



BURNS BOG CONSERVATION SOCIETY

NOTICE OF SPECIAL RESOLUTIONS

(Society Number S-0024249)

The Board of Directors of the Burns Bog Conservation Society (“the Society”) hereby gives notice of the following three (3) Special Resolutions (A, B, and C), which will be discussed and voted on at the Annual General Meeting to be held on Tuesday, June 29, 2021 at 7:00 p.m. PDT, via the Zoom and Simply Voting electronic meeting platforms.

Dated at Delta, British Columbia, on this 14th day of June, 2021.

EXPLANATORY NOTES FOR MEMBERS:

- 1. A special resolution cannot be amended at the Annual General Meeting.*
- 2. Two-thirds (2/3) of the members present at the general meeting must vote in favour of a special resolution in order for it to pass, and a quorum must be present. Only members in good standing may vote on the resolutions.*
- 3. A resolution, if it passes, will not take effect until such time as it has been filed with the BC Societies Registry following the meeting, and duly accepted.*

MOVED AS SPECIAL RESOLUTIONS:

A. THAT BYLAWS 1.6, 1.7, AND 1.8 BE RESCINDED AND REPLACED WITH THE FOLLOWING:

1.6 The activities and purposes of the Society must be carried on without purpose of gain for its members, and any income, profits or other accretions must be used to promote the purposes of the Society.

1.7 A director must not be remunerated for serving as a director, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

1.8 In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Society of any arrears of salaries or wages and benefits, and payment of any debts owed by the Society, must be given to:

- The Burns Bog Conservation Foundation, or
- If the Burns Bog Conservation Foundation has dissolved or been wound up, to an organization or organizations that are registered charities as described in the Income Tax Act (Canada), that have purposes similar to those of the Society, and are duly designated by the members of the Society at the time of winding-up or dissolution.”

EXPLANATORY NOTE FOR MEMBERS:

These or equivalent clauses are required by the British Columbia Charities Directorate. These amendments simply modernize the wording of the Society's bylaws.

B. THAT BYLAWS 5.5, 5.7 (1), 6.3, 6.7, 8.1, 8.2, and 9.1 BE RESCINDED AND REPLACED WITH THE FOLLOWING:

- 5.5** 1) Subject to an ordinary resolution of the Board appointing an alternate person, the President must chair each general and special meeting.
- 2) If the President or a person serving as acting chair is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, then the Vice-President, Secretary, or Treasurer must serve as chair, in that order of precedence, unless the officer in question is unable or unwilling to act as chair.
- 3) If neither the President, Vice-President, Secretary, nor Treasurer is present within 15 minutes after the time set for a meeting, or if none of these officers is able or willing to act as chair, the members present may elect an individual who is present to serve as chair, by a simple plurality of votes.
- 5.7** 1) Each Individual, Family, Student/Senior, Corporate, or Guardians Club Member who is in good standing and who has been a Board-approved member for not fewer than ninety (90) days prior to a general meeting is a voting member, and has the right to one (1) vote at a general meeting.

EXPLANATORY NOTE FOR MEMBERS:

This amendment simply clarifies the wording of current bylaw 5.7(1) by specifying an additional membership category for Guardians Club members, who are currently included in the "Individual" category, despite having unique annual membership fees different from those of Individual members.

- 6.3** 1) The Board shall normally be comprised of up to eleven (11) directors. This includes four (4) officers (President, Vice-President, Secretary, and Treasurer), and up to seven (7) directors-at-large.
- 2) The Board may include fewer than 11 directors due to vacancies, resignations, or other departures, but must be comprised of no fewer than seven (7) directors at all times.
- 3) The number of directors-at-large may be reduced to five (5) or three (3) in total, should an ordinary resolution to this effect be passed by members at a general or special meeting. Such a reduction, if passed, shall take effect at the following general meeting.
- 4) A director, and a candidate for election as a director, must:
- a) be a member or the Authorized Representative of a member,
 - b) be in good standing, with a current paid membership as of the date of election or appointment, and with no outstanding debts payable to the Society,
 - c) be qualified to be a director pursuant to section 44 of the Societies Act,
 - d) be 18 years of age or older,
 - e) have been a member of the Society for not fewer than 90 days,
 - f) maintain an arm's length relationship with all other directors within the meaning of the Income Tax Act, including no significant familial, business, or financial relationships with any other director or candidate for election as a director, and
 - g) consent to the nomination, whether in writing or in person.

