

Commons Coordinating Council (CCC)

council@gabriolacommons.ca

Notes for Meeting of October 6, 2020

Present: Don Smardon, Dave Lightly, Jinny Hayes, Bob Andrew, Deb Ferens, Doug Scott, Steve Earl, Shelah Huston,

Facilitator: David Lightly

Recorder: Bookings (Deb Ferens)

Next CCC meeting: Tues Nov 3, 2020

Co-facilitators for Next Meeting: Dave Lightly (Nov-Jan); Shelagh Huston (Nov-Apr); Jinny Hayes (Feb-July)

Recorder for next meeting: Communications (Nov); Community Kitchen Stewards (Dec)

Follow-up Items from previous meeting - discussions outlined below:

A. Should Council Notes be called Notes or Minutes? Remain with "Notes"

B. How would we decide decreasing the appearance of Commons complexity on the website – instead of 4 to 5 types of groups outlined in the Field Guide, could we only have 2 such as teams and project groups? – further discussion required?

C. Team Budgets continue to be submitted to the Finance Team

Reminders & Action Items - will be followed up at next meeting:

A. Co-Facilitation: Floated idea that maybe the co-facilitators could be drawn from the alphabetical team list (everyone takes a turn in order similar to how the Council notes are taken by teams)

B. The ad hoc Council Review Group will be meeting after the AGM. Teams will be invited to submit preferences, ideas, feedback, comments.

C. Gabriola Island Land Stewards Society is seeking a Commons member to serve on its Board. See last item below.

1. ACKNOWLEDGEMENT:

Dave drew attention to the vigil on Gabriola and also held across Canada on Sun Oct 4 with focus on Stolen Sisters – Missing and Murdered Indigenous Women & Girls.

World Commons Week (Sept 30-Oct 9) – Deb

2. TEAM Reports:

Communications (Jinny Hayes)

1. Website is LAUNCHED! It has glitches of course, so please have a look and get Jinny anything recommendations for changes, omissions, bad wording, etc. vhayes@uvic.ca or

communications@gabriolacommons.ca.

2. Feedback from 2 teams on our two documents: Commons Messaging Guidelines (*Talking about the Commons*) and Communication Plan (*Building a Strong Commons Identity*). Please recall that the latter is really an internal doc for COM to guide our activities a bit; the former is to help unify how we all represent the Commons to a wider community.
3. Welcome Wagon has morphed into Welcome Home Gabriola, a new business of Laura Love. She has waived her \$25 fee for non-profits and we are pleased that the Commons has been represented on her website and that she will add our rack cards to newcomers' packages. Jinny has initiated finalization of our rack card design with Nola Johnson, but in the meantime, we may have to use our out of date brochures for the first packages. Could I have a volunteer to vet the content of these as our 2 other COM members are snowed right now?
4. Looking forward to hearing from teams about the idea of calling our various groups simply "teams" and "project groups". Also whether we use the terms 'Notes' or 'Minutes' or both.
5. A recent Trustees note reminds us that we said we'd revisit the tree/person logo in 1-2 years. This would be next month for one year and Nov. 2021 for 2 years. It's really had very little exposure: paper letterhead in occasional letters and the new website. What is your wish?
 - Next Meeting: TBA

Covenant (Jinny Hayes)

Main focus is completing and submitting the Covenant referral application to the Agricultural Land Commission

- Next Meeting: TBA

COVID Task Force (Deb Ferens)

Last Meeting Sept 17; Reviewed outdoor usage on the Commons (music gatherings; Tai Chi; quilting group; Yoga, Dancing; organizations such as Sustainable Gabriola & Gertie; Commons Teams. Some outdoor kid activity areas are being created; rain barrel system being devised for washing hands.

Reviewed Phase 3 – recommending holding the line – cases are rising; ventilation & circulation issues in the Farmhouse.

Event Planning – No Report

Farm Management – No Report

South Garden (Doug Scott)

We had a great AGM in the Gardens, with live music, a BBQ, a Meet & Greet garden tour (speed dating for gardeners) and various awards.

