



**TLC THE LAND CONSERVANCY
OF BRITISH COLUMBIA**

CONSTITUTION & BYLAWS

DRAFT REVISION SEPTEMBER 2016



NUMBER: S- 36826

ORDER

SOCIETY ACT

IN THE MATTER OF THE *SOCIETY ACT*
AND
AN APPLICATION BY
TLC THE LAND CONSERVANCY OF
BRITISH COLUMBIA

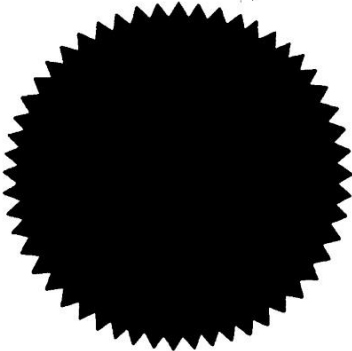
I Hereby Order that, pursuant to section 7(3)(a) of the *Society Act*, **TLC THE LAND CONSERVANCY OF BRITISH COLUMBIA** is allowed to adopt a system of voting by mail, in accordance with its bylaws.

This order is subject to review as I deem appropriate.

*Issued under my hand at Victoria, British Columbia,
on May 1, 1997*

A handwritten signature in black ink, appearing to read "J. Powell".

JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



NUMBER: S-36826



SOCIETY ACT

CANADA
PROVINCE OF BRITISH COLUMBIA

CERTIFICATE OF INCORPORATION

I Hereby Certify that

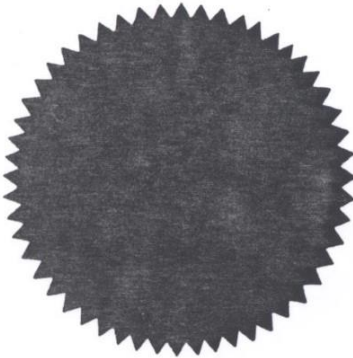
TLC THE LAND CONSERVANCY OF BRITISH COLUMBIA

has this day been incorporated under the *Society Act*

*Issued under my hand at Victoria, British Columbia
on May 01, 1997*

A handwritten signature in cursive script that reads "J. Powell".

JOHN S. POWELL
Registrar of Companies



TLC THE LAND CONSERVANCY OF BRITISH COLUMBIA

CONSTITUTION

1. The name of the society is TLC The Land Conservancy of British Columbia (hereinafter referred to as “the Society”).
2. The purposes of the society are:
 - (a) to contribute to and improve the education, health and welfare of the general public and to benefit the community as a whole by the promotion and encouragement of the protection, preservation, restoration, beneficial use and management of primarily;
 - (1) plants, animals and natural communities that represent diversity of life on Earth by protecting the lands and waters they need to survive, and secondarily;
 - (2) areas of scientific, historical, cultural, scenic and compatible outdoor recreational value;
 - (b) to promote such charitable activities or endeavors, including the acquisition, management and disposal of land and interests in land, as may in the opinion of the Society board of directors appear to contribute to the above objectives;
 - (c) to encourage co-operation in, support for and research into, and education regarding all matters pertaining to the fulfillment of the above objectives;
 - (d) To do all such other things as are incidental or ancillary to the attainment of the purposes and the exercise of the powers of the Society.

BYLAWS OF

**TLC THE LAND CONSERVANCY OF BRITISH COLUMBIA
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**BYLAWS OF
TLC THE LAND CONSERVANCY OF BRITISH COLUMBIA
PART 1**

