

# BC FOREST MUSEUM

## Consolidated Bylaws

Incorporating all revisions made up to and including the  
Extraordinary General Meeting of October 24, 2006

### PART 1 – INTREPRETATION

1. In these bylaws, unless the context otherwise requires,
  - a. ‘directors’ mean the directors of the Society for the time being;
  - b. ‘Societies Act’ means the ~~Society Act~~ Societies 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 his address as recorded in the register of members;
  - d. ‘Society’ means B.C. Forest Discovery Centre registered under the Societies Act as the British Columbia Forest Museum.  
*This amendment links the name BC Forest Discovery Centre to the registered name of BC Forest Museum.*
- 1.1 The definitions in the ~~Society Act~~ Societies Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
3. In the event of dissolution or winding-up of the Society, all its remaining assets after repayment of all outstanding monies owed by the Society and other liabilities, shall be distributed to one or more charitable organizations in Canada, registered under the provisions of the Income Tax Act (Canada), shall be designated by the board of directors. This clause is unalterable.
4. No part of the income of the Society shall be available for the personal benefit any member of the Society. This clause is unalterable.
5. Any remaining assets of the Society which had originally been received for specific purposes, shall, whenever possible, be distributed to a charitable organization, registered under the provisions of the Income Tax Act, carrying on work of a similar nature to such specific purposes. This clause is unalterable.

6. 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 for promoting its purposes. This clause is unalterable.

Clauses 3, 4, 5, and 6 were move from the Constitution to the Bylaws. This is required because the new Societies Act only permits the name and purpose of the Society to be shown in the constitution. Any other information not specifically referring to the name or purpose must be moved to the Bylaws.

## PART 2 – MEMBERSHIP

7. The members of the **S**ociety are the applicants for incorporation of the **S**ociety, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
8. The members of the **S**ociety shall be the following:
- The directors of the Society appointed pursuant to Paragraph ~~25.1~~ 29.1;
  - In recognition of their contribution to the ~~British Columbia Forest Museum~~ B.C. Forest Discovery Centre and its predecessor, the Cowichan Valley Forest Museum; the members of the Wellburn family;
  - Such individuals or corporation who shall acquire an annual membership in the Society as provided for herein,
  - Such individuals designated as life members by the **S**ociety.
9. Every member shall uphold the constitution and comply with these bylaws.
10. The amount of the first annual membership dues, the form of application for membership, and the form of recognition of membership shall be determined by the directors, and after that the annual membership dues shall be determined at the annual general meeting of the Society.
11. A person shall cease to be a member of the **S**ociety;
- By delivering his resignation in writing to the secretary of the **S**ociety or by mailing or delivering it to the address of the **S**ociety;
  - On his death or in the case of a corporation on dissolution;
  - On being expelled; or
  - On having been a member not in good standing for 12 consecutive months.  
**Not in good standing, in part, is defined as not having paid membership in the past 12 months**

- 12.1 A member may be expelled by a special resolution of the members passed at a general meeting.
- 12.2 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 12.3 The person who is the subject of the proposed resolution for the expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
13. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

### PART 3 – MEETINGS OF MEMBERS

14. General meetings of the Society shall be held at the time and place, in accordance with the Societies Act, that the directors decide.
15. Every meeting, other than an annual a general meeting, is an extraordinary general meeting.
16. The directors may, when they think fit, convene an extraordinary general meeting.
- 17.1 Notice of a general meeting shall specify the place, day and hour of meeting, and in case of special business, the general nature of that business.
- 17.2 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
18. 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.~~  
New societies Act calls for meetings once a (calendar) year.

### PART 4 – PROCEEDINGS AT GENERAL MEETINGS

19. Special business is:
  - a. All business at an extraordinary 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 bylaws, 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.
  
- 20.1 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 the time when a quorum is not present.
  
- 20.2 If at any time during a general meeting there ceases to be a quorum present, business **than then** in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  
- 20.3 A quorum is fifteen (15) members present or a greater number that the members may determine at a general meeting.
  
21. 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, it shall 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
  
22. Subject to bylaw **19-23**, the president of the **S**ociety, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
  
23. If at a general meeting:
  - a. There is no president, vice president or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
  - b. The president and all other directors present are unwilling to act as chairman;the members present shall choose one of their number to be chairman.
  
- 24.1 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.

- 24.2 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.
- 24.3 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.
- 25.1 No resolution proposed at a meeting need to be seconded and the chairman of a meeting may move or proposed a resolution.
- 25.2 In case of an equality of votes the chairman 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.
- 26.1 A member in good standing present at a meeting of members is entitled to one vote.
- 26.2 Voting is by show of hands.
- 26.3 Voting by proxy is not permitted.
27. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of members, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.
28. An extraordinary resolution shall be a resolution cast by a majority of not less than two thirds of members present at any general meeting, provided notice of the extraordinary resolution has been given in advance.
- Apparent omission in bylaws – this is consistent with the new Societies Act – formerly three quarters majority required

#### PART 5 – DIRECTORS AND OFFICERS

- 29.1 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
- a. All laws affecting the Society;
  - b. These bylaws; and
  - c. Rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.
- 29.2 No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