2020 was a good year with enough water, and just two incidents of petty theft. I hope the culprits don't return, because if they do Bob said his next crop will be land mines.

We picked 14,000 sweet peas, raised \$2,000, we're seeking additional volunteers, and you don't have to be a gardener. Please let me know if anyone would like to help. It's a great team, we have lots of fun together.

Fundraising – No Report

Grant Writing – No Report

Infrastructure – No Report

Learning Opportunities (Deb Ferens)

Will continue to bring forward the idea of an Elder Space in the Gabriola Commons as proposed in March 2020 by the GES/Intergenerational land-based learning for reconciliation on Gabriola). Shelagh added that she attended the last GES meeting last week and their interest remains.

- Next Meeting: TBA

Property Stewardship (Bob Andrew)

Focus remains on the Reservoir Project; grounds & buildings in pretty good shape; will be following up with GAC and PGS re electrical is Timberframe & Yurt – lots of discussion anticipated. GAC will help with workbees in readiness for Cultivate.

- Next Meeting: not having regularly scheduled meetings right now, but lots of discussion at the Saturday workbees.

Share the Commons – No Report

Trails and Green Spaces – No Report

Trustees for Gabriola Commons Foundation (Don Smardon)

The last Trustees meeting was held 2020-09-22.

Response to Cultivate Proposal

We need clarity around the role of the Commons Liaisons. Time at council to discuss this. Who will the Commons Cultivate Liaison be reporting to: Trustees, Finance, Council, PST?

Doug provided more information: The Liaison Team (Doug, Bob, Shelagh, Bobbie Blue) had a meeting and clarified the following: the team will report monthly to Council; the 2021 MOU between GAC and the Commons will be developed and referred to the Trustees; any financial items/details will be referred to the Finance Team; future Cultivate events beyond 2021.

MOUs

Danielle and the Finance Team are working on an addendum to the GCBF (Gertie) MOU to clarify the wording around cost recovery of Hydro and snow removal. Steve Earle for Gertie added that the MOU has been signed, sealed & delivered.

Namaste Gardens

We have received an agreement proposal from the new owners of the Namaste Farm (Cosmo Beale and Susan Vellutini). It appears fairly straightforward, so it should be in place sometime after the next Trustees meeting.

AGM

This year's AGM will be held on Thursday, 05 November at 7 to 9 pm. It will be a hybrid meeting, with the physical part being held at Gabriola Arts & Heritage Centre, 476 South Road, and the remote/online access through Zoom. The meeting details will be worked out at the next Trustees meeting.

Nominating Committee – Dave Lightly & Jinny Hayes.

- Next Meeting: Oct 7 at 3pm

Finance Report (Don for Maya – Treasurer)

The following recommendation for re-allocation of funds were presented and approved by Council

Teams with funding requests for their 2020/2021 budgets:

i) **Reservoir**: \$5,500 anticipated expenses to completion - \$4,300 available funds = **\$1,200.00 shortfall**

Recommended funds for Reservoir: **total to reallocate \$1963.00**

\$463 from Green Bikes (delete budget column for green bikes)

\$500 from Timberframe (to contribute to electrical running to Timberframe)

\$1000 from Capital Reserve fund

ii) **Communications: \$1000.00 shortfall**

Recommended funds for Communications:

\$1000 from D. Buskirk's film series fundraiser

iii) **Learning Opportunities (LOT): \$250 from Vision fund**

See Ages Vision Fund criteria, below.

Team budgets available if requested

C. Commons Vision Fund

Intent

One-sixth of the donation, approximately \$10,000, will be placed into a **Commons Vision Fund**, which is to be used to uphold the intangible guiding principles of the Gabriola Commons.

Community Kitchen – No Report

Labyrinth – No Report

Long Range Planning (Deb Ferens)

The team is updating the Plan Chart which gets periodic updates since back in 2014. Once updated it will be presented to Council.

