



**CONSTITUTION  
OF  
SIERRA CLUB OF BRITISH COLUMBIA FOUNDATION**

1. The name of the society shall be “**Sierra Club of British Columbia Foundation**” (the “Foundation”).
2. The purposes of the Foundation are:
  - (a) to encourage exploration and preservation of the earth’s waters, wildlife and wilderness;
  - (b) to promote public awareness of the values residing in the earth’s ecosystems;
  - (c) to promote research on natural resource usage and preservation;
  - (d) to conduct educational campaigns to enlist public interest and cooperation in protecting these resources;
  - (e) to solicit or raise money, to receive or acquire and hold gifts, donations, and bequests to be used solely in the furtherance of the aforesaid objectives; and
  - (f) to make grants to approved organizations worldwide, such organizations to be charities or non-profit educational or research bodies in the furtherance of the above objectives

# BY-LAWS OF SIERRA CLUB OF BRITISH COLUMBIA FOUNDATION

## PART I – INTERPRETATION

1. In these Bylaws and the Constitution of the Foundation, unless the context otherwise requires:
  - (a) “Board” means the Directors acting as authorized by the constitution and these Bylaws in managing or supervising the management of the affairs of the Foundation and exercising the powers of the Foundation;
  - (b) “Bylaws” means the bylaws of the Foundation as filed in the office of the Registrar;
  - (c) “Chair” means the person elected or appointed as chair in accordance with these Bylaws;
  - (d) “Constitution” means the constitution of the Foundation as filed in the office of the Registrar;
  - (e) “Directors” means those persons who have become directors in accordance with the Bylaws and have not ceased to be directors, and a “Director” means any one of them;
  - (f) “Foundation” means the Sierra Club of British Columbia Foundation;
  - (g) “Members” means the applicants for incorporation of the Foundation and those persons who have subsequently become members in accordance with the Bylaws, and in either case, have not ceased to be members, and a “Member” means any one of them;
  - (h) “ordinary resolution” means
    - (i) a resolution passed at a duly constituted general meeting of the Foundation by a simple majority of the votes cast by those Members who are present and entitled to vote at such meeting; or
    - (ii) a resolution that has been submitted to all of the Members and consented to in writing by 2/3 of the Members who would have been entitled to vote on it at a general meeting of the Society;
  - (i) “registered address” of a Member or a Director means the address of that person as recorded in the register of members or the register of directors;
  - (j) “Registrar” means the Registrar of Companies of the Province of British Columbia;
  - (k) “*Society Act*” means the *Society Act* RSBC 1996 c.443, as amended from time to time;
  - (l) “special resolution” means:
    - (i) a resolution passed at a general meeting of the Foundation by a majority of not less than 2/3 of the votes cast by those Members entitled to vote at such meeting;
    - (ii) a resolution consented to in writing by every Member who would have been entitled to vote in person at a general meeting of the Foundation

2. Except where they conflict with the definitions contained in these Bylaws, the definitions of the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

## **PART 2 – MEMBERSHIP**

3. **Application for Membership:** Membership in the Foundation shall be granted to those supporters of the Foundation who have made a minimum donation of \$15 or volunteered with the foundation within the preceding 12 months, and who have not indicated that they do not wish to be members.
4. **Term of Membership:** A Member shall continue as a Member until he or she ceases to be a Member pursuant to Bylaw 3.
5. **No Dues:** There shall be no membership dues, other than that specified in bylaw 3.
6. **Good Standing:** All Members are deemed to be in good standing.
7. **Cessation of Membership:** A person shall immediately cease to be a Member:
  - (a) upon the date which is the later of delivering his or her resignation in writing to the secretary of the Foundation or to the address of the Foundation, and the effective date of resignation stated thereon; or upon his or her death; or
  - (b) upon expulsion in accordance with Bylaw 8
8. **Expulsion:** The Members may at a general meeting called for the purpose, expel a Member by special resolution. The Member sought to be expelled must be given 14 days' notice of the special resolution to be proposed at the meeting and will have the opportunity to be heard at the meeting prior to the vote being taken upon such special resolution.
9. **Local Groups:** The Board may approve the establishment of a geographically defined Local Group upon application by 3 or more Members residing within the geographic area. The Local Group may elect its executive and will conduct its activities consistent with the Constitution and Bylaws, and within the guidelines and policies established by the Board and/or an Annual General Meeting.

