

TRUST FUND BOARD

BYLAW NO. 1

A Bylaw to Regulate the Meetings of the Trust Fund Board

Adopted May 14th, 2004

Revised May 13th, 2010

Revised April 3, 2018

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TRUST FUND BOARD

BYLAW NO. 1

A Bylaw to Regulate the Meetings of the Trust Fund Board

The Trust Fund Board, having jurisdiction in respect of the Trust Area in the Province of British Columbia pursuant to the *Islands Trust Act*, enacts as follows:

PART 1 - INTERPRETATION

Definitions

1.1 In this bylaw

"Act" means the *Islands Trust Act*;

"Chair" means the Chair of the Trust Fund Board;

"Board" means the board of trustees constituted as the Trust Fund Board as provided in Part 6 of the Act;

"improper conduct" includes conduct which obstructs the deliberations of the Board, or statements considered by the Chair or person presiding as defamatory or profane;

"meeting" means the assembly of trustees as duly constituted under Parts 2 and 3 and called to order by the Chair in accordance with Part 6;

"point of order" means an interruption of the debate or proceedings, during a meeting of the Board, with an inquiry whether something being said or done is in or out of order according to a statute, this bylaw or rules referred to in this bylaw;

"point of privilege" means an interruption of the debate or proceedings, during a meeting of the Board, with an inquiry respecting privilege under Section 7.5 of this bylaw or under the rules of order referred to in Section 7.6 of this bylaw;

"quorum" means at least one half of the members of the Board;

"Secretary" means the Islands Trust employee appointed and acting as Secretary to the Board and includes, for the purposes of the provisions of this bylaw dealing with minutes, an employee designated by the Secretary for that purpose; and

"trustee's address" means the address given to the Secretary by each trustee.

Incorporation of Act's Definitions

- 1.2 Any term defined in the Act and used in this bylaw has the meaning given to it in the Act as of the date of adoption of this bylaw.

Interpretation of Bylaw

- 1.3 (a) Nothing in this bylaw, and no failure to comply with this bylaw, affects the validity of an act of the Board.

Severability

- 1.4 If any section or lesser portion of this bylaw is held invalid by a Court of competent jurisdiction, the invalid portion shall be severed from the bylaw without affecting the validity of the remainder.

Citing this Bylaw

- 1.5 This bylaw is to be cited as "Trust Fund Board Meeting Procedures Bylaw, 2004".

PART 2 – REGULAR MEETINGS

Schedule and Notice of Regular Meetings

- 2.1 The first regular meeting of the Board of each calendar year shall be held January.
- 2.2 At the last meeting of each calendar year, the Board shall establish the schedule of the date, time and place of regular Board meetings for the following calendar year, scheduling six meetings spread evenly over the year (e.g. January, March, May, July, September, and November), and the meeting schedule and any revision to the schedule shall be posted at the places specified in Part 9 of this bylaw.

Quorum

- 2.3 Once the meeting is called to order, the Chair is responsible to ensure a quorum is maintained for the purposes of conducting the meeting.

Postponement if no Quorum

- 2.4 If there is no quorum of trustees at the meeting within three hours of the time set for the beginning of the meeting:
- (a) the regular meeting is cancelled;
 - (b) all business on the agenda for that regular meeting is cancelled; and
 - (c) all business on the agenda for that regular meeting must be dealt with at the next regular meeting or a special meeting.

PART 3 - SPECIAL MEETINGS

Calling a Special Meeting

- 3.1 (a) The Chair, or two trustees, may direct the Secretary to conduct a vote by resolution without meeting for the purposes of the Trust Fund Board calling a special meeting. Within seven (7) days, the Secretary shall conduct a vote on whether the Board should hold a special meeting for a specified purpose at a specified time and place.
- (b) In the event the resolution without meeting referred to in Section 3.1(a) is passed by a majority of trustees, the Secretary shall give notice of the special meeting to every trustee in writing at the place to which the trustee has directed that notices be sent, and to the public by posting a copy of the notice at places specified in Section 9, at least 48 hours before the time of the meeting. The notice will indicate the day, hour, place and purpose of the special meeting.

Postponement if no Quorum

- 3.2 Section 2.4 applies to special meetings.

PART 4 - OTHER MATTERS REGARDING MEETINGS

Recessing and Reconvening a Meeting

- 4.1 The Board may by resolution adjourn any special or regular meeting for purposes of reconvening on a date and at a time and location specified in the resolution.

Cancellation of Regular Meetings

- 4.2 The Board may by resolution at a regular or special meeting or by resolution without meeting cancel any regular meeting by causing the Secretary to provide:
- a) written notice to trustees confirming cancellation of the meeting 48 hours before the scheduled start of the meeting, using procedures stated in Section 3.1 (b) and (c); and
 - b) public notice of the cancellation of the regular meeting by posting notice of the cancellation at the regular meeting location and the places specified in Part 9 of this bylaw.