- Next Meeting: Friday, Oct 9

Sustainability Centre – No Report

The Process Team (Dave Lightly)

Team conversation is wide ranging, about many things including why does the Commons do

what it does.

Cultivate (GAC-Commons Group) (Doug Scott)

Cultivate 2021 will take place July 1-4 2021 at the Commons. If COVID-19 restrictions are still in place, three other private venues will also be used so that the Festival can comply with whatever restrictions may be in place next year. July 1 and 2 will offer theatre, interspersed with musical performances. July 3-4 will focus on musical performances. Food, art and artisan vendors will be on site throughout the festival.

Cultivate 2021 feedback from teams was all positive. It imposed on the Liaison Team the following reasonable duties, with which we'll attempt to comply fully:

- Discuss any financial impact or detailed negotiations with the Finance Team
- Report to Council monthly
- Respond to questions from Trustees as requested
- Discuss infrastructure issues (eg electrical upgrades) with Property Stewardship Team
- Clarify plans re future Cultivate Festivals
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A draft Memorandum of Understanding (MOU) based on Cultivate 2019 has been prepared, and the GAC team has written a Proposal with further details of the event. GAC will rent the Commons grounds near North Road, the House, the Goat Barn, the Timber Frame building and area, the Yurt, and the Commercial Kitchen.

Fencing will be much less extensive next year than last, limited to the ticketed music stage area (area around the Timber Frame building and the new reservoir). The Festival will require upgrades to Commons electrical facilities, in particular for the musical performance areas. These will be designed to meet Commons longer term needs, paid for by GAC, and deducted from the rent paid by GAC to the Commons.

GAC will provide volunteers to help set up and prepare for the Festival, and to tear down and clean up after it. The Commons will help direct the work to be done, which will be planned in advance so that volunteers can come equipped with needed clothing, tools, and equipment.

Bobbie has already booked many of the musical and theatre performances that will be presented. Any issues or concerns about the event, please let us know promptly.

GERTIE – Steve Earl

GERTIE is in conversation with the Fire Dept regarding use of the old Fire Hall.

This could happen by Jan/Feb 2021

Request to use Goat Barn for their meetings – discussion – all Commons buildings except Community Kitchen remain closed. Goat Barn needs a fair amount of cleaning up; ventilation might be a concern. Gertie will continue to explore other possibilities for their meetings.

People for a Healthy Community – No Report

Poetry Gabriola - No report

Gabriola Tool Library – No report

3. Discussion on follow-up items from previous meeting:

4. Additional Items Arising:

Gabriola Island Land Stewards Society – Steve Earl

GLISS – Bylaws allow reps from following organizations to sit on the Board – GaLLT, AGI Co-op; Commons, PHC, Sustainable Gabriola, Housing Society. (See Draft Bylaws below)

Looking for a Commons rep to the Board.

Gabriola Island Land Stewards Society Protocol

Purpose

The purpose of the Gabriola Island Land Stewards (GILSS) is to benefit Gabriolans and Snuneymuxw First Nation members and relieve poverty by acquiring and stewarding land on Gabriola Island under a community ownership model that promotes long-term community benefits, affordability and sustainability, and enables democratic local planning.

Objectives

In order to achieve its purpose, the GILSS will:

- 1) Recognize that we live and work in the unceded territory of the Snuneymuxw First Nation and carry out all activities in consultation with the Snuneymuxw people wherever possible.
- 2) Acquire and hold land on Gabriola Island by purchase, donation or long-term lease for the benefit of current and future generations.
- 3) Raise money through donations, fundraising activities, grant seeking, and other assistance to support the acquisition, development, and management of the land trust society and its properties.
- 4) Ensure that the trust holds the most appropriate land parcels for community needs by selling or swapping land as required.
- 5) Make land in the trust available for use by:
 - a. non-profit organizations and co-operatives operating on Gabriola
 - b. individuals living on Gabriola
 - c. the Snuneymuxw First Nation and its members
 for projects including but not limited to: food production; sustainable energy; affordable housing; supportive housing; community water supply; community amenities; small-scale economic development; education, and land conservation.
- 6) Develop and administer an application process that ensures projects meet GILSS criteria and are socially, environmentally, and economically sustainable.
- 7) Enter into long-term lease agreements with successful applicants that include terms regarding acceptable land use practices, regular inspections, and conditions for lease termination.
- 8) Work with lease holders throughout the term of their lease to ensure the continuing success of their project.

