

# CONSTITUTION AND BYLAWS BURNABY LAKE PARK ASSOCIATION

## CONSTITUTION

1. **Name:** The Society shall be known as the " BURNABY LAKE PARK ASSOCIATION", (hereinafter referred to as the "Society").
2. **Objects:** The object of the Society is to preserve, protect and enhance the natural environment of Burnaby Lake Regional Park, while advocating respect, appreciation and enjoyment of the Park's natural attributes and recreational resources. In particular, the Society will, in partnership with the Greater Vancouver Regional Parks and in cooperation with the City of Burnaby:
  - a) support work to preserve, enhance and restore the Park's natural environment;
  - b) encourage understanding and appreciation of the natural features of Burnaby Lake Regional Park through interpretive, educational and other informational programs;
  - c) be directly and fully involved in the development of all management plans for the Park through a process of continuous consultation and advice;
  - d) act as advocates for the stewardship of the Brunette Watershed;
  - e) facilitate individual users, community groups, agencies and GVRD Parks in pursuing activities compatible with the Society's mission;
  - f) support appropriate recreational activities that are compatible with the overall goals of preserving, protecting and enhancing the natural features of the Park;
  - g) advocate on behalf of the Society to other agencies as appropriate, and nominate a representative to the Partnership Council; and
  - h) maintain a broadly based inclusive Society with a representative executive that actively supports and advances the mission and objectives of Burnaby Lake Park Association.
3. **District:** The operations of the Society are to be carried out chiefly in Burnaby Lake Regional Park in the City of Burnaby and, when necessary to fulfill objective 2(d), in the Brunette River watershed in the Cities of New Westminister, Burnaby and Vancouver and in the Municipalities of Coquitlam and Port Coquitlam. This provision is alterable in accordance with Section 22 of the Society Act.

# PROPOSED BYLAWS OF THE BURNABY LAKE PARK ASSOCIATION

## **Part 1 - INTERPRETATION**

- 1.1 In these bylaws, unless the context requires otherwise:
- (a) "directors" means the directors of the Society for the time being;
  - (b) "special resolution" means a resolution passed in a general meeting by a majority of not less than 75% of the votes cast by the members of the Society. A special resolution is require to: amend the bylaws, change the objects, remove a director, expel a member, issue debentures and surrender the certificate of incorporation.
  - (c) "*Society Act*" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (d) "registered address" of a member means his/her address as recorded in the register of members;
  - (e) "ordinary resolution" means a resolution passed by a simple majority of the votes cast by the members of the Society;
  - (f) "user groups" means incorporated or non-incorporated groups who use Burnaby Lake Regional Park for their activities;
  - (g) "task group" means non-incorporated groups who perform specific activities to enhance and maintain Burnaby Lake Regional Park or other activity groups as may from time to time arise.
- 1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 1.3 The Society shall be conducted without the purpose of gain for its members and any income, profits or other accretions to the Association shall be used in promoting the purposes of the Association.

## **Part 2 - MEMBERSHIP**

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and the operating rules and, in either case, have not ceased to be members.
- 2.2 A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.
- 2.3 Every member shall uphold the constitution and comply with these bylaws and operating rules.

- 2.4 The amount of the first annual membership dues, if any, shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the Society.
- 2.5 A person shall cease to be a member of the Society:
- (a) by delivering his/her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
  - (b) on his/her death or in the case of a corporation on dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
- 2.6 (a) A member may be expelled by a special resolution of the members passed at a general meeting.
- (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7 Every member in good standing of the Society shall be entitled to attend any meeting of the Society and to hold any office.
- 2.8 All members are in good standing except members who have failed to pay, by the date specified by the directors, their current annual membership fees or any other subscriptions or debts due and owing by them to the Society and they are not in good standing so long as the debt remains unpaid.

### **Part 3 - MEETINGS OF MEMBERS**

- 3.1 (a) General Meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, as the directors decide, and shall be held as often as the business of the Society requires.
- (b) The directors shall convene a general meeting within 60 days of receiving a petition signed by a minimum of 10% of the voting membership.

- 3.2 (a) Notice of a general meeting shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (b) The accidental omission to give notice of a meeting to or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.3 The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
- 3.4 (a) Thirty (30) days written notice of the annual general meeting or any general meeting of the Society shall be given to each Member in good standing at the address furnished by the member to the secretary.
- (b) A new member's voting privileges shall not come into effect until thirty (30) days after the member joins the Society.