Cancellation of Special Meetings

- 4.3 The Chair and/or any two Trustees may request a cancellation of a special meeting of the Board following the procedures outlined in Section 4.2.

PART 5 - PROCEDURE FOR BOARD MEETINGS

Chair to Open Meetings

- 5.1 If there is a quorum of the Board, the Chair must call the meeting to order.

Appointment of Acting Chair

- 5.2 If there is a quorum of the Board but the Chair is not present within 15 minutes of the scheduled meeting starting time, the Islands Trust Fund Manager must call the meeting to order and by resolution the Board must appoint a trustee to act as Chair for that meeting until the Chair arrives. The Acting Chair of a meeting has the powers and duties of the Chair in respect of that meeting until the Chair arrives.

Regular Meeting Agenda

- 5.3 The Board may by resolution adopt a standard agenda format.
- 5.4 The Secretary must prepare an agenda for each regular meeting, which must:
- (a) be consistent with any standard agenda format as determined in Section 5.3;
 - (b) state the general nature of each business item to be dealt with at the regular meeting; and
 - (c) be provided to each trustee electronically at least seven (7) days before the scheduled meeting date.
- 5.5 Any trustee or the Trust Fund Manager may propose an item of business for the agenda of a regular meeting by giving written notice of the item, in reasonable detail, to the Secretary three (3) weeks prior to the meeting, for agenda consideration by the Chair.

Special Meeting Agenda

- 5.6 The Chair shall provide the trustees with an agenda stating the specific items of business to be considered at a special meeting.

Addition of Agenda Items

- 5.7 The Board may by resolution place urgent items on the agenda at the beginning of the meeting during agenda adoption.

Notice to Secretary of Petitions and Delegations

- 5.8 A person who wishes to present a petition to, or a delegation who wants to appear before the Board at a regular meeting of the Board shall, at least three weeks prior to the meeting, deliver the request in writing to the Secretary. The request shall include the name of each petitioner with his or her residential address and the subject of the petition or delegation.
- 5.9 At the discretion of the Chair, the petitioner or delegation may be given a space on the agenda.
- 5.10 No petition may be presented to, nor delegation appear before the Trust Fund Board unless Section 5.8 and 5.9 has been complied with unless otherwise agreed to by resolution of the Board at the meeting.

Correspondence

- 5.11 Anyone who wishes correspondence to be considered at a meeting of Board shall, at least three weeks prior to the meeting, deliver the correspondence to the Secretary. At the discretion of the Chair, the correspondence shall be attached to the agenda or where it deems it appropriate, the correspondence shall be identified on the agenda and copies made available to trustees who request it at the meeting.

Time Allowed for Petitions and Delegations

- 5.12 The maximum time for presentation of a petition or appearance of a delegation before the Board is ten (10) minutes unless otherwise approved by resolution of the Board at the meeting.

Confidential Resolutions Without Meeting

- 5.13 The Chair may direct the Secretary to conduct a resolution without meeting in a confidential manner where the matter to be considered comes within the scope of s.90 of the *Community Charter*, and to record the resolution without meeting in a minute book to which the public may not have access.

Minutes

- 5.14 The Secretary shall keep legible minutes of every regular and special meeting of the Board and shall record any declarations made in relation to a conflict of interest and any resolutions closing a meeting to the public.
- 5.15 The minutes of every meeting must be adopted by resolution of Board. If each trustee has received a copy of the minutes of a meeting, those minutes may be adopted by resolution of the Board. Any changes to the minutes as stipulated by a Board resolution must first be made by the Secretary before adoption. All approved Board minutes shall be distributed to all Trustees.

Inspection and Copying of Board Approved Minutes

- 5.16 The minutes for every Board meeting are open for inspection by any person. Any person may make copies of minutes at reasonable times. This Section does not apply to a meeting from which the public has been excluded or a resolution without meeting that has been recorded in the manner specified in Section 5.12.

PART 6 - RULES OF CONDUCT

Recognition of Speakers

- 6.1 A trustee may speak in a meeting after the trustee has raised his or her hand and the Chair has recognized the trustee. If two or more trustees wish to speak, the Chair may designate the order in which each is to speak. If the Chair wishes to speak in a meeting, the Chair need only address the meeting.

Rules Regarding Trustees When Speaking

- 6.2 Except as otherwise resolved by the Board, a trustee may:
- (a) speak only to a matter being debated by the Board;
 - (b) speak only to a motion that has been moved and seconded;
 - (c) not speak to a matter already resolved by the Board and;
 - (d) not speak when called to order by the Chair.