- 9) Maintain regular communication with the Gabriola community, the Snuneymuxw First Nation and lease holders using in-person meetings, and electronic means.
- 10) Participate in the land trust community in our region, and encourage research, communication and education into the benefits of community land trusts.

Attachment A

DRAFT Bylaws of Gabriola Island Land Stewards Society (the “Society”)

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 Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Director at Large**” means an individual member elected as a director;

“**Society**” means the Gabriola Island Land Stewards Society.

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

Types of membership

2.1.1 Individual membership shall be open to any person who:

- a) has reached the age of majority in British Columbia,
- b) whose primary residence is on Gabriola Island or who is a recognized member of the Snuneymuxw First Nation, and
- c) applies for membership in the Society, has their application approved by the Board, and pays the membership fee.

2.1.2 Organizational membership shall be open to any organization that:

- a) is a registered co-operative, non-profit society or charity that operates on Gabriola Island,
- b) has as part of its purpose the social well-being of individuals and groups within the Gabriola Local Trust Area, and
- c) applies for membership in the Society, has their application approved by the Board, and pays the membership fee.

2.1.3 An additional organizational member shall be the Snuneymuxw First Nation.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, shall be determined by the Board.

Member not in good standing

2.4.1 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

2.4.2 A voting member who is not in good standing:

- a) May not vote at a general meeting, and
- b) Is deemed not to be a voting member for the purpose of quorum or consenting to a resolution of the voting members.

Termination of membership

2.5.1 Membership in the Society shall cease:

- a) when the individual submits a letter of resignation to the Board
- b) if the conduct of the member is prejudicial to the welfare of the Society
- c) when the member has been expelled
- d) when the member is not in good standing for 6 consecutive months, or
- e) when the member dies.

2.5.2 The Board may, on receipt of a complaint in writing by any member of the Society and after holding a hearing at which the member concerned shall have the right to be present and to call witnesses and to make representations, recommend expulsion of such a member from the Society, provided always that such member shall have the right to appeal to a General Meeting of the Society and provided also that the decision of the General Meeting in that regard shall be final.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1.1 An annual general meeting of the Society must be held at least once every calendar year.

3.1.2 A general meeting shall 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) consideration of any financial statements of the Society presented to the meeting;
 - b) consideration of the reports, if any, of the directors or auditor;
 - c) election or appointment of directors;
 - d) appointment of an auditor, if any;
 - e) business arising out of a report of the directors.

Notice of general meeting

3.3.1 Written notice of the date, time and location of a general meeting must be sent to every Member of the Society by email and posted on the Society's website at least 30 days before the meeting.

3.3.2 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

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

- a) the president
- b) the vice-president, if the president is unable to preside as the chair, or
- c) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

3.4.2 If there is no individual entitled under section 3.4.1 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 for general meetings

3.5.1 The quorum for the transaction of business at a general meeting is:

- a) 3 individual members or 10% of the individual members, whichever is greater; and
- b) 2 organizational members or 10% of the organizational members, whichever is greater.

3.5.2 An individual or organization must be in good standing and must have been a member for at least 14 days in order to be able to vote at a general meeting.

Lack of quorum

3.6.1 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.

3.6.2 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 until a date and time set by the directors and communicated to the members according to these bylaws.

3.6.3 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.

Order of business at general meeting

3.7 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,
- g) i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
- h) ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- i) iii) elect or appoint directors, and
- j) iv) appoint an auditor, if any;
- k) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- l) terminate the meeting.