## **PART 3 - MEETINGS OF MEMBERS**

10. **General Meetings:** The general meetings of the Foundation shall be held at such time and place, in accordance with the *Society Act*, as the Board shall decide.
11. **Extraordinary General Meetings:** Every general meeting other than an annual general meeting is an extraordinary general meeting and the Board may convene an extraordinary general meeting whenever it thinks fit.
12. **Notice and Waiver of Notice:** The Foundation shall not give less than 14 days' notice by electronic or regular email of a general meeting to the Members entitled to receive notice, but those Members may waive or reduce the period for a particular meeting by unanimous consent in writing.
13. **Content of Notice:** Notice of a general meeting shall specify the place, the day and the hour of the meeting.

14. **Lack of Notice not Invalidation:** The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
15. **Annual General Meeting.** The first annual general meeting of the Foundation shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

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

16. **Type of Business:** Special business is :
  - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (b) all business that is transacted at an annual general meeting, except:
    - (i) the adoption of rules of order;
    - (ii) consideration of the financial statements;
    - (iii) consideration of the report of the Directors;
    - (iv) consideration of the report of the auditor;
    - (v) the election of Directors;
    - (vi) the appointment of the auditor;
    - (vii) such other business that, under the bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting
17. **Quorum Required:** No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
18. **Quorum:** A quorum at a general meeting shall be 10 Members.
19. **Chair:** The Chair shall, subject to a Board resolution appointing another person, chair all general meetings; but if at any general meeting the Chair, or such alternate appointed by Board resolution is not present within 15 minutes after the time appointed for the meeting, the Members present may choose one of their number to chair the meeting.
20. **Adjournment of General Meeting:** 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.
21. **Voting:** A Member in good standing is entitled to one vote. The person chairing a general meeting may vote, but if he or she does so and the result is a tie, such person shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

22. **Method of Voting:** Voting shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two Members present at the meeting, a secret vote by written ballot shall be required.
23. **Proxies not Permitted:** Voting by proxy is not permitted
24. **Filing Special Resolutions:** A copy of any special resolution passed in accordance with the Bylaws shall be filed with the Registrar in the prescribed form and shall not take effect until such copy is accepted by the Registrar.

## PART 5 – DIRECTORS

25. **Powers of the Board:** The Board may exercise all such powers and do all such acts and things as the Foundation 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 Members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Foundation;
  - (b) these Bylaws; and
  - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Foundation in a general meeting
26. **Management by Board:** The property and affairs of the Foundation shall be managed by the Board.
27. **Directors:**
- (a) There shall be a minimum of 7 and a maximum of 12 Directors of the Foundation, nominated and elected in accordance with bylaw 30. The precise number of Directors for each year shall be confirmed by members at the annual general meeting, subject to additions and/or vacancies pursuant to (b) below.
  - (b) The Directors so elected may, at their discretion, add up to 2 additional Directors to fill a vacancy in office or to augment the Board with necessary governance experience, with specific relevant expertise, or to better represent the demographic of the membership and British Columbia. Directors so appointed shall hold office only for the remainder of the term in which they are appointed.
  - (c) Local Group established pursuant to bylaw 9 shall choose among themselves one representative, who shall represent all Local Groups, to serve as a Director of the Board, and such representative will have a vote.
  - (d) **Terms:** The term of a Director's office shall be two years, and the terms of directors shall be staggered such that all terms do not expire simultaneously.
28. **Loyalty:** Every Director shall unreservedly subscribe to and support the purposes of the Foundation.
29. **Nominations and Election of Directors:**
- (a) The Board shall appoint a nominating committee consisting of at least 2 of its members and a senior staff member of the Foundation to gather, review and

recommend to the Board and to the membership the names of members willing to stand for election as Director. The nominating committee will make every effort to identify nominees who represent the demographics of the membership and British Columbia, nominees who possess a breadth of experience and expertise necessary for good governance of the Foundation, as well as nominees who can renew the Board and provide for succession.