- 5) In an election of directors, each member who has the right to vote has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate.
- 6) An election must be held by secret ballot, unless the members present unanimously agree that the election be conducted by a show of hands, or if the number of candidates is equal to or fewer than the number of vacancies, in which case the candidates must be declared to be elected by acclamation.
- 7) A director may be re-elected.
- 8) A member who is a current paid employee or contractor of the Society is not eligible to stand for election as a director, or to be appointed as a director by the Board, should a vacancy arise. Correspondingly, a current director is not eligible to serve as a paid employee or contractor of the Society.

EXPLANATORY NOTE FOR MEMBERS:

These amendments abolish the unelected Board-level position of Past President, and clarify the eligibility requirements to serve as a director of the Society.

6.7 The Board may appoint a member 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, or if not all of the directors allowed for under bylaw 6.3 (1) are elected at the general meeting. Such an appointment expires at the close of the general meeting immediately following the new director's appointment by the Board.

EXPLANATORY NOTE FOR MEMBERS:

Current bylaw 6.7 does not, on its face, allow for the appointment of a director between general meetings unless an existing director resigns, dies, or otherwise becomes incapacitated. However, the Society has, on several occasions, appointed a director mid-term to fill a vacant position that was not filled at the previous general meeting. This amendment simply clarifies the ability of the Board to undertake such mid-term appointments.

- 8.1**
- 1) The Board may elect a director to take the place of the President, Vice-President, Secretary, or Treasurer, if any of these officers has ceased to hold office for any reason.
 - 2) Any vacant officer position must be filled within sixty (60) days of the date at which the vacancy takes effect.
 - 3) The Board may dismiss at any time an officer elected during a general meeting, by a vote of which two-thirds (2/3) of the directors then in office are in favour, and elect another director to take that person's place for the remainder of the officer's term.
 - 4) The Board may dismiss at any time an officer elected by the Board to take the place of a departed officer, as provided for under bylaw 8.1 (1) above, by a vote of which a simple majority of the directors then in office are in favour, and elect another director to take that person's place for the remainder of the officer's term.
 - 5) An elected officer ceases to be an elected officer upon:
 - a) ceasing to be a director,
 - b) being dismissed by the Board pursuant to bylaws 8.1 (2) or 8.1 (3), or

c) resigning in writing.

8.2 1) The President:

- a) must supervise the other officers and directors in the execution of their duties,
- b) must chair all meetings of the Board and all general and special meetings, and
- c) has the powers and duties generally pertaining to the office of President.

2) The powers specified in bylaw 8.2 (1) may be amended or rescinded at any time by the Board, by a vote of which a simple majority of the directors then in office are in favour.

EXPLANATORY NOTE FOR MEMBERS:

These amendments modernize the Board's protocol for conducting its internal business, by clarifying existing procedures and reflecting the need of the President to maintain the confidence of at least a simple majority of directors at all times, in carrying out his/her duties of office.

9.1 The Society must not borrow money, other than from the Burns Bog Conservation Foundation, or issue bonds, debentures, promissory notes or other debt-incurring financial instruments, unless such borrowing or debt issuance is authorized by special resolution.

EXPLANATORY NOTE FOR MEMBERS:

This amendment clarifies the ability of the Society to borrow monies from the Burns Bog Conservation Foundation, without the requirement of a special resolution. To note, article (h) of the Foundation's Constitution already specifically provides the ability "to support, contribute to, and assist the Society to carry out its purposes by providing funds for any and all of its constitutional purposes."

C. THAT, PER BYLAW 9.1 OF THE SOCIETY’S BYLAWS, MEMBERS HEREBY APPROVE THE SOCIETY’S PROPOSED APPLICATION FOR A LOAN OF UP TO CAD \$60,000 THROUGH THE CANADA EMERGENCY BUSINESS ACCOUNT (CEBA).

EXPLANATORY NOTE FOR MEMBERS:

Society bylaw 9.1 states that “The Society must not borrow money, or issue bonds, debentures, notes or other evidence of debt obligations, unless authorized by special resolution.”

The Canada Emergency Business Account (CEBA) is a Government of Canada program created to assist not-for-profit and charitable organizations with financial challenges imposed by the ongoing COVID-19 pandemic. The CEBA allows organizations such as the Society to apply for a loan of up to \$60,000. If the balance of the loan is repaid on or before December 31, 2022, this loan will be interest-free and one-third of the total loan amount will be forgivable (i.e., non-repayable), up to a maximum amount of \$20,000. This program represents an excellent opportunity for the Society to improve its financial stability, given the fiscal challenges imposed on the Society by the pandemic. The application deadline is June 30, 2021.

Approval of this Special Resolution requires a yes vote of at least two-thirds (2/3) of members present at the Annual General Meeting. The Board of Directors recommends member approval of this Special Resolution.