Enquiries by Guests of the Board and Members of the Public Attending the Meeting

- 6.3 At the discretion of the Chair, or by resolution of Board, any person attending a meeting may address the Board to enquire about any item of business on the agenda in the manner set out in Section 6.2.

PART 7 - POINTS OF ORDER AND PRIVILEGE

No Interruption of Speaker or Meetings

- 7.1 No trustee may interrupt another trustee who is speaking except to raise a point of order.

Chair to Keep Order

- 7.2 The Chair is to preserve order at every meeting of the Board and has the power to make such rulings as are necessary to do so, including the power to rule on all points of order and expel a trustee for improper conduct.

Chair to Give Basis for Rulings

- 7.3 At the time any ruling is made by the Chair on a point of order, the Chair must inform the Board of the ground upon which the ruling is made.

Appeal to the Board on Point of Order

7.4 A trustee may appeal any ruling of the Chair on a point of order to the Board. The Chair must put to the Board the question "Should the ruling of the Chair be sustained?". The question must be put to the meeting at once by the Chair and the question must be immediately voted upon by the Board without debate. If the votes for and against the question are equal, the chair is sustained. The Chair is governed by the vote of the trustees on the question.

Points of Privilege

7.5 A trustee may:

- (a) require that a motion being debated be read for the trustee's information, but may not interrupt another trustee who is speaking unless that other trustee consents;
- (b) require the Chair to state the reasons for the Chair's ruling on a point of order, which the Chair must do at once without debate; and
- (c) put a question to the Chair regarding any matter connected to the affairs of the Board, which the Chair may require be put in writing.

Robert's Rules of Order Apply

7.6 All matters of order or privilege not provided for in this bylaw are governed by the rules in the current edition of *Robert's Rules of Order*.

PART 8 - RESOLUTIONS

Resolutions and Bylaws

- 8.1
- (a) Resolutions may be passed on a motion moved by a trustee and seconded by another trustee.
 - (b) Resolutions for consideration at a Board meeting must be received in writing by the Secretary for consideration by the Board.

Effect of Question Under Consideration

- 8.2 When a question is under consideration, no motion may be made except a motion to:
- (a) call the question;

- (b) postpone the question indefinitely;
- (c) table or postpone the question for a specified time;
- (d) amend the question;
- (e) refer the question to a committee;
- (f) limit or extend debate on the question; or
- (g) put a previous question to the vote.

Motion to Table

8.3 A trustee may make a motion to table a matter at any time unless a motion to adjourn has already been made. The Board may debate the motion to table, but may not debate the matter which is the subject of the motion to table.

Motion to Adjourn

8.4 A trustee may make a motion to adjourn a meeting at any time. The motion must be put to a vote at once without debate. If a motion to adjourn is defeated, no further motion to adjourn may be made unless some business or another matter intervenes between the defeat of the first motion to adjourn and the further motion.

Motion to Postpone a Question

8.5 A trustee may make a motion to postpone consideration of a question until later in the same meeting, to another meeting, or indefinitely. A motion to postpone until later in the same meeting must be put to a vote without debate. A motion to postpone until another meeting or indefinitely may be debated and, if that motion is passed, the question which is postponed may not be considered again during that meeting.

Inadmissible Motion

8.6 If the Chair or a trustee considers that a motion is contrary to a bylaw or the Act, the Chair must inform the Board at once and may refuse to put the question to a vote. The Chair must give reasons for any such refusal at once.

Recording and Reading of Motions

8.7 The Secretary must record in the minutes the text of every motion. After a motion has been recorded and seconded by another trustee, the Secretary, if requested by a trustee, must read the motion aloud to the meeting before the motion is debated or put to the vote by the Chair. A motion may not be withdrawn after it has been voted on by the Board at that meeting.

Amendment of Motions

- 8.8 (a) A trustee may move to amend a motion being considered by the Board, but the amendment must be seconded before further consideration. That trustee may not move any further amendments to that motion. A trustee may move to amend an amendment already moved, but only one motion to amend an amendment may be made.
- (b) No motion to amend a motion may be made if the amendment negates the motion which would be amended. If any trustee asserts that a proposed amendment to a motion would negate that motion, the Chair must at once rule whether that would be the case. That ruling may be appealed to the Board as a ruling on a point of order.

Effect of Motion to Amend

- 8.9 If a motion to amend a motion is:
- (a) carried, the motion is to be voted on as amended; or
- (b) defeated, the motion is to be voted on unamended.
- 8.10 A motion to amend must either be withdrawn, with the permission of the seconder, or voted on before the motion which would be amended may be voted on.