- (b) The nominees will be communicated to the membership by electronic and/or regular mail, along with a call for further nominations with a minimum of 2 weeks' notice.
- (c) If the number of nominees exceeds the number of positions to be elected, an election will be conducted at the annual general meeting by way of secret and secure ballot. The results of the election will be communicated to the membership.

- 30. **Reimbursement of Expenses:** A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Foundation.
- 31. **Power to Make Expenditures and Loans:** The Board shall have the power to make expenditures and loans, whether or not secured or interest bearing for the purposes of furthering the purposes of the Foundation including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Foundation for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Foundation, or assumed by the Foundation in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 32. **Investments:** In investing the funds of the Foundation, the Board shall not be limited to securities and investments in which trustees are authorized by laws to invest but may make any investments which in its opinion are prudent.
- 33. **Agents and Employees:** The Board may from time to time appoint such agents and authorize the employment of such persons as it deems necessary to carry out the objects of the Foundation.

## **PART 6 - PROCEEDINGS OF THE BOARD**

- 34. **Meetings and Notice:** A meeting of the Board may be held at any time and place determined by the Board, provided that 7 days' notice of such meeting shall be sent in writing to each Director. However, no formal notice shall be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined, or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Foundation.
- 35. **Quorum:** A quorum at a Board meeting shall be 5 Directors.
- 36. **Chair of Meetings:** The Chair shall, subject to a Board resolution appointing another person, chair all meetings of the Board but if at any Board meeting the Chair, or such alternate appointed by Board resolution is not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to chair the meeting.

37. **Convening Meetings:** The Chair may at any time convene a meeting of the Board. If three Directors request a meeting in writing, then the Chair shall call a meeting of the Board.
38. **Meetings:** There shall be at least three (3) Board meetings per year. Meetings may be held by teleconference.
39. **Voting:** A Director is entitled to one vote. The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
40. **Method of Voting:** Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.

#### **PART 7 - OFFICERS**

41. **Officers:** The Board may elect officers from among their number. The officers of the Foundation may be the Chair, Vice-Chair, Secretary, Treasurer, and such other officers as the Board may determine from time to time. An officer may hold more than one position.

#### **PART 8 – SEAL**

42. **No Seal:** The Foundation will not have a seal.

#### **PART 9 - BORROWING**

43. **Borrowing:** For the purpose of carrying out the objectives of the Foundation, on behalf of and in the name of the Foundation, the Board may borrow, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
44. **Debentures:** No debenture shall be issued without the authorization of a special resolution.
45. **Restriction of Borrowing Powers:** The Members may by ordinary resolution restrict the borrowing powers of the Board.

#### **PART 10 - AUDITOR**

46. **Appointment of Auditor:** The first auditor of the Foundation shall be appointed by the Board before the first annual general meeting. At each annual general meeting thereafter the Foundation shall appoint an Auditor for the following year.

#### **PART 11 - NOTICES**

47. **Notices of General Meeting:** Notices of a general meeting shall be given to:
- (a) every person shown on the register of members as Member on the day the notice is given; and

(b) the auditor

48. **Method of Notice:** A notice may be given to a Member or a Director either personally (by delivery, facsimile, or electronic mail) or by first class mail posted to such person's registered address.
49. **Proof of Receipt of Notice:** A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted. Any notice delivered by hand or sent by facsimile or email shall be deemed to have been given on the day it was so delivered or sent.

## PART 12 - INDEMNIFICATION

50. **Indemnification of Directors and Officers:** Subject to the provisions of the Society Act, each Director or officer of the Foundation shall be indemnified by the Foundation against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Foundation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Foundation.
51. **Indemnification of Directors and Agents:** Subject to the provisions of the Society Act, the Board is authorized from time to time to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Foundation or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Foundation by way of security, and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the members.
52. **Submission to Members for Approval:** The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the Members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by an ordinary resolution (unless any different or additional requirement is imposed by the Society Act or these Bylaws) shall be as valid and as binding upon the Foundation and upon all the Members as though it has been approved, ratified and confirmed by every member of the Foundation.
53. **Default or Neglect by Directors or Officers:** Subject to the provisions of the Society Act, no Director or officer for the time being of the Foundation shall be liable for the acts, neglects or defaults of any other Director or officer of the Foundation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Foundation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Foundation shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Foundation shall be lodged or



deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such Director or officer.