Voting at general meeting

3.8.1 Unless otherwise required by the Act or these Bylaws, questions or resolutions arising at any general meeting are to be decided by consensus as described in sections 5.4.1 and 5.4.2.

3.8.2 For clarity, voting by proxy is not allowed.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 12 directors.

Board composition

4.2 The Board will consist of:

- a) Four individual directors at large, elected at the annual general meeting.
- b) Six organizational member representatives, one appointed by each of the following six organizations: People for a Healthy Community, Gabriola Area Land & Trails Trust, Gabriola Housing Society, Gabriola Agriculture Co-op, The Gabriola Commons, and Sustainable Gabriola.
- c) Two representatives appointed by the Snuneymuxw First Nation.

Election or appointment of directors

4.3.1 Individual directors at large shall be elected at the annual general meeting as follows:

- a) Only individual members in good standing may stand for election as a directors at large.

- b) An individual member in good standing may nominate another individual member in good standing as a director at large at a general meeting.
- c) In order to stand for election as a director at large, an individual must be a member in good standing for at least 25 days in advance of such general meeting.
- d) If the number of candidates nominated for director at large is equal to the number of directors at large to be elected, those nominated candidates are declared elected and no election is required.
- e) If the number of nominees in an election for directors at large exceeds the number of directors at large to be elected at the general meeting, the election of directors at large must be by secret ballot.

4.3.2 The five organizational member representatives shall be appointed by their individual organizations prior to the annual general meeting.

4.3.3 The two Snuneymuxw First Nation representatives shall be appointed according to their own governance protocols.

Term of office

4.4.1 The standard term of office for a director is two years.

4.4.2 The term of office of an individual director starts at the close of the annual general meeting at which they were elected, and ends at the close of the annual general meeting at which their term expires.

4.4.3 At the first Board meeting after an annual meeting, the individual and organizational members representatives directors will decide among themselves which new Board members will be asked to serve a two year term and which a one year term in order to balance the number of directors whose terms will be over at the close of each annual general meeting.

4.4.4 Other than the Snuneymuxw First Nation representatives whose appointments and terms as directors are determined through their own governance protocols, directors may be elected for six consecutive years and then may not be re-elected for a period of at least one year, unless their term is extended by special resolutions of the members at an annual meeting under exceptional circumstances.

Casual vacancies on Board

4.5.1 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.

4.5.2 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the next annual general meeting.

PART 5 – DIRECTORS' MEETINGS

Time and place of directors' meeting

5.1.1 A directors' meeting of the Society must be held at least four times every calendar year.

5.1.2 A directors' meeting shall be held at the time and place the Board determines.

Notice of directors' meeting

5.2.1 At least 14 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

5.2.2 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.

Quorum of directors

5.3 The quorum for the transaction of business at a directors' meeting shall be 5 directors, at least two of whom must be individual members and at least three of whom must be organizational or Snuneymuxw First Nation representatives.

Voting

5.4.1 Unless otherwise required by the Act or these Bylaws, questions or resolutions arising at any meeting of the directors are to be decided by consensus as follows:

- a) The goal is to reach consensus on all issues addressed by the Board.
- b) It is recognized that there are degrees of agreement in consensus decision-making:
- c) i Full agreement to support a decision.
- d) ii Ability to "live with" the decision.
- e) iii Stand aside. (A member does not necessarily agree with a decision but will not block it.) Member may request formal recognition of a stand aside in the minutes.
- f) iv Not ready to make a decision.
- g) v No agreement.
- h) Consensus is defined as general agreement (points i, ii & iii above) by the directors on the Board.
- i) A consensus agreement may be revisited only with the consensual support of the Board.