INTERPRETATION

- 1.01 In these Bylaws, unless the context requires otherwise:
- (a) “Annual General Meeting” means the general meeting of the members of the Society held once in every calendar year;
 - (b) “Bylaws” means the Bylaws of TLC The Land Conservancy of British Columbia as filed with the Registrar;
 - (c) “[Constitution](#)” means the constitution of TLC The Land Conservancy of British Columbia as filed with the Registrar;
 - (d) "Board of Directors", “Board Directors” or "Board" means the elected or appointed Board of Directors as provided for in these Bylaws;
 - (e) “General Meeting” applies to both an Annual General Meeting and to a Special General Meeting;
 - (f) “Member" means a person who is admitted to membership in the Society pursuant to these Bylaws;
 - (g) “Officers” means the Chair, Vice-Chair, Secretary, and Treasurer;
 - (h) “Ordinary Resolution” means a resolution passed by a simple or bare majority (more than 50% of the vote) exercised by persons entitled to vote;
 - (i) “Property” means land, buildings and/or interest in land or buildings including covenants;
 - (j) “Proxy” means an appointed agent of a member at a general meeting of the Society subject to restrictions and requirements outlined in the Bylaws;
 - (k) “Registrar” means the Registrar of Companies of the Province of British Columbia;
 - (l) “Senior Staff” means a Staff Director employed by the Society;
 - (m) "Societies Act" means the *Societies Act* of the Province of British Columbia;
 - (n) "Society" means TLC The Land Conservancy of British Columbia;
 - (o) “Special General Meeting” means a meeting held at the request of the Board of Directors or the membership to deal with special business;
 - (p) "Special Resolution" means a resolution passed by the majority as specified in the *Societies Act* .of the Members entitled to vote and present in person or by proxy at a convened meeting;
 - (q) “Written” means in hard copy or via electronic means (i.e., email).
- 1.02 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

- 1.03 In construing these Bylaws, reference shall be made to the *Societies Act*, and the words and expressions used herein shall have the same meaning as used in that *Act*.
- 1.04 The Board of Directors and Senior Staff of the Society, may delegate responsibilities outlined in these Bylaws however, the Board of Directors will retain ultimate responsibility for ensuring said actions are undertaken or followed, in accordance with responsibilities outlined in the Bylaws and pursuant to the *Societies Act*.

PART 2

MEMBERSHIP

- 2.01. The members of the Society are those persons who have become members and continue to be members, in accordance with these Bylaws.
- 2.02. A person may apply to the Society for membership and on acceptance by the Society shall become a member, and immediately be bestowed membership rights except for voting rights, which will be afforded after a period of forty-five (45) calendar days after an application for membership. Application may be made for one of three categories:
- (a) An Individual membership, conferring membership to one named individual if he/she is aged 16 or older with associated rights pursuant to these Bylaws;
 - (b) A Family membership, which confers membership to two named family members residing at the same address provided they are aged 16 years or older, granting rights for these two named individuals, pursuant to these Bylaws; and
 - (c) A Business/Non-profit society membership which confers membership voting rights for one individual designate and for other privileges of membership to be conferred to up to three designates of the business/non-profit society that may be determined by the Board of Directors.

The Board may also confer a Lifetime Membership to an individual in honor of a significant in-kind or financial contribution to TLC, entitling the individual to membership throughout their lifetime. A lifetime membership is not transferable.

- 2.03 Every member shall uphold the [Constitution](#) and comply with these Bylaws.

- 2.04 A person shall cease to be a member of the Society:
- (a) After thirty (30) calendar days following notice being sent of dues become owing;
 - (b) Upon delivering a resignation to the Society;
 - (c) On his/her death; or
 - (d) On being expelled.
- 2.05 A member may be expelled by a Special Resolution of the members passed at a general meeting. The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. Expulsion would normally be considered for egregious behavior such as violations of the TLC Constitution or Bylaws, privacy or criminal laws, harassment or misrepresenting TLC in a public forum. 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.
- 2.06 Notwithstanding s. 2.04, a member who has failed to pay renewal fees prior to a general meeting may still vote at that meeting, provided membership dues are paid during registration for that meeting.
- 2.07 Fees payable by members shall be fixed by the Board of Directors and may change pursuant to a majority decision by the Board.
- 2.08 The activities of the Society shall be carried on without purpose of personal 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 Section was previously unalterable.