54. **Advancement of Expenses:** Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Foundation prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
55. **Approval of Court and Term of Indemnification:** The Foundation shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each Director and officer of the Foundation, on being elected or appointed, shall be deemed to have contracted with the Foundation upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each Director or officer held such office notwithstanding that he or she no longer continues to hold such office.
56. **Indemnification not Invalidated by Non-Compliance:** The failure of a Director or Officer of the Foundation to comply with the provisions of the Society Act or of the Constitution or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this part.
57. **Purchase of Insurance:** The Foundation may purchase and maintain insurance for the benefit of any or all Directors or officers against personal liability incurred by any such person as a Director or officer.

### PART 13 - MISCELLANEOUS

58. **Inspection of Records:** The Board shall from time to time determine what reasonable extent, times and places and under what reasonable conditions or regulations the documents, including the books of account, of the Foundation and minutes of meetings of the Board shall be open to the inspection of Members of the Foundation. In the absence of such determination by the Board, the documents, including the books of account, of the Foundation shall be open to inspection by any Member of the Foundation not being a Director.
59. **Participation in Meetings:** Any meeting of the Board or any committee may be held, or any Director or committee member may participate in any meeting of the Board, or any committee, by conference call or similar communication equipment or device so long as all the Directors or persons participating in the meeting can hear and respond to one another. All such Directors or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.
60. **Not a Reporting Society:** Subject to an order of the Registrar pursuant to the Society Act stating that the Foundation is a "reporting society" as defined under the Society Act, the Foundation shall be deemed not to be a "reporting society".

## PART 14 - BYLAWS

61. **Entitlement of Members to copy of Constitution and Bylaws:** On being admitted to membership, each Member is entitled to and upon request the Foundation shall provide him or her with a copy of the constitution and bylaws of the Foundation.
62. **Special Resolution required to Alter or Add to Bylaws:** These bylaws shall not be altered or added to except by special resolution.
63. Foundation is a non-profit, public benefit corporation and is not organized for the private gain of any person but for public and charitable purposes. **This provision of the Constitution of the Foundation was previously unalterable.**
64. In the event of the winding up or dissolution of the Foundation, the assets of the Foundation shall be given over or transferred to an organization or organizations whose purposes are compatible with the purposes of the Foundation, and which organization or organizations shall be recognized as a charitable organization in Canada. **This provision of the Constitution of the Foundation was previously unalterable.**
65. The Foundation shall create a fund to be known as the Endowment Fund to receive and hold funds and property transferred to the Endowment Fund by the Foundation and those bequests, donations, gifts, funds and property which are received by the Foundation subject to a specific designation, trust or direction from the donor that such bequests, donations, gifts, funds or property are to be held as part of the Endowment Fund. Bequests, donations, gifts, funds and property received by the Foundation which are not subject to a specific designation, trust or direction but which the Board designates or directs may also be placed in the Endowment Fund. The Foundation shall hold, invest and administer the Endowment Fund and may pay or transfer the income there from or any part thereof to such purposes as the Board shall direct. Any income not paid or transferred within 120 days of the fiscal year end of the Foundation shall be added to the capital of the Endowment Fund. The capital of the Endowment Fund and all accretions thereto, which derive from donors' specific requests, shall not in any circumstances, other than those contemplated in the provisions which govern the dissolution of the Foundation, be encroached upon or distributed except to the extent necessary to comply with the disbursement quota requirements imposed on the Foundation by the Income Tax Act (Canada). Funds internally restricted to the Endowment Fund by the board of directors, but not so designated by a donor, may be reallocated by a motion of the board. Nothing in this article shall prevent the Foundation from selling or otherwise disposing of such transfers, bequests, donations, gifts, funds, property or capitalized income if the net proceeds of such disposition or other property of a similar value is substituted therefore. This provision is alterable.
66. Unless specific written directions are received by the Foundation from a donor that property included in a bequest, donation, transfer, trust or loan shall not be included in a consolidated trust fund, all property and funds in any named fund or held by the Foundation may be combined in a consolidated trust fund for the purpose of facilitating the efficient and prudent investment of such funds. This provision is alterable.