

**SHUSWAP HUT AND TRAIL
ALLIANCE SOCIETY
ANNUAL GENERAL MEETING
TUESDAY MAY 15, 2018, 7:00 P.M.
OKANAGAN COLLEGE**

AGENDA

1. Open meeting – circulate attendance register and confirm quorum.
2. Introduction of Board members.
3. Review meeting agenda.
4. Review Minutes of Annual General Meeting of March 1, 2017.
5. Business arising.
6. Chairperson's Report.
7. Executive Director's Report.
8. Treasurer's Report. Presentation of financial statements.
9. Committee Reports:
 Financial Sustainability – Trent Sismey
10. New business.
 Constitution and Bylaws – Cindy Derkaz
 Presentation of motion
11. Election of Directors.
 Returning directors nominated for two-year term by the Board:
 Brian Browning, Cindy Derkaz, Rob Marshall, Carmen Massey, Jan Thingsted
 New director nominated for two-year term by the Board
 Luke Gubbels
12. Recognition of outstanding service.
13. Adjournment.
14. Presentation by Shuswap Outdoor Learning Foundation.
15. Presentation of Year in Review slide show.

Minutes

SHUSWAP HUT AND TRAIL ALLIANCE SOCIETY
ANNUAL GENERAL MEETING
Wednesday, March 1, 2017
7 pm Okanagan College

Present: See attached list

1. Call to Order 7:00 pm
2. Introduction of Members in attendance
 - a. Thank you by Reg Walters to Board who worked together in 2017 in accomplishing the year's work.
3. Agenda Moved Rob Marshall / Brian Browning that the Agenda is adopted as presented. Carried
4. Minutes of March 2, 2016 Moved Joan Mitchell/Don Derby that the minutes be adopted as circulated. Carried
5. Chairperson's Report by Reg Walters
 - a. Board executive very happy with work of the four fulltime staff members. Looked this year to properly compensate each for the large number of hours worked. A medical expense benefit was introduced for all fulltime staff.
 - b. To even out STA funding, the financial sustainability committee continues to look at various sources.
 - c. A lot of work went into a grant application to BC Gaming but we were not successful. We now have a clear concise application which we will be able to use in the future if the BC Gaming funding structures allows for it.
 - d. The STA made application for two Rural Dividend grants. A smaller \$9k grant was provided for planning, and we are awaiting news on the larger \$98k application.
 - e. BDO completed a Review Engagement of our financial books to support the Rural Dividend grant application. Their review determined that it is likely we have an outstanding GST debt of approx. \$20k. With direction from BDO, we will re-submit our GST quarterly reports from the last 48 months to clear this debt.
 - f. The beginning of 2017 has brought staffing changes. Sutra is working in Patagonia on trail design and development for two months with the possibility we may exchange and have a Chilean back to the Shuswap in the summer months; Veda has accepted a job with CSRD Parks, and Lori is away for a two-month sabbatical.
 - g. To fill Joan's position as Treasure with the Board, we have recruited two people to the Board with substantial financial expertise.
 - h. A report presented by Cindy Derkaz to improve financial sustainability was made. The STA should not rely exclusively on one-time grants or on ongoing municipal tax support. To broaden the funding model, we should increase the size of the previously formed Trail Alliance Endowment Fund set up through the Shuswap Community Foundation. A goal of \$150k in 2017 in honour of

Canada150 has been made to support the STA annually into the future. Dave Wood of the SCF made a short presentation. The SCF returns 4% annually on money in endowment funds. After growth to date, the STA fund currently has \$7,900 in it. Dave Wood also encouraged the STA to make application to the SCF for other environmental funds available.

6. Executive Directors Report – as attached
 - a. Acknowledging in Secwepmec Territory.
 - b. Thank yous to staff and champions. Recognition that the STA is a compilation of many groups and only exists as a result of all of these other group's efforts.
 - c. Short history of the 12 years of the Shuswap Hut and Trail Alliance Society
 - d. Well designed, well signed, well maintained, and well promoted greenways trails is our goal.
 - e. 2016 Regional Collaboration continued with a second gathering of the annual Roundtable. A large gathering of all levels of gov't, First Nations, and user groups including motorized groups. A Roundtable working group met quarterly in 2016.
 - f. Trail protocol was formalized; respect, cooperate, stewardship; the Secwepmec term Y'icwetsutce (we take care)
 - g. Review of year and projects completed. See attached notes. 70 projects, 110km of trail, 8200m of new trail, 184km of trail maintained, 38km of new trail planned in 21 individual projects, 380 new posts set out
 - h. \$470k of project work done which includes \$266k from our partners, \$50k from STA fund raising, and \$152k in volunteer effort or material donations
 - i. 2017 looking ahead (see attached) – big project is the Rail Trail
7. Financials presented by Joan Mitchell. See Attached. Moved Joan Mitchell/Trent Sismey that the financials be accepted as presented. Carried
 - a. Note that all financials have been brought in house with BDO Accountants completing the annual reporting.
8. Committees
 - a. Financial Sustainability – our 2017 annual auction raised \$37k this year
9. New business – none
10. Elections for 6 Directors for 2 year terms by acclamation