- 30.1 The number of directors shall be ten (10) or such greater number directors determined from time to time at the annual general meeting. All directors shall be elected for two (2) years.
- 30.2 The annual general meeting shall also elect, from the directors appointed or directed pursuant to paragraph ~~25.1~~ 30.1 the officers of the Society who shall be the president, the vice president, the secretary, and the treasurer.
- 30.3 The officers, as elected pursuant to 30.2, along with the immediate past president, shall form the executive of the Society.  
For executive continuity – consistent with how the BCFD conducts its affairs.
- 30.4 The designation, election, or appointment of a director is not effective unless the individual consents in writing or is elected at a meeting and does not refuse.  
New provision in the new Societies Act
- 31.1 The officers shall retire from office at each annual general meeting when their successors shall be elected.
- 31.2 Separate elections shall be held for each office to be filled.
- 31.3 An election may be by acclamation, otherwise it shall be by ballot.
- 31.4 If no successor is elected the person previously elected or appointed continues to hold office.
- 32.1 The directors may, subject to Section ~~25.1~~ 30.1 of the Bylaws, at any time and from time to time appoint a member in good standing as a director to fill a vacancy in the directors.
- 32.2 A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but eligible for re-election at the meeting.
- 33.1 If a director resigns his office or otherwise ceased to hold office, the remaining directors shall appoint a member in good standing to take the place of the former director.
- 33.2 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
34. 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.
- 35.1 No voting member of the executive or board of directors may receive remuneration or other financial benefits for their services to the Society, regardless of the type of service

performed. Furthermore, no voting member of the executive or board of directors can have a direct relationship with key senior staff that could be perceived as leading to a conflict, e.g. spouses, business partners.

Moved to separate provision (35.3) below

35.2 A director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

An apparent omission in the bylaws – consistent with the Societies Act

35.3 No voting member of the executive or board of directors can have a direct relationship with key senior staff that could be perceived as leading to a conflict, e.g. spouses, business partners.

## PART 6 – PROCEEDINGS OF DIRECTORS

- 36.1 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.
- 36.2 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- 36.3 The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors may choose one of their number to be chairman at that meeting.
- 36.4 A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- 37.1 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors, as they think fit.
- 37.2 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 act or thing done in exercise of those powers to the earliest meeting of the directors to be held held after it has been done.
38. A committee shall elect a chairman of its meetings, but if no chairman is elected, or if at a meeting the chairman 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 chairman of the meeting.
39. The members of a committee may meet and adjourn, as they think fit.

40. 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 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 be constituted, if a quorum of the directors is present.
40. 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, or cable, or e-mail 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 directors shall, if a quorum of the directors is present, be valid and effective.
- Consistent with the provisions of the new Societies Act**
- 41.1 Questions arising at a meeting of the directors and committee or directors shall be decided by a majority of votes.
- 41.2 In case of equality of votes the chairman does not have a second or casting vote.
42. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
43. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

#### PART 7 – DUTIES OF OFFICERS

- 44.1 The president shall preside at all meetings of the Society and of the directors.
- 44.2 The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
45. The vice president shall carry out the duties of the president during his absence.
46. The secretary shall
- a. Conduct the correspondence of the Society;
  - b. Issue notices of meetings of the Society and directors;
  - c. Keep minutes or appoint an individual to keep minutes of all meetings of the Society and directors; **Amended to reflect how the BCFDC conducts directors meetings**
  - 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.
47. The treasurer shall
- a. Keep the financial records, including books of accounts, necessary to comply with the Societies Act; and
  - b. Render financial statements to the directors, members and others when required.
- 48.1 The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- 48.2 When a secretary-treasurer holds office the total number of directors shall not be less than five (5) or the greater number that may have been determined pursuant to bylaw ~~25.2~~ 30.2
49. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### PART 8 – SEAL

50. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
51. 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 president and secretary or president and secretary-treasurer.

#### PART 9– BORROWING

52. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular but with limiting the foregoing, by the issue of debentures.
53. No debentures shall be issued without the sanction of an ~~special~~ extraordinary resolution. Referred to as an extraordinary resolution elsewhere in Bylaws and new Societies Act
54. The members may ~~be by special~~ extraordinary resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### PART 10– AUDITORS

55. The part applies only where the Society is required or has resolved to have an auditor.
56. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
57. 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.
58. An auditor may be removed by ordinary resolution.
59. An auditor shall be promptly informed in writing of appointment or removal.
60. No director and no employee of the Society shall be auditor.
61. The auditor may attend general meetings.

#### PART 11– NOTICES TO MEMBERS

62. A notice may be given to a member, either personally or by mail to him at his registered address or by e-mail if the member has provided the Society with their e-mail address and by also posting notice on the Society website.  
*Amended to be consistent with the new Societies Act*
63. 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. In the case of members who have provided the Society with their e-mail address a notice shall be deemed as properly delivered at the time the note is sent by e-mail to the member.  
*Amended to be consistent with the new Societies Act*
64. A notice of a general meeting will be provided to members 14 days in advance of the meeting and will be posted on the Society website 21 days in advance of the meeting.  
*New provision as per the Societies Act*
- 65.1 Notice of a general meeting shall be given to:
  - a. Every member shown on the register of members on the day notice is given; and
  - b. The auditor, if Part 10 applies.
- 65.2 No other person is entitled to receive a notice of general meeting.

#### PART 12– BYLAWS

66. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the constitution and bylaws of the Society.
67. These bylaws shall not be altered or added to except by ~~special~~ extraordinary resolution.