

# Āk̄ala Outdoor Education Society

## Bylaws

Updated: September 2021

### SECTION 1 – DECLARATION OF MUSGAMAKW DZAWADA'ENUXW SOVEREIGNTY AND RIGHTS AND TITLE

### SECTION 2 - DEFINITIONS AND INTERPRETATION OF THE BYLAWS

#### **Definitions**

#### **2.1** In these Bylaws:

- “Act” means the Societies Act of British Columbia as amended from time to time;
- “Board” means the Directors of Āk̄ala Outdoor Education Society;
- “Bylaws” means these Bylaws as altered from time to time; and
- “Society” means the Āk̄ala Outdoor Education Society

#### **2.2** The definitions in the Act apply to these Bylaws.

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

**2.3** 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.

#### **Power and Activities of the Society**

#### **2.4** The activities of the Society are as follows:

- a) Create outdoor education opportunities for Musgamakw Dzawada'enuxw people, with a focus on youth and young adults;
- b) Provide and develop programming based on best practices to support and develop mental, emotional, spiritual, cultural knowledge learning and application;
- c) Deliver training necessary to access various land and water based employment
- d) Build a space to store and look after outdoor equipment such as canoes and kayaks; and
- e) Deliver programs to people with a Musgamakw Dzawada'enuxw worldview, governed by traditional laws and values in the operation and delivery of programs.

### SECTION 3 - MEMBERSHIP

## **Application for membership**

**3.1** Anyone who self-identifies as Musgamakw Dzawada'enuxw is eligible to apply to be a voting member in the Society, and the person becomes a voting member on the Board's acceptance of their application form.

To become a voting member, an individual must:

- a) Self-identify as Musgamakw Dzawada'enuxw;
- b) Submit a membership application form to the Board; and
- c) Be in good standing with the organization.

Sitting members of the Board of Directors are automatically voting members by nature of their appointment.

## **Definition of voting member**

**3.2** A voting member of the Society is deemed to be someone who:

- a) Self-identifies as Musgamakw Dzawada'enuxw; and
- b) Has had their application form to become a voting member of the Society approved by the Board of Directors.

## **Rights and Obligations of Members**

**3.3** Every voting member has a responsibility to comply with these Bylaws and uphold both the Society's constitution and Akala's values, which are considered to be:

Akala Society is guided by the Musgamakw Dzawada'enuxw law of maya'xala, a word that does not have an English language counterpart, but is akin to respect and reciprocity. Within maya'xala are values of gratitude and spirituality. We continue to learn how to weave maya'xalainto our lives and programs, and understand that this will be a lifelong journey. No matter where you are in your understanding and practice of maya'xala, you are welcome to join the Akala 'namyut.

**3.4** A member is considered to be not in good standing if:

- a) They intentionally cause harm to other members of the Society; or
- b) They do not attend an AGM, community engagement session, or take part in one of Akala's outdoor education programs within a three year period

**3.5** A voting member who is not in good standing may not vote at a general meeting, or on other resolutions of the Society.

**3.6** A person's membership in the Society will be terminated if the person is unable to satisfy the steps determined by the Board of Directors to return to good standing. The steps are:

- a) Re-apply using the voting membership application form;

- b) Have the application approved by the Board of Directors at a duly convened Board meeting; and
- c) Attend an AGM, community engagement session, or take part in an outdoor education program within the year

## **SECTION 4 - DIRECTORS**

### **Number of Directors on Board**

**4.1** The Society must have no fewer than three (3) and no more than eleven (11) Directors.

### **Appointment of Directors**

**4.2** The Board may add additional Directors throughout the year. When appointing a new Director to the Board, the Board will first seek consent from all Board members. If this consent cannot be reached, the Board will move to a simple majority vote.

At each Annual General Meeting, the voting members must vote to elect or appoint the Board.

### **Directors May Fill a 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.

### **Quorum of Directors**

**4.4** The quorum for making decisions regarding the Society at a Directors' meeting is a majority of the Directors.

### **Protection and Indemnity of Directors**

**4.5** Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director for acts of fraud, dishonesty, or bad faith.

No Director or Officer is liable for the acts of any other Director, or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society. No Director is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society unless the act is fraud, dishonesty, or bad faith.

Directors can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

## **Term of Directors**

**4.6** All Directors' terms are considered to expire at the close of the Annual General Meeting following their election or appointment, unless re-elected or re-appointed.