PART 3

BOARD OF DIRECTORS

- 3.01. The number of Board Directors shall be as fixed by [ordinary resolution](#) of the members from time to time but in any event shall not be less than 5 or more than 13. All Board Directors must be members in good standing.
- 3.02. Each Board Director will hold a Board Directors' position for a period of 2 or 3 years.
- 3.03. Board Directors shall retire from office at the [Annual General Meeting](#) following their 2 or 3-year term. A retiring Board Director is eligible for re-election provided that he/she has not already served 3 consecutive terms, unless there are an insufficient number of successors.

- 3.04. A Board Director position shall be vacated if a Board Director:
- (a) Resigns his/her position by notice in writing to the Society;
 - (b) Is found to be of unsound mind by a court of competent jurisdiction;
 - (c) Has received a non-confidence vote from a simple majority of the Board Directors in accordance with Board Policy procedures; or
 - (d) Becomes deceased or otherwise incapable of acting as a Board Director.
- 3.05. The Board Directors may at any time appoint a member as a Board Director to fill a vacancy on the Board of Directors. Such a Board Director will hold office only until the conclusion of the next [Annual General Meeting](#), but is eligible for re-election for a full term which will commence immediately after that meeting.
- 3.06. Members may by [special resolution](#), subject to the provisions of the *Societies Act*, remove a Board Director before the expiration of his/her term of office, and may elect a successor to complete the term in office.
- 3.07. No rule, motion, or resolution made or passed by the Society in a general meeting shall invalidate a prior act of the Board Directors that would have been valid if that rule, motion, or resolution had not been made or passed.
- 3.08. The Board shall appoint a Nominating Committee who shall select a slate of nominees for the office of Board Director and shall deliver the slate to the head office not later than 98 calendar days prior to the AGM.
- 3.09. Nominees will:
- (a) Provide a brief profile of their background and interest in joining the board;
 - (b) Provide written consent to stand for election as Board Director; and
 - (c) Be a member in good standing of the Society.
- 3.10 A notice of the slate of nominees selected by the Nominating Committee and their profiles shall be sent not later than seventy-seven (77) calendar days prior to the AGM to each member, including an invitation to submit further nominations for Board Directors. Nominations by members must be signed by at least 5 members and each member is only permitted to sign one nomination form per election period. All nomination forms must be received at the TLC office through means outlined in the procedures provided by TLC, within fifty-six (56) calendar days of the [Annual General Meeting](#). The written consent of the nominee shall accompany the nomination together with an address and brief profile.
- (a) If nominations are received for no more than the number of vacancies in the Board, such nominees shall be acclaimed.

- (b) If there are more nominations for the Board than the number of vacancies, an election package will be sent to each member eligible to vote by mail, facsimile, electronic mail, or similar transmission not later than thirty-five (35) calendar days prior to the [Annual General Meeting](#).
- (c) To cast his/her ballot, each member shall mark the ballot and ensure it is delivered to the Society in the manner set out in the notice. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- (d) In the event of a tie for the final position, the election for that position will be decided by the tied candidates flipping a coin.
- (e) The Board Directors thus elected or acclaimed pursuant to these provisions will assume their position at the end of the [Annual General Meeting](#).

PART 4

POWERS OF BOARD DIRECTORS

- 4.01 The Board of Directors may do all such acts and things as the Society may exercise which are not otherwise restricted according to these Bylaws, and the [Constitution](#) or the *Societies Act*.
- 4.02 The Board Directors may appoint committees and sub-committees with representations from the membership from time to time as they deem necessary or desirable. Any member in good standing who is willing and, in the opinion of the Board Directors, suitable to act on such committee or sub-committee may be appointed by the Board Directors to such committee or sub-committee. The composition, roles and responsibilities of committees are as follows:
 - (a) All committees will be chaired by a Board Director;
 - (b) Committees may request the attendance of a staff representative, where and when appropriate; and
 - (c) All Committees will follow the direction of, and report to the Board.

PART 5

PROCEEDINGS OF BOARD DIRECTORS

- 5.01. A meeting of the Board of Directors may be convened at any time by the Chair in person, via email and/or by phone, or at the request of any other Board Director.