5.4.2 When consensus cannot be achieved, and an impasse is reached, the following procedure will be implemented:

- a) Those disagreeing must provide a description of the interests not accommodated by the proposal at hand, alternative proposals for how those interests could be accommodated and a description of how these alternative proposals accommodate the interests of others.
- b) In response, those agreeing with the original proposal must convey how it meets the interest of those disagreeing, as well as how it could be amended to better meet these interests.
- c) If consensus is not reached under 5.4.2.a and 5.4.2.b, the following process shall be used:
- d) i Issues that do not require an immediate decision will be tabled and brought back to the next meeting for resolution.
- e) ii Issues brought back after being tabled or issues requiring an immediate decision will be decided by an 75% super majority.
- f) A consensus handbook: *Co-operative decision-making for activists, co-ops, and communities* (Seeds for Change Lancaster Co-operative, UK, 2013, or the most recent revised edition) shall be used as the reference for questions about consensus decision making.

PART 6 – BOARD ROLES & RESPONSIBILITIES

Officer positions

6.1 The officers of the Society shall be a president, a vice-president, a treasurer and a secretary.

Appointment to officer positions

6.2.1 The officers shall be elected from among the members of the Board of Directors at the first meeting of the Board after the election of the Board at the Annual General Meeting of the Society.

6.2.2 A vacancy in any office between elections shall be filled by the Board of Directors from among its membership.

Role of president

6.3 The president is the chair of the Board, presides at all meetings of the Society and of the Board of Directors, and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president carries out the duties of the president in the president's absence.

Role of secretary

6.5.1 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) maintaining the register of members;
- d) conducting the correspondence of the Board;
- e) filing the annual report of the Society and making any other filings with the registrar under the Act.

6.5.2 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

6.6 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 Society's financial transactions;
- c) preparing the Society's financial statements;
- d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. However, the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

7.1.2 If a director applies to provide services to the Society or is hired to provide services to the Society for remuneration, the director must not participate in any discussions or vote on any decision related to those services.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- 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 Society.

PART 8 – BORROWING POWERS AND PROPERTY

Borrowing powers

8.1 The Board of Directors may, at any time, raise or borrow or otherwise obtain or secure any sum of money or land or services for the purposes of the Society, subject to the provisions of the Act.

Restriction of borrowing powers

8.2 The members may, by special resolution, restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

PART 9 – CONSTITUTION AND BY-LAWS

9.1 The Constitution and By-laws of the Society shall not be altered or added to except by a special resolution of the Society at a general meeting, provided that notice and posting on the Society's website occurs at least 30 days prior to the general meeting, and that the notice specifies the section(s) of the constitution that are proposed to be changed.

ARTICLE 10 – ACCESS TO RECORDS

10.1 The General Accountant or Chartered Accountant of the Society shall have the right of access at all reasonable times to all financial records, documents, books and accounts of the Society, and shall be entitled to require from the Board and Management of the Society, such information and explanations as may be necessary for the purpose of the Financial Report.

10.2 A Member in good standing is entitled, upon providing not less than 14 days' notice to the Society, to examine any of the following documents and records of the Society at the address of the Society during the Society's normal business hours:

- a) the Constitution and these Bylaws, and any amendments thereto.
- b) the minutes of any general meeting.
- c) resolutions of the members in writing, if any.
- d) annual financial statements relating to a past fiscal year that have been received by the members in a general meeting.
- e) register of directors.
- f) register of members, subject, in the Board's discretion, to redaction to protect personal information, as required by law.

10.3 Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the address of the Society, to examine any other document or record of the Society, and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

10.4 Copies of documents to which a Member is entitled or otherwise allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

ARTICLE 11 – RESTRICTION OF POWERS

11.1 The Society shall be carried on without purposes of gain for its members and any profits or other accretions to the Society shall be used for promoting its objectives.

11.2 Upon winding-up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to a qualified donee as described in subsection 149.1 of the Income Tax Act of Canada, and promoting aims similar to those of the Society, as may be decided by the Board of Directors at the time of winding up or dissolution.

11.3 The operations of the Society are to be chiefly carried out on Gabriola Island, in the Province of British Columbia.