Ashley Ladyman	Brian Sansom
Reg Walters	Bonnie Thomas
Trent Sismey	Colin Nobbs
11. Adjournment moved by Peter Rotzetter/Sharon Fabro at 8:35pm

A slide show of all of the various 2016 projects was presented

Reg Walters, Chair

Brian Sansom, Recorder

Notice of Motion

Notice of Motion

April 23, 2018

Notice of the following special resolution:

Resolved that the Shuswap Trail Alliance adopt the amended Constitution and Bylaws of the Society, as approved by the Board of Directors April 17, 2018 and circulated with this Notice of AGM.

Reasoning:

The Province of British Columbia passed into law the new Societies Act in May of 2015. This Act and its associated bylaws requires that all existing Societies transition their constitution and bylaws by the end of 2018 to match the new requirements. The Shuswap Hut and Trail Alliance Society has reviewed our existing bylaws and constitution and made the required changes. The existing bylaws can be reviewed on the ShuswapTrailAlliance webpage [here](#).

A hard copy of the proposed constitution and bylaw is available at the STA office 360 Alexander Street, Salmon Arm.

Proposed Constitution and Bylaws

The Shuswap Hut and Trail Alliance Society

Constitution

1. The name of the society is **Shuswap Hut and Trail Alliance Society**.
2. The purpose of the Society is to develop, operate, maintain, and promote a network of non-motorized trails, waterway and hut-to-hut routes throughout the Shuswap watershed region in the Province of British Columbia for educational, recreational, economic, and environmental benefit to the public, and to do so collaboratively through community partnerships.

Bylaws of Shuswap Hut and Trail Alliance 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.

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

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the

person becomes a member on the Board's acceptance of the application.

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, must be determined by the Board. The Board may establish a Membership Policy to provide for the administration of memberships including the timing and method of payment of membership dues.

Member not in good standing

2.4 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.

Member not in good standing may not vote

- 2.5** (a) A voting member who is not in good standing for a minimum of 30 days prior to a general meeting may not vote at a general meeting, and
- (b) A member who is not in good standing for a minimum of 30 days prior to the date of a consent resolution is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must 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) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;

- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 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** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws 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 required

3.6 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.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 20 voting members or 10% of the voting members, whichever is lesser.

Lack of quorum at commencement of meeting

- 3.8** 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 to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** 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.

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12** 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,
 - (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,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 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, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the

election or appointment of directors must elect or appoint the Board. Directors must be voting members of the Society who have been in good standing for a minimum of 30 days prior to election or appointment to the Board.

Term of directors on Board

- 4.3** Directors will be elected or appointed for 2 year terms. To maintain continuity on the Board, directors' terms will be "staggered": one half of the directors, or in the case of an odd number of directors, a majority plus or less one director, will be elected or appointed at each annual general meeting.

Directors may fill casual vacancy on Board

- 4.4** 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.

Term of appointment of director filling casual vacancy

- 4.5** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removal of a director

- 4.6** The directors may vote to remove a director from the Board if a director is absent from 3 consecutive board meetings, without obtaining the consent of the directors.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** 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.

Conduct of directors' meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit. Without limiting the general discretion of the directors, they may meet using electronic communications, including video or teleconferencing, and may pass directors' resolutions in writing with approval of at least 2/3rds of the directors.

Quorum of directors

- 5.5** The quorum for the transaction of business at a directors' meeting is 5 directors or a majority of the directors, whichever is lesser.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

- 6.1** At the first directors' meeting following each annual general meeting, the directors shall elect from amongst themselves, the following Board positions:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.

A director, other than the president, may hold more than one position.

Directors at large

- 6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

- 6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

- 6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 6.5** 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) keeping the records of the Society in accordance with the Act;
- (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.

Absence of secretary from meeting

6.6 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

- 6.7** 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 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

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 – DISSOLUTION (PREVIOUSLY UNALTERABLE)

8.1 The following were previously unalterable provisions of the Society's constitution and are incorporated into these Bylaws:

"(3) On dissolution of the Shuswap Hut and Trail Alliance Society and after payment of all debts and liabilities, the members shall distribute the remaining assets of the Alliance to one or more BC organizations with similar purposes pursuant to regulations of the Income Tax Act.

(4) Profits: Any profits or other accretions to the Shuswap Hut and Trail Alliance Society shall be used for promoting its mission and goals.

(5) Clauses 3, 4 and 5 are unalterable.

(6) For greater clarity in the interpretation of clause 3, if at the time of dissolution the Society is a registered charity under the *Income Tax Act*, all remaining assets will be given to a qualified donee described in subsection 149.1 (1) of the *Income Tax Act*. This provision is unalterable."

8.2 Bylaws 8.1 and 8.2 shall only be altered or revoked upon approval by all voting members present at a duly constituted general meeting.