In the absence of the Chair, the meeting will be chaired by the Vice-Chair or another Board Director if the Vice-Chair is absent.

- 5.02. The Board must meet bi-monthly at a minimum (6 times per year).
- 5.03. A meeting with a minimum of four Board Directors shall form a quorum for the transaction of business by the Board.
- 5.04. Questions arising at any meeting of the Board Directors shall be decided by a majority of votes, and in the case of an equal number of votes, the Chair of the meeting (who will otherwise abstain from voting) shall cast a vote to break the tie.
- 5.05. The Board Directors may make such rules, regulations, and policies for the conduct of their affairs and the affairs of the Society as they deem desirable, provided that such rules, regulations, and policies are consistent with these Bylaws and the *Societies Act*.
- 5.06. A Board Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to each other Board Director and in full accordance with the *Societies Act*.
- 5.07. A Board Director is prohibited from receiving remuneration for services rendered as a Board Director of the Society. Subject to the *Societies Act*, a Board member may be able to receive remuneration for services to the Society that fall outside of the bounds of the responsibilities of a Board member. Board Directors may also be reimbursed for expenses incurred when engaging in duties and activities on behalf of the Society.
- 5.08. A Board Director who fails without a reasonable excuse to attend two consecutive scheduled meetings may, by majority vote of the Board, be requested to cede their seat on the Board.
- 5.09. Minutes will be taken for every Board meeting and circulated for review and approval at the next Board meeting and will be held as records of the Society, pursuant to record retention requirements outlined in the *Freedom of Information and Protection of Privacy Act* of British Columbia.
- 5.10. The Board of Director may, at their discretion, determine that certain items discussed at Directors' meetings are held *in camera*, to protect sensitive information to the Society that involve discussions or negotiations with third parties and/or matters around issues pertaining to personal information of others. In camera discussions will be so noted in the Minutes.

PART 6

OFFICERS

- 6.01 After each [Annual General Meeting](#), the Board shall choose Officers from amongst themselves being a Chair, a Vice-Chair, a Secretary, and a Treasurer. All Officers shall hold office for a one-year term, provided each continues to be a member of the Board during such term.
- 6.02 The Chair presides at all meetings of the society and of the directors. The Vice Chair must carry out the duties of the Chair during the Chair's absence.
- 6.03 The Secretary must do the following, but may delegate the duties to a Senior person:
- (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.
- 6.04 The Treasurer must do the following, but may delegate the duties to a Senior Staff person to:
- (a) Keep the financial records, including books of account, necessary to comply with the *Societies Act*; and,
 - (b) Render financial statements to the directors, members and others when required.
- 6.05 The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.
- 6.06 In the absence of the Secretary from a meeting, the Board of Directors must appoint another person to act as Secretary at the meeting.
- 6.07 If an Officer yields their position as described in Section 3.04, the remaining Board Directors must fill the vacancy at the earliest opportunity. The newly appointed Officer will hold office only until the conclusion of the next [Annual General Meeting](#), but is eligible for re-election for a full term which will commence immediately after that meeting.

PART 7

GENERAL MEETINGS

- 7.01 The [Annual General Meeting](#) of the Society shall be held at least once every calendar year and not more than 6 months after the financial year end.
- 7.02 The Board Directors may convene a [Special General Meeting](#) should a major issue arise that requires involvement of the general membership such as, but not limited to, changes to the Bylaws of the Society or other significant decisions affecting the Society.
- 7.03 Notice in writing of an [Annual General Meeting](#) specifying the place, the day, and time of the meeting, and in the case of a [Special General Meeting](#), the general nature of that business, shall be sent by mail, facsimile, electronic mail, or similar transmission to each member not less than fourteen (14) calendar days prior to the meeting. The notice will advise members of the details for [proxy](#) voting as outlined in bylaw 7.11.
- 7.04 Non-receipt by any member of any notice through error or omission shall not invalidate the proceedings of any general meeting.
- 7.05 The quorum for the transaction of business at a general meeting is five (5) members present in person or by [proxy](#). If within thirty (30) minutes from 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, the meeting shall stand adjourned for one week to the same day, hour, and place. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 7.06 No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be transacted at a general meeting of the members at a time when a quorum of members is not present. 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.
- 7.07 The Chair shall preside over all general meetings of the members as Chair, and in the absence of the Chair, the Vice-Chair shall act as Chair. In the absence of the Chair and Vice-Chair, the members present shall by simple majority elect a Chair for the general meeting.
- 7.08 Minutes will be taken by the Secretary or designate, at all general meetings of the Society and will be made available to members within forty-five (45) calendar days of the meeting, through website posting or other means determined by the

