



CHARLIE LAKE CONSERVATION SOCIETY CONSTITUTION

Established 1996

1. The name of the Society is the Charlie Lake Conservation Society.
2. The purposes and objectives¹ of the Society are:
 - (a) To promote understanding and comprehensive environmental management of Charlie Lake and its watershed;
 - (b) To promote and provide a forum for sharing of information and experience on aspects of Charlie Lake and its watershed;
 - (c) To foster the development of Charlie Lake restoration and protection programs in accordance with appropriate management strategies and techniques;
 - (d) To encourage support and development of regional, provincial and national programs, policies and legislation promoting Charlie Lake and its watershed;
 - (e) To encourage the co-operation and interaction of organizations, agencies, units of government, and individuals concerned with lake watershed improvement and protection; and
 - (f) To encourage development and enforcement of laws and legislation designed to protect Charlie Lake and its watershed.
3. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations promoting the same purposes as this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, the such funds shall be given or transferred to some other non-profit organization or be held in trust for a period of time by the directors or by a government body, as the directors see fit.
4. The purpose of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
5. Paragraphs 3, 4, and 5 of the Constitution are unalterable in accordance with the Societies Act.

¹ Purposes and objectives of the Society are summarized as follows:

CLCS Mandate: To promote conservation efforts for Charlie Lake and its watershed by providing a forum for gathering, sharing and coordinating information for the purpose of developing a comprehensive management plan that will protect, preserve, enhance and support conservation efforts for Charlie Lake and its watershed to the benefit of all

CHARLIE LAKE CONSERVATION SOCIETY BY-LAWS

1. INTERPRETATION

1.1 In these By-laws, unless the context otherwise requires:

“Board”

means the Board of Directors;

“by-laws”

means the by-laws of the Society;

“director”

is a member, of age of majority, including a trustee, officers, member of an executive committee, and a person occupying any such position by whatever name called of the Society for the time being;

“Executive/executive committee”

consists of the President, Vice-President/Privacy Officer, Secretary, Treasurer

“member”

has the meaning assigned thereto by the Societies Act;

“officer”

includes executive directors and chairpersons of selected subcommittees;

“Societies Act”

means the Societies Act of the Province of British Columbia and all amendments to the Act; and

“term”

means the time between the Annual General Meeting (AGM) and the immediate next Annual General Meeting.

2. MEMBERSHIP

2.1 The membership of the Society shall consist of and be open to all individuals, institutions, corporations and organizations whose interests are consistent with the purposes and according to the by-laws of the Society upon application and payment of dues. Membership shall consist of:

- individual members – anyone may become a member
- group members – any corporate or non-profit organization

- student members – to be eligible for student membership applicant must be a registered full-time student at a post-secondary institution
- regional government representative(s)
- associate members – at the discretion of the Board of Directors, those members who have shown continued interest in the preservation of British Columbia lakes and rivers.
- lifetime members - at the discretion of the Board of Directors, formal recognition of members who have made significant contributions and long service to the Society. Annual membership fees will be waived.

- 2.2 The annual membership dues shall be determined from time to time by a majority vote of the Society members at the annual general meeting.
- 2.3 A member shall be deemed to be in good standing when they have paid their current annual membership dues.

3. TERMINATION OF MEMBERSHIP

- 3.1 A member ceases to be a member when their resignation, in writing, is accepted by the Board of Directors.
- 3.2 Where a member has failed to pay their annual membership dues, any subscription, or indebtedness due to the Society, the directors may cause the name of such member to be removed from the register of members and such member may be resubmitted to membership by the directors upon such evidence as they may consider satisfactory.
- 3.3 A person holding membership may have their membership revoked if his or her actions are deemed to be harmful to the functions and purposes of the Society. Withdrawal of a membership will require a 75% majority vote of the Board of Directors.
- 3.4 An appeal by the applicant or member may be given to the Society at any regular or special meeting provided that due notice of such meeting and of the special business to be considered shall have been given by regular or electronic mail to all members in the same manner as hereinafter provided for the giving of notice.
- 3.5 Should any member of the Society be expelled, or any application for membership be refused, such member or applicant shall not again be entitled to membership in the Society until after one (1) year from such expulsion or refusal of application.