#### **Part 4 - PROCEEDINGS AT GENERAL MEETINGS**

- 4.1 "Special business" is;
- (a) all business at a general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except;
- (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required; and
  - (vii) the other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 (a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (c) Three (3) members in good standing shall constitute a quorum, or 10 percent (10%) of the membership if the membership is more than 30, at any general meeting of the Society.
- 4.3 If within thirty (30) minutes of the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case it shall stand adjourned and be reconvened after a period of thirty (30) minutes, and at the reconvened meeting, the members present constitute a quorum.
- 4.4 Subject to bylaw 4.5, the chair of the Society, the vice-chair or, in the absence of both, one of the other directors present, shall preside as chairman of the general meeting.
- 4.5 If at a general meeting;
  - (a) there is no chair, vice-chair or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
  - (b) the chair and all other directors present are unwilling to act as chair; then the members present shall choose one of their number to be chair.
- 4.6
  - (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (b) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.7
  - (a) Resolutions proposed at a meeting shall be seconded and the chair of a meeting may move or propose a resolution.
  - (b) In case of an equality of votes, the chair 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.
- 4.8
  - (a) A member in good standing present at a meeting of members is entitled to one

vote.

- (b) A member not in good standing is not entitled to a vote.
- (c) Voting is by show of hands, unless a majority of members decide to vote by ballot.
- (d) Voting by proxy is not allowed.

4.9 A corporate membership shall be a non-voting membership.

### **Part 5 - DIRECTORS AND OFFICERS**

- 5.1 (a) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to;
  - (i) all laws affecting the Society;
  - (ii) these bylaws; and
  - (iii) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- (b) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 5.2 (a) The chair, vice-chair, secretary, treasurer and one or more other persons shall be the directors of the Society and the directors shall be representative of Burnaby Lake Park user groups, task groups and the broader community.
- (b) The number of voting directors shall not be less than five (5) and not more than eleven (11) directors.
- (c) No more than two (2) directors shall be directly affiliated with any one user group.
- (d) There shall be a non-voting position on the board of directors for a representative of the GVRD Parks Department and the City of Burnaby.
- (e) There shall be a non-voting position on the board of directors for the past chair.
- 5.3 (a) Each director shall serve for a term of two (2) years. In the inaugural year, a full

slate of directors shall be elected, approximately half of whom shall hold office for one year, and the remaining directors shall hold office for two years.

Thereafter, approximately one half of the directors shall be elected each year, so the directors' terms shall overlap by one year. New directors shall be elected from the floor of the annual meeting and then from among the directors there shall be elected a chair, vice-chair, secretary and treasurer.

- (b) An election may be by acclamation, otherwise it shall be by ballot.
  - (c) If no successor is elected, the person previously elected or appointed continues to hold office for another one (1) year term.
- 5.4
- (a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the Board of Directors. A director so appointed holds office until the next annual general meeting, at which time a director shall be elected to serve the balance, if any, in the term of the vacated position.
  - (b) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
  - (c) A director's term shall cease if he misses two (2) consecutive meetings without just cause; just cause shall be determined by a majority vote of the directors of the Society.
  - (d) A director may be re-elected but may not serve in the same office for more than two (2) consecutive full terms.
- 5.5 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 5.6 No director shall be remunerated for being or acting as a director, but a director or member shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society and which are given prior approval by the directors and for which he/she provides receipts to the treasurer.
- 5.7 Subject to the provisions of the *Society Act*, the Society shall, with the approval of the court, indemnify a director or former director of the Society and his/her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him/her in a civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director, including an action brought by the Society, if:

- (a) he/she acted honestly and in good faith with a view to the best interest of the Society of which he/she is or was a director; and
- (b) in the case of a criminal, or administrative action or proceeding, he/she had reasonable grounds for believing that his/her conduct was lawful;

and for the purpose of giving effect to the foregoing, the Society may purchase and maintain insurance for the benefit of a person referred to above against any liability incurred by him/her as a director.

### **Part 6 - PROCEEDINGS OF DIRECTORS**

- 6.1 The directors shall meet within fourteen (14) days following the annual general meeting to take any action or make any ruling required by a proceeding at the annual general meeting and thereafter regularly and as required by other parts of these bylaws.
- 6.2
  - (a) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - (b) A quorum at a meeting of the directors shall be a majority of the directors then in office.
  - (c) The chair shall be chairperson of all meetings of the directors, but if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-chair shall act as chairperson; but if neither is present, the directors present may choose one of their number to be chairperson at the meeting.
  - (d) At any time, on the request of two (2) directors, the secretary shall convene a meeting of the directors.
- 6.3
  - (a) The directors may delegate specific powers and duties to committees and each committee shall have a director appointed by the directors as a committee member.
  - (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every action or recommendation to the next meeting of the directors.
- 6.4 A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within thirty (30) minutes after the time

appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.