Question to be Put After Debate

- 8.11 The Chair must put every question to a vote immediately after debate on that question is closed. Where the votes of the trustees, including the vote of the chair or other person presiding, are equal for and against a question, the motion shall fail, and it shall be the duty of the Chair or other presiding person to so declare.

Voting by Show of Hands

- 8.12 Each trustee voting on a question must do so by raising his or her hand, or by yeas and nays if attending the meeting by phone/teleconference.

Recording of Votes

- 8.13 A trustee may require his or her vote on any question to be recorded by the Secretary. The Secretary in such case must record in the meeting minutes the name of the trustee and which way the trustee voted.

Recording Abstentions

- 8.14 When a trustee abstains from voting on any question, he or she shall be regarded as having voted in the affirmative and at the request of the trustee abstaining, or the Chair, the abstention must be recorded in the minutes of the meeting. When a trustee leaves the meeting temporarily after declaring a conflict of interest, the trustee shall not be regarded as having abstained.

Resolutions Without Meeting

- 8.15 (a) Trustees moving or seconding a motion to be considered as a resolution without meeting shall inform the Chair, or in the absence of the Chair, a Vice Chair, in writing or by telephone.
- (b) The Chair shall direct the Secretary to conduct the vote, which the Secretary or his/her delegate may then conduct in writing or by telephone by providing trustees with a copy of the resolution in accordance with Section 3.1 (d).
- (c) The Secretary or his/her delegate shall record the results of the resolution without meeting vote.

PART 9 - PUBLIC ACCESS

Open to the Public

- 9.1 Regular meetings of the Board will be open to the public, and no person may be excluded except when the Board resolves to exclude members of the public in accordance with Section 90 of the *Community Charter*.

Public Notice

- 9.2 Notices of the meetings of the Board and of other Board business shall be posted at the principal office of the Islands Trust in Victoria and on the Islands Trust website.

Part 10 – PARTICIPATION IN BOARD OR COMMITTEE MEETINGS USING ELECTRONIC COMMUNICATION METHODS

- 10.1 (a) An individual trustee of the Board who is not able to be at the physical location of a Trust Fund Board regular meeting due to special circumstances may choose to participate by means of audio or audio and visual electronic communication facilities, provided the Secretary has received sufficient notice and can make the necessary arrangements.

(b) A trustee of the Trust Fund Board may not participate by means of electronic communication facilities in:

- (i) two consecutive regular meetings of the Trust Fund Board,
- or
- (ii) more than three regular meetings of the Trust Fund Board in one calendar year.

(c) The Trust Fund Board may waive the restrictions in 10.1 (b) by unanimous resolution, provide the waiver does not conflict with provincial legislation and regulation that enables electronic meetings.

(d) A special Trust Fund Board meeting may be conducted entirely by means of audio or audio and visual electronic communication facilities if a majority of the trustees of the Board have agreed by resolution that the meeting may be conducted in this way and provided the Secretary has received sufficient notice and can make the necessary arrangements.

10.2 (a) A regular or special meeting of a Trust Fund Board committee may be conducted entirely by means of audio or audio and visual electronic communication facilities if a majority of the members of the committee have agreed by resolution that the meeting may be conducted in this way and provide the Secretary has received sufficient notice and can make the necessary arrangements.

(b) If an individual committee member is not able to be at the physical location of a regular or special committee meeting, he or she may choose to participate by means of audio or audio and visual electronic communication facilities, provided the Secretary has received sufficient notice and can make the necessary arrangements.

10.3 Where a trustee of the Trust Fund Board is participating in a meeting electronically, the facilities must enable all meeting participants to hear, or watch and hear, each other and must provide notice when participants join or leave the meeting.

10.4 If communication is lost to one or more electronic participants during a meeting:

- (a) the affected participants will attempt to reestablish the link and, in the interim, will be deemed to have left the meeting, and this will be recorded in the minutes;
- (b) if there is not a quorum, the Trust Fund Board Chair or person presiding will call a recess until the link is reestablished; and
- (c) if, after 15 minutes, a link cannot be reestablished and there is not a quorum of the Trust Fund Board, the meeting will be deemed adjourned and the remaining items for discussion at the time of loss of communication will be added to the next Trust Fund Board meeting agenda.

10.5 The costs of electronic participation in a Trust Fund Board (or Trust Fund Board Committee) meeting will be borne by the Islands Trust if the trustee is participating from a location within Canada or has otherwise received the approval of the majority of the Trust Fund Board.

READ A FIRST TIME THIS	30	DAY OF	JANUARY, 2018
READ A SECOND TIME THIS	30	DAY OF	JANUARY, 2018
READ A THIRD TIME THIS	30	DAY OF	JANUARY, 2018
ADOPTED THIS	3	DAY OF	APRIL, 2018

SECRETARY

CHAIR