4. OBLIGATIONS OF MEMBERS

Every member shall be bound by and subject to the Constitution and By-Laws of the Society and such rules and regulations as from time to time to be enacted by the Executive Committee or by the membership of the Society.

5. MEETINGS

- 5.1 An AGM of the Society shall be held in the calendar year before the end of June at a date, time and place as determined by the directors.

- 5.2 Notice of the meeting shall be advertised to all the members in good standing not less than thirty (30) days before the date of the AGM stating the place, date, time; elections (if any); reviewed or audited year-end statement; reports; appointment of auditors and chartered bank or credit union (if required), and any other business matters.
- 5.3 A member in good standing shall have one vote at meetings of the Society and no proxy shall be allowed.
- 5.4 All meetings of the Society shall be conducted in a parliamentary manner such as outlined in Robert's Rules of Order.
- 5.5 A meeting to review the Constitution and By-Laws will be done annually by the Board. Revisions will be approved at the AGM or special meeting of the members.
- 5.6 An annual report must be filed with BC Registry Services within thirty days (30) after each AGM including a year-end financial statement, a list of directors and their resident addresses, and registration fee.
- 5.7 Elections
- A nomination committee may be appointed with assigned duties by the directors before the next AGM.
 - Election shall be held at the AGM and the nominees shall be elected by secret ballot for the vacancies to the Board of Directors for a two (2) year term. In the event of a tie vote, a second secret ballot shall be held and if a tie vote is not broke for the second time then the position shall be decided by a coin.
- 5.8 Meeting Quorums
- At an AGM or special meeting of the membership at least ten members (10) fifty percent (50%) plus one (1) of the membership shall determine a quorum at the time.
 - At a Special or General Meeting of the Board of Directors or Executive Committee at least three (3) directors shall determine a quorum at the time.
- 5.9 Order of Business
- Call to order
 - Minutes
 - Correspondence
 - Reports
 - Election, if any
 - Next meeting and adjournment

6. FINANCIAL YEAR END

The financial year end of the Society shall be on December 31 each year.

7. SPECIAL MEETINGS

- 7.1 Special meetings may be held at any time provided that notice of the meeting has been advertised to all members in good standing at least fourteen (14) days before the meeting, or at any time the directors may summon a meeting of the directors by twenty four (24) hours' notice.

- 7.2 The directors must hold a special meeting of the Society within one (1) month of receiving a petition for the same signed by 10% of the members in good standing.

8. BOARD OF DIRECTORS

- 8.1 The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and three or more directors determined from time to time at a general meeting.
- 8.2 Members eligible to become directors must be members in good standing at least one month prior to the AGM.
- 8.3 The meetings of the Board shall be called at the request of the President or upon seven (7) days' notice of any two (2) members of the Board.
- 8.4 The Board may appoint standing and ad-hoc committees as it sees fit.
- 8.5 All questions at meetings of the Board shall be decided by a majority vote of those present, each member of the Board having one (1) vote. In the event of a tie vote, the President of the meeting shall have a second and deciding vote in addition to their vote as a member of the Board.
- 8.6 If a member of the Executive ceases to hold office for any reason, the remaining members of the Executive may appoint a Board member in their place to hold office until the next AGM.
- 8.7 Representatives from other groups (e.g. Peace River Regional District Area C Director or their designate), at the discretion of the Board can be appointed non-voting members of the Board.