- 6.5 The members of a committee may meet and adjourn as they think proper.
- 6.6 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for the 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 be constituted, if a quorum of the directors is present.
- 6.7 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, cable, email or facsimile, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn;
- (a) no notice of meeting of directors shall be sent to that director; and
  - (b) any and all meetings of the directors of the Society, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.
- 6.8 (a) Questions arising at a meeting of the directors and committee of directors shall be, whenever possible, decided by consensus. When the chairperson deems that no consensus can be reached about a question, it shall be decided by a majority of votes.
- (b) In case of an equality of votes, the chairperson does not have a second or casting vote.
- 6.9 Resolutions proposed at a meeting of directors or committee of directors shall be seconded and the chairperson of a meeting may propose but not move a resolution.
- 6.10 A resolution in writing signed by all the directors and placed with the minutes of the directors is valid and effective as if regularly passed at a meeting of directors.

## **Part 7 - DUTIES OF OFFICERS**

- 7.1 The chair ;
- (a) shall preside at all meetings of the Society and of the directors; and

- (b) is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 7.2 The vice-chair shall carry out the duties of the chair during his absence.
- 7.3 The secretary shall;
- (a) conduct the correspondence of the Society;
  - (b) issue notices of meetings of the Society and directors;
  - (c) keep minutes of all meetings of the Society and directors;
  - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the Society; and
  - (f) maintain the register of members; and
  - (g) be responsible for filing the appropriate papers and fees each year to the Registrar of Societies, necessary to maintain the society in good standing.
- 7.4 The treasurer shall;
- (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.
- 7.5 A director may hold more than one position on the board of directors, but the total number of directors shall not be less than five (5) nor greater than eleven (11).
- 7.6 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary of the meeting.

### **Part 8 - SEAL**

- 8.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal.

- 8.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the chair and secretary or chair and secretary/treasurer.
- 8.3 There shall be four (4) signing officers of the Society, consisting of the chair, vice-chair, treasurer and one other director. A minimum of two (2) signing officers shall be required to validate any document.

### **Part 9 - BORROWING**

- 9.1 The members may by special resolution authorize the directors to borrow funds to carry out a specific project that advances the purposes of the Society. The directors shall not borrow money without the sanction of a special resolution passed at a general meeting.

### **Part 10 - BANKING AND INVESTMENT**

- 10.1 All monies received by the Society shall be deposited into a chartered Canadian bank approved by the directors and shall be used to pay, by cheque, any disbursements as the directors may deem necessary and proper.
- 10.2 For the purposes of issuing cheques on the bank accounts of the Society, the signing officers shall be any two of the following; the chair, vice-chair, secretary and treasurer.
- 10.3 The directors shall create and maintain a reserve fund as they in their sole discretion may deem necessary from time to time.
- 10.4 The directors shall have the power to enter into such insuring agreements as they in their sole discretion may deem advisable for the better carrying out of any objects of the Society.
- 10.5 Neither the directors nor the Society shall have the power to lend the money of the Society.

### **Part 11 - AUDITOR**

- 11.1 This part applies only where the Society is required or has resolved to have an auditor.
- 11.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.

- 11.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor shall be promptly informed in writing of appointment or removal.
- 11.6 No director or employee of the Society shall be auditor.
- 11.7 The auditor may attend general meetings.

### **Part 12 - NOTICES TO MEMBERS**

- 12.1 A notice may be given to a member, either personally or by mail to him/her at his/her registered address.
- 12.2 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.
- 12.3 (a) Notice of a general meeting shall be given to:
- (i) every member shown on the register of members on the day the notice is given;
  - (ii) the GVRD Parks Central Area Headquarters;
  - (iii) the City of Burnaby; and
  - (iv) the auditor, if Part 11 applies.
- (b) No other person is entitled to receive a notice of general meeting.

### **Part 13 - BYLAWS**

- 13.1 On being admitted to membership, members are entitled to, and the Society shall give them, without charge, a copy of the Constitution and Bylaws of the Society and operating rules.
- 13.2 These bylaws shall not be altered or added to except by special resolution.

#### **Part 14 - RULES OF ORDER**

- 14.1 Meetings of this Society shall be governed by Robert's Rules of Order, newly revised, except as may be varied by the Constitution and bylaws.

#### **Part 15 - DISSOLUTION CLAUSE**

- 15.1 In the event of the winding-up or dissolution of the Society, all the funds and assets of the Society remaining after payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society shall be given, transferred and distributed to such charitable organizations having a similar charitable purpose and that are registered under the *Society Act* that shall be designated by the members of the Society at the time of the winding-up or dissolution of the Society. This provision shall be unalterable.