, Roberts Rules of Order, or consensus, shall govern.

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

23. a) A member in good standing present at a meeting of members is entitled to one vote.
- b) Voting is by show of hands
- c) Voting by proxy is not permitted.

Part 5 – Directors and Officers

24. 1) The directors may exercise all the powers and do all the acts and thing 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 the laws affecting the society
 - b) these bylaws, and
 - c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- 2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
25. 1) Upon incorporation, at the first A.G.M. the president, vice president, secretary & treasurer are to be elected as officers. These officers, with one or more other persons appointed by the officers, are the directors of the society.
- 2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
26. 1) The term of office for president & treasurer is 3 years, the term for secretary & vice president is 2 years and each may be re-elected for a maximum of 2 terms.
- 2) Separate elections must be held for each office to be filled.
- 3) An election may be by acclamation, otherwise it must be by ballot.
- 4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 5) Voting by proxy is not permitted.
27. 1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- 2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

28. 1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

2) An act or proceeding is not invalid merely because there are less than the prescribed number of directors in office.
29. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete a term of office.
30. A director must not be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonable incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of directors

31. 1) The directors 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 directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is the majority of offices then in office.

3) The president is the chair of all meetings of the directors, or, if the president is unable to attend, his designated substitute.

4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
32. 1) The directors may delegate any , but not all, of their powers to committees consisting of the director or directors as they see fit.

2) A committee so formed in the exercise of the powers so delegated must confirm to any rules imposed on it by the directors, and must report every act or thing done in the exercise of those powers to the earliest meeting of the directors held after the actor o thing has been done.
33. 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 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
34. The members of the committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment, or election of a director or directors as an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give

notice of the meeting to the newly elected or appointed director or directors for the meeting to constituted, if a quorum of the directors is present.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be a letter, telegram, telex or cable of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn;
 - 1) No notice of a meeting of directors shall be sent to that director, and,
 - 2) Any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
37.
 - 1) Question arising at a meeting of the directors and committees of directors must be decided by a majority of votes.
 - 2) In the case of a tie vote, the chair does not have a second or casting vote.
38. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is a valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

40.
 - 1) The president presides at all meetings of the society and of the directors.
 - 2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
41. The vice president will assist the president in the performance of his duties. The vice president may carry out the duties of the president during the president's absence.
42. The secretary must do the following:
 - a) Conduct the correspondence of the society;
 - b) Issue notices of meetings of the society and directors;
 - c) keep minutes of all meetings of the society and directors;
 - d) have custody of all records and documents of the society except those required to be kept by the treasurer.
 - e) maintain the register of members.
43. The treasurer must

- a) Keep the financial records, including the books of account, necessary to comply with the Society Act, and
 - b) Render financial statements to the directors, members and others when required.
 - c) Sign cheques along with the president or other signing authority.
 - d) Be entrusted with the funds of the society, deposit immediately all monies he receives on behalf of the society.
44. 1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- 2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25(2).
45. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary of the meeting.

Part 8 – Notices to Members

46. A notice may be given to a member, either personally or by mail at his registered address.
47. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
48. 1) Notice of a general meeting must be given to:
- a) every member show on the register of members on the day notice is given.
 - 2) No other person is entitled to receive a notice of a general meeting.

Part 9 – Bylaws

49. 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.
50. These bylaws must not be altered or added to except by special resolution.