## **Resignation of Directors**

**4.7** A Director of the Society who intends to resign must give their resignation to the Society in writing, and the resignation takes effect on the later to occur of the following:

- a) the receipt by the Society of the written resignation;
- b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event.

## **Removal of Directors**

**4.8** Any Director, upon consensus of the Board, may be removed from office for any cause which the Society may deem reasonable.

## **SECTION 5 - MEETINGS**

### **Quorum Required**

**5.1** Decisions regarding the Society must not be made at a general meeting unless a quorum of voting members is present, as defined in section 5.2 of the Bylaws.

### **Quorum for General Meetings**

**5.2** The quorum for making decisions regarding the Society at a general meeting is three (3) voting members or ten percent (10%) of the voting members, whichever is greater.

**5.3** If, within thirty (30) minutes from the time set for holding a general meeting, a quorum of voting members is not present, the Board will determine a time and place for a follow-up meeting within a timeframe of one (1) month from the date of the initially intended general meeting.

**5.4** At the follow-up AGM, if section 5.2 is not satisfied, quorum at the meeting will be considered satisfied for the purposes of receiving the audited financial statements for the preceding year and for receiving the annual report of the Society for the preceding year, but for no other matter or business.

**5.5** 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.

## **Methods of Voting**

**5.6** 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. At the request of any voting members, the Board of Directors will consider the use of voting by mail or another means of communication, including by fax, email or other electronic means.

## **Proxy Voting at Board of Directors Meetings**

**5.7** Directors may appoint a proxy to attend and vote at meetings of the Board in their stead. Proxies may be appointed for a maximum of three (3) consecutive meetings. Proxies are not eligible to serve on Board Committees. No member may hold more than one (1) proxy during a Board meeting.

## **Proxy voting at Annual General Meetings**

**5.8** Each voting member is entitled to one (1) vote at an Annual General Meeting, except for the President, who will vote only in the occurrence of a tie. Voting members may authorize other members to vote on their behalf by proxy, though no person may hold more than one (1) proxy during an AGM. Proxy notices must be provided in writing or via email to the Board of Directors at least twenty four (24) hours prior to the AGM.

## **SECTION 6 - AMENDING THE BYLAWS**

**6.1** The Bylaws may be rescinded, altered or added to and shall be approved by the Board of Directors and authorized by Special Resolution.

“Special resolution” is defined as meaning any of the following:

- a) a resolution passed at a general meeting by at least two-thirds (2/3) of the votes cast by the voting members, whether cast personally or by proxy;
- b) a resolution consented to in writing by all of the voting members; or
- c) If the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, e-mail or other electronic means, a resolution passed by at least two-thirds (2/3) of the votes cast, in accordance with the bylaws, on the resolution”

## **SECTION 7 - DISSOLUTION AND LIQUIDATION**

### **Dissolution by Special Resolution**

**7.1** By ordinary resolution, the Society may vote to authorize the dissolution of the Society. In order to effect dissolution, the Society must:

- 1) file an online dissolution application with the Societies Act;
- 2) prepare an affidavit that must be sworn by two (2) Directors that states:
  - a) The Society has no liabilities or has made provision for their payment;

- b) The Society has distributed its assets in accordance with the Act and in a way that best reflects the mandate of the Society; and
- 3) Once the filing is complete:
  - a) Dissolution is effective on the date set by the registrar once requirements are met and documents are filed;
  - b) Notification of the dissolution will be published as part of the public record;
  - c) The Society will receive a certificate of dissolution confirming the dissolution of the Society; and
  - d) Upon settling all debts and liabilities, the Board of Directors will liquidate and disburse all assets as one-time grants and scholarships to individuals and organizations who best reflect the mandate of the Society

## **Liquidation**

**7.2** The Society may be voluntarily liquidated if the members of the Society so resolve by a special resolution passed at a general meeting called for that purpose.

- a) At the general meeting at which a special resolution referred to in section 127 is passed, the Society must, by ordinary resolution, appoint one or more liquidators.
- b) From the commencement of liquidation, the Society must refrain from carrying on its activities and internal affairs except to the extent the liquidator considers necessary or advisable for the liquidation.

**7.3** The court may, on the application of a society, a member or director of a society or another person whom the court considers to be an appropriate person to make the application, order that the Society be liquidated and dissolved if

- a) the bylaws provide that the Society is to be dissolved on the occurrence of an event and that event has occurred; or
- b) the court considers that the liquidation and dissolution of the Society would be just and equitable