9. OFFICERS

- 9.1 The officers of the Society shall be the President, Vice-President/Privacy Officer, Secretary, Treasurer and chairpersons of selected subcommittees.
- 9.2 The duties of the officers shall be as follows:
- President
To preside at meetings, appoint committees, sign all documents, cheques, agreements, and such other duties as ordinarily pertain to the office of the President.
 - Vice-President/Privacy Officer
In the absence of the President, to discharge the duties of the President and act as Privacy Officer for the Society.
 - Treasurer
To be the custodian of all monies of the Society and make all disbursements authorized by the Executive Committee. They shall deposit all funds in the name of the Society in such chartered bank or credit union as may be designated by the Board of Directors. The books and accounts shall be reviewed annually by a chartered accountant, certified accountant or public accountant or by any two (2) chosen members of the Board of Directors.
 - Secretary
To give notice of and call meetings of the Board of Directors and Executive Committee upon the authority of the President or any two

(2) members of the Board or Executive Committee. To keep minutes of all meetings, conduct correspondence in the name of the Society, keep the register of the names with their names and addresses, and to prepare the Annual report.

The Secretary will provide books and records of the Society for inspection by any member of the Society as requested by the Board

- Chairpersons of selected subcommittees
Shall represent the general interest of the membership for specific projects overseen by subcommittees
- The offices of secretary and treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- Other officers, if any, shall perform such duties as the members decide. Directors or officers may add additional duties to any director or officer or transfer duties among directors or officers. Shared officer roles may be considered to promote and strengthen leadership positions (e.g. co-presidents).

9.3 The members of the Board of Directors and the officers shall not receive any remuneration from the Society but they shall be entitled to reimbursement for out-of-pocket expenses and disbursements made for and on behalf of the Society.

9.4 The removal of any Director of the Board will be by:

- majority vote at a special meeting by special resolution
- majority vote at a meeting of the Board of Directors or
- resignation of that Director in writing.

10. SIGNING AUTHORITY

The President, Vice-President, and Treasurer all have signing authority on accounts, with the Treasurer having primary signing authority. Two signatures are required on all financial documents.

11. BORROWING POWERS

For the purpose of carrying out the objects of the Society, the directors may borrow or raise any sum or sums of money from any chartered bank, credit union, persons or corporations which may be selected by the Board of Directors, upon the issue of debentures or mortgages or otherwise and on such terms as they think proper; and may execute or empower any persons or persons on behalf of the Society to execute all acts and deeds necessary or advisable to supply securities and documents necessary PROVIDED ALWAYS that such action shall be taken only upon the passing of a special resolution by the general membership of the Society.

12. POWER TO ACQUIRE PROPERTY

For the purpose of carrying out the objects of the Society, the directors may purchase, take on lease or license, in exchange or otherwise acquire and hold any real or personal property, or any interest herein, that the Society may think

necessary or convenient and maintain any necessary buildings or structures thereon.

13. DISCLOSURE OF INTEREST

A director of the Society 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 their interest to the Board of Directors.

14. LIABILITY INSURANCE COVERAGE

- 14.1 The Board of Directors shall assess the need for liability insurance to protect the interests of the Society. For special projects, the Society may acquire insurance at the discretion of the Board.
- 14.2 The Society may establish and maintain the use of a release or waiver form approved by the Board of directors for the participant in any activities sponsored by the Society.

15. PREPARATION AND CUSTODY OF MINUTES AND OTHER BOOKS AND RECORDS

All minutes of proceedings of meetings of the Society and of the directors and all records of the Society shall be kept or cause to be kept by such officer or officers as the Board of Directors may appoint therefore.

16. INSPECTION OF BOOKS AND RECORDS OF THE SOCIETY BY MEMBERS

All books, accounts and records of the Society shall be open for inspection by the officers and directors at all reasonable times, and for inspection by members of the Society in good standing upon application to the Board of Directors at such time and place as the Board of Directors may deem fit.

Revision Log

Date	Comments
Dec 11, 1995	Preliminary Constitution and By-Laws
Mar 8, 2003	Revised
Apr 28, 2015	Revised
May 16, 2016	Revised to accommodate Societies Act changes
2021	Revised to correct minor typographical errors and clarifications
April 23, 2024	Revised for grammar, punctuation, technology wording