Directors. Minutes will be ratified by the membership at the next General Meeting of the Society.

7.09 The order of business at all [Annual General Meetings](#) of the Society shall be as follows unless otherwise requested by the Chair and approved by simple majority:

- (a) Meeting called to order;
- (b) Approval of minutes of the last general meeting;
- (c) Business arising out of the last general meeting minutes;
- (d) Chair's report;
- (e) Presentation of the financial statements and the Annual Report;
- (f) Board Directors' reports;
- (g) Reports of other Officers and Committees;
- (h) Election and/or Appointment of Board;
- (i) Appointment of auditor, if necessary;
- (j) Correspondence; and
- (k) New business.

7.10 All business of the Society shall be presented in the form of a motion or resolution. No resolution proposed at a general meeting need be seconded, and the Chair of a general meeting may move or propose a resolution. Following discussion of the subject matter of the motion or resolution, a vote shall be taken.

- (a) Any resolution put to the vote at the general meeting shall be decided on by a show of hands of those entitled to vote, unless a balloted vote is directed by the Chair or demanded by at least one member prior to the vote.
- (b) Unless a ballot is so demanded and approved, a declaration by the Chair of the general meeting that a resolution has, on a show of hands, been carried unanimously or by majority as defined in the *Societies Act*, or lost, an entry to that effect in the minutes shall be conclusive evidence of the fact.

7.11. In order for a [proxy](#) to be effective it must conform substantially with the form below. If the proxy is to be held by a Board member or Staff person, it must be received in the Office of the Society no later than 48 hours before the time scheduled for the general meeting, or if to be held by another person present at that meeting, it shall be registered and verified by the Board Chair or [Senior Staff](#), prior to commencement of the meeting in accordance with the procedures sent along with the general meeting package.

STANDARD PROXY FORM

The undersigned, being a member of TLC The Land Conservancy of British Columbia, hereby appoints _____ or failing him/her, _____, as proxy holder for the undersigned to attend, act, and vote for and on behalf of the undersigned at the (annual or special, as the case may be) general meeting of TLC The Land Conservancy of British Columbia to be held on the _____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____ 20____.

(Signature of member).

- 7.12. Notwithstanding the Bylaws of the Society relating to resolutions by the members, a resolution in writing signed by all the members shall be as valid and effectual as if it had been passed at a general meeting duly called and constituted, and such resolution shall be reported to and entered in the minutes of the next general meeting of the members.

PART 8

REGISTER OF MEMBERS

- 8.01. A [Senior Staff](#) person of the Society is responsible for ensuring the Society keeps a register in which the names of the members of the Society are registered together with the following particulars:
- (a) The full name and resident address of each member or, in the case of corporate, small business or non-profit society members, the business address of each member;
 - (b) The email address of each member, if known
 - (c) The telephone number of each member, if known
 - (d) The date upon which such person or entity became a member;
 - (e) The date upon which any member ceases to be a member;
 - (f) The TLC-designated membership number of each member;
 - (g) The class of membership; and
 - (h) Such other information as may be required by the *Societies Act* or the Board Directors.

