

## **Schedule A**

### **Salmon Preservation Foundation (the "Foundation")**

#### **PART 1 – DEFINITIONS AND INTERPRETATION**

##### **Definitions**

**1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Board"** means the directors of the Foundation;

**"Bylaws"** means these Bylaws as altered from time to time.

##### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

##### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

#### **PART 2 – MEMBERS**

##### **Application for membership**

**2.1** Membership in the Foundation shall be restricted to those persons whose membership is first approved by the directors of the Powell River Salmon Society.

**2.2** On the date these bylaws come into force, any member whose membership has not been approved by the Directors of the Powell River Salmon Foundation will be deemed to have resigned.

**2.3** There shall be no annual membership dues.

**2.4** A member may withdraw from the Foundation by delivering his, her or its resignation in writing to the Secretary of the Foundation or delivering it to the address of the Foundation.

**2.5** A member's membership in the Foundation terminates:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Secretary of the Foundation or to the address of the Foundation and the effective date of the resignation stated therein;
- (b) at the end of an annual general meeting, unless prior to that time, the directors of the Powell River Salmon Society has approved in writing the continuance of such person as a member;
- (c) in the case of an individual, upon his or her death; or
- (d) upon being removed in accordance with these bylaws.

**2.6** A member may be removed by a special resolution. Notice of a special resolution to expel a member will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to all members. The member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the special resolution for expulsion is considered by the members.

**2.7** A member's membership in the Foundation is not transferable.

**2.8** There will be no annual membership dues.

**2.9** All members are deemed to be in good standing.

**2.10** Every member will, at all times:

- (a) Uphold the constitution and comply with the bylaws and the policies of the Foundation adopted by the Directors from time to time; and
- (b) Further and not hinder the purposes, aims and objects of the Foundation.

### **PART 3 – GENERAL MEETINGS OF MEMBERS**

#### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines.

## **Ordinary business at general meeting**

**3.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Foundation presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

## **Notice of special business**

**3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

## **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair,  
or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

## **Alternate chair of general meeting**

**3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

## **Quorum required**

**3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

## **Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 3 voting members or a greater number that the members may determine at the general meeting.

## **Lack of quorum at commencement of meeting**

**3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

## **If quorum ceases to be present**

**3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **Adjournments by chair**

**3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

## **Notice of continuation of adjourned general meeting**

**3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **Order of business at general meeting**

**3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Foundation for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Foundation must have a minimum of 3 and a maximum of 10 Directors.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. Directors shall be elected for a **three (3)** year term.

### **Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

**4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **Restriction on Directors**

**4.5** At any one time, no more than two directors of the Foundation may also be directors of the Powell River Salmon Society unless the Powell River Salmon Society first agrees to such additional appointment.

## **PART 5 – DIRECTORS' MEETINGS**

### **Calling directors' meeting**

**5.1** A directors' meeting may be called by the president or by any 2 other directors.

### **Notice of directors' meeting**

**5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

## **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

## **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Following the election of directors at an annual general meeting, the new board of directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Foundation in accordance with the Act;
- (d) conducting the correspondence of the Board;

- (e) filing the annual report of the Foundation and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

- 6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
  - (b) keeping accounting records in respect of the Foundation's financial transactions;
  - (c) preparing the Foundation's financial statements;
  - (d) making the Foundation's filings respecting taxes.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

- 7.1** These Bylaws do not permit the Foundation to pay to a director remuneration for being a director, but the Foundation may, subject to the Act, pay remuneration to a director for services provided by the director to the Foundation in another capacity.

### **Signing authority**

- 7.2** A contract or other record to be signed by the Foundation must be signed on behalf of the Foundation:
- (a) by the president, together with one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
  - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Foundation.



## **PART 8 – PREVIOUSLY UNALTERABLE PROVISIONS**

### **Purposes of the Foundation**

- 8.1** The Foundation shall be carried on without purpose of financial gain for its members and any profits or other accretions to this Foundation shall be used in promoting its purposes.

### **Winding Up of Foundation**

- 8.2** In the event of winding up or dissolution of the Foundation any funds and assets of the Foundation remaining after the satisfaction of its debts and liabilities shall be transferred to such organizations as are promoting the same purpose as this Foundation, as may be determined by the members of the Foundation at the time of winding up or dissolution. In the event that the foregoing provision cannot be effected, then such funds and assets shall be given or transferred to some other organization provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.