PART 9

REGISTER OF BOARD DIRECTORS

- 9.01. The [Senior Staff](#) person of the Society is responsible for ensuring the Society keeps a register in which the names of the Board Directors of the Society are registered, together with the following particulars:
- (a) The full name and resident address of each Board Director;
 - (b) The date upon which such person became a Board Director;
 - (c) The date upon which such Board Director ceases to be a Board Director;
and
 - (d) Such other information as may be required by the *Societies Act* or by resolution of the Board Directors.

PART 10

COMMON SEAL

- 10.01. The Board of Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 10.02. The common seal must be affixed only when authorized by a resolution of the Board of Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Chair and Secretary or Chair and Secretary Treasurer.

PART 11

BANKING AND FINANCES

- 11.01. The Board Directors shall be responsible for the oversight of the funds and property of the Society and shall designate the place in which the bank account of the Society may be kept.
- 11.02. The Board Directors shall have full responsibility and authority to determine the manner in which the income arising from the funds, operations and property of the Society shall be distributed in carrying out the purposes and objects of the Society, subject to existing encumbrances, commitments, payables and restrictions attached to specific donated funds.
- 11.03. Such portion of the income or capital of the Society shall be distributed in each year in order to ensure that the Society shall at all times qualify as a registered charity under the provisions of the *Income Tax Act* (Canada) as amended from time to time.
- 11.04. Expenditures will only be allowed in accordance with an annual budget that has been approved by the Board Directors prior to the beginning of the new fiscal year. Expenditures outside of the approved budget will only be allowed in emergency situations and/or subject to the provisions/restrictions outlined in the Financial Policies of the Society.
- 11.05. The Board of Directors may borrow money on behalf of the Society for the purpose of meeting required operational liabilities. Borrowing of this nature will only be undertaken in emergency situations and only for the short term. The Board Directors will not deliberately allow the Society to be in an operational deficit position for more than one full year following the initial deficit recognition.
- 11.06. The Board of Directors shall have the power to sell, exchange, manage, lease, rent, or retain any tangible capital assets, provided that such actions are consistent with the Constitution and Bylaws of the Society and any conservation covenants on the land.

PART 12

AUDITOR

- 12.01. At each [Annual General Meeting](#), the members of the Society shall appoint an auditor to hold office until the close of the next [Annual General Meeting](#), and if at that next [Annual General Meeting](#) an appointment is not made, the auditor in office shall continue as auditor until a successor is appointed.
- 12.02. An auditor may be removed by [ordinary resolution](#) of the members.
- 12.03. An auditor shall be promptly informed in writing of any appointment or removal.
- 12.04. No Board Director or employee of the Society shall be an Auditor.

PART 13

INSPECTION OF BOOKS AND RECORDS

- 13.01. The books of account and minutes of meetings of the Board of Directors and of the members shall be open for the inspection of any member of the Society within a reasonable time, during normal business hours at the office of the Society, *except for:* records and minutes of in camera matters; issues that are sensitive to the Society or other matters dealing with confidential legal, financial, property, personnel issues; membership contact information; and any other information restricted pursuant to the *BC Freedom of Information and Protection of Privacy Act*.

PART 14

NOTICE

14.01. Unless otherwise provided in these Bylaws, a notice, statement or report may be given or delivered to a member either by hand or by mail to him/her at his/her address appearing in the register of members, or by facsimile, electronic mail, or similar transmission.

- (a) A notice sent by mail shall be deemed to have been given on the second day following a general workday, when the notice is posted.
- (b) A notice sent by facsimile, electronic mail, or similar transmission has been sent and received as set out in the *BC Electronic Transactions Act*.

PART 15

LIABILITY OF MEMBERS

15.01. No member of the Society shall in his/her individual capacity is liable for any debts or liabilities of the Society.

PART 16

INDEMNIFICATION AND INSURANCE

16.01. The Society will indemnify any director, officer or employee for any personal liability incurred by such person when acting in good faith on behalf of the Society in the absence of gross negligence.

16.02. The Board Directors will ensure the Society purchase and maintain professional/directors' liability insurance for the benefit of all Board Directors, Officers, employees, or agents of the Society and his/her heirs and personal representatives, in respect of any personal liability incurred by him/her in that capacity.

PART 17

CHARITABLE STATUS, VOLUNTARY DONATIONS, AND BEQUESTS

- 17.01. The Society may make all elections and execute all documents necessary to comply with Federal, Provincial, and Municipal laws in order to attain its purposes.
- 17.02. The Board may refuse to accept any donations, contributions, gifts, or bequests that the Board considers not to be in the best interest of the Society, including, but not limited to the following situations whereby the receipt may:
- (a) be contrary to any Provincial or Federal law,
 - (b) put the Society in disrepute;
 - (c) put the Society at financial risk; or
 - (d) contain stipulations that may be seen to be contrary to the objectives of the Society.
- 17.03. Unless specified by a donor, the Society may establish a common trust fund in which monies or financial instruments received by the Society is combined for the purposes of facilitating investments.
- 17.04. For Donor Endowments which are to be restricted for a narrowly defined acquisition, program or purpose, the amount dedicated must be at the minimum threshold amount set by Community Foundation holding the Society's funds, unless a dedicated fund for the desired specified purpose already exists.

PART 18

STANDARDS AND PRACTICES

- 18.01. The Society will always operate with the highest possible standards of ethics and integrity.
- 18.02. The Society will conform to, or exceed at all times, the most current Standards and Practices as developed by the Canadian Land Trust Alliance.
- 18.03. The Society shall have the right to subscribe to, become a member of, and cooperate with any other Society, corporation, or association whose purposes or objectives are in whole or in part similar to its purposes.

PART 19

PROPERTY ACQUISITION, FINANCING AND COVENANTS

- 19.01. The Society may accept a bequest or donation of any property.
- 19.02. The Society may acquire property that the Board deems worthy of protection. The Society will register a conservation covenant or restricted covenant under the *Land Title Act*, on all acquired [property](#) once the title is free and clear. The covenant will also prohibit the Society from mortgaging the property.
- 19.03. Where a fundraising campaign is authorized to acquire [property](#), a separate trust account will be created for the deposit of associated donations. Should the Society be unable to meet the required target amount for the campaign, the donations will be kept in trust for the acquisition of other special places.

PART 20

PROTECTION OF PROPERTY

- 20.01 The Directors may declare a property or an interest in land to be inalienable.
- 20.02 When a property or an interest in land is declared to be inalienable, the Society will take every measure possible to ensure its protection in perpetuity.
- 20.03 A property that has been declared inalienable shall be:
- (a) Protected by a Conservation Covenant under section 219 of *The Land Title Act* (British Columbia). The Covenant shall be held by one or more organizations independent of the Society and shall, if allowed by the Registrar of Land Titles, prohibit mortgaging and restrict sale; and
 - (b) Protected by adequate insurance.
- 20.04 A property that has been declared inalienable shall not be:
- (a) Mortgaged under any circumstances; or
 - (b) Sold or transferred unless the Society is being dissolved, and then may be sold or transferred only to another society having similar purposes.
- 20.05 An interest in land that has been declared inalienable shall not be released or sold.
- 20.06 An interest in land that has been declared inalienable may be:

- (a) transferred or assigned only to an organization having similar purposes to the Society, provided that the Society retains a reversionary interest in the land and such transfer is approved by a Special Resolution of the Society; or
 - (b) Transferred or assigned only to an organization having similar purposes to the Society, without a Special Resolution of the Society and without a reversionary interest, if the Society is being dissolved.
- 20.07 The Society will seek to constantly improve the level of protection provided to inalienable property as new legal mechanisms become available.
- 20.08 The Society may not remove inalienable status once granted.

PART 21

WINDING UP OR DISSOLUTION OF THE SOCIETY

- 21.01. Upon the winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to one or more charitable institutions with purposes similar to those of the society, or, if this cannot be done, to one or more qualified donees as defined under the provisions of the *Income Tax Act* (Canada) from time to time in force. This Section was previously unalterable.



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