



May 12, 2020

Strathcona Regional District 990 Cedar Street
Campbell River, BC V9W 7Z8

Attention: Michelle Babchuk, Chair mbabchuk@srd.ca

Dear Michelle,

I am writing to you as President of the Cortes Island Community Foundation (CICF) to seek a \$50,000 grant from the Regional District to respond to the needs of Cortes Island in the wake of COVID-19. Over the past few months, the Cortes Island Community has mobilized. Through extensive and on going online discussions, community members are working to respond to immediate needs as well as sowing the seeds for future, long term, self-sufficiency. We, CICF are receiving requests from community organizations that add up to over \$200,000 just from a couple of organizations, thoughtful proposals.

As a community foundation, we focus on philanthropy and community directed giving. We wish to start by giving small grants to island NGO's as expediently and transparently as possible.

On April 27th, we convened a Zoom consultation meeting; inviting all the Cortes Social Profit organizations to send representatives. This meeting built upon four consultative "town hall meetings" recently convened virtually on the island, along with the Social Profit Forum held in September by CICF (see attached document). At present there is a feeling of trust and momentum built up on Cortes Island for work for the common good. The ability to provide funds quickly at this time will ensure that trust and focus does not dissipate.

Community groups identified the following four island priorities:

1. *Local food security and food processing facilities*- increasing our capacity to survive disruptions in food supply chains and to successfully process the seasonal abundance of food on the island.
2. *A community consultative process*- the cost of gathering people and identifying priority needs is not cost free, and many get excluded either because they are not active in organizations or do not have access to technology. There is demand for an efficient digital platform that is user friendly, and accessible to all community members.

3. *Youth engagement*- Many more young people are on the island now (since COVID 19)

and there are no programs that harness their skills for the greater community good

and meet their unique needs. There is a coalition of organizations/individuals developing a simple strategy for grant giving to support youth on Cortes.

4. *Mental and emotional wellbeing*- mental health is an issue paramount the world over,

and Cortes is no exception. Dealing with uncertainty and social isolation is difficult, and it is straining the wellbeing of even the most resilient.

The CICF formed as a registered, non-profit society, in 2017. Despite not yet having charitable status, the CICF has been very active. In 2018/2019, as its first response to community needs, the CICF partnered with the Cortes Island Seniors Society to raise over \$1 million dollars for the purchase of land to establish affordable housing units for seniors and families on Cortes. We are currently in the process of submitting our application for charitable status to the CRA.

The vision of the CICF is to realize, on Cortes, *“a thriving community that fosters a culture of giving now and for all time in respectful relationship with our natural home.”*

We are focused on becoming a responsive organization working to ease distress and support well-being in our Cortes community, and would warmly welcome the partnership of the Strathcona Regional District.

Thank you,
Deepa Narayan, Ph.D.
President, CICF

Attachments:

Social Profit Report and Economic Development Report Summary
CICF Constitution

REPORT FROM CORTES ISLAND'S 1ST SOCIAL PROFIT FORUM

Saturday, September 28th 2019
Linnaea Farm, Cortes Island

Sponsored by Noba Anderson, Regional Director & the Cortes Island Community Foundation

“Together we are resilient”



Social Profit Forum, Cortes Island B.C, September 28th, 2019

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I. EXECUTIVE SUMMARY

The Cortes Island Community Foundation, and Noba Anderson, Regional Director, co-sponsored a day-long gathering with local community groups on Cortes Island, facilitated by Suzanne Fletcher. September 28th, 2019 marked the first time that the entire Cortes Social Profit (not-for-profit) sector had come together. It was a day of sharing and collective brainstorming at Linnaea Farm, on the traditional lands of the Klahoose, Homalco, Tla'amin and K'omoks First Nations. Over 50 people were present, representing over 30 organizations.

The Cortes Island Community Foundation(CICF), is an organization that is the result of three years of discussion around giving and fundraising on the island. These discussions pointed to a Foundation that would support philanthropic giving in response to community needs and in harmony with nature. It would also support the resilient network of community groups and organizations on Cortes, right down to the smallest one.

To begin the day, several board members of the CICF introduced the organization, and much good discussion ensued around the purpose and future structure of the CICF. The need for strong community engagement and accountability within the CICF was expressed by many present, as was the request that early and genuine involvement and consideration of First Nations rights and interests be taken into account.

Together, the entire group identified common strengths and needs, and created a "Cortes Social Profit Map"(See Appendix 4). The map was a powerful representation of the organizational fabric of our island home and the myriad of services provided. We saw ourselves as parts of a greater living whole in need of more connection.

In the afternoon, the group divided into five smaller groups, each considering and answering a single question. Discussion topics were about our community organizational gaps, opportunities for collaboration, the building of community resilience, ways to engage our youth and a better collective response to global circumstances.

There was keen interest in continuing to gather as social profit organizations in various forms, and many ideas were generated about how that might take shape. Participants clearly acknowledged the benefits of collaboration. With the backdrop of the global climate crisis and now the COVID-19 pandemic, it is understood that it is especially important to communicate with each other both as individuals and as organizations. We have much to sustain here and it is our responsibility to care for that which sustains us.

II. INTRODUCTION

The first ever, island-wide gathering of local charities, non-profit societies and cooperatives (collectively termed "Social Profit organizations") happened on September 28th, 2019 and was co-sponsored by our Regional Director and the newly formed Cortes Island Community Foundation (CICF). This event served to foster new, powerful connections between local organizations, and to offer the CICF an opportunity to introduce themselves to the community and to receive important feedback from the community.

The purpose of this Social Profit Forum was information sharing and resilience building within our community. The Forum offered a shared space for representatives of local organizations to gather in the same room with a common agenda for the day – to discover the potential of collaborative thinking and harvest the actionable ideas that arose.

This forum was facilitated by Suzanne Fletcher, who graciously donated her time. Facilitation of this event aimed to develop open communications at the community level, so we could learn how to build our capacity to work together as individuals and organizations. As we gain a deeper and clearer awareness of the diversity on this island we can then actively work together out of our individual and organizational strengths. This is the power of community. By gathering with this intention, we were taking a big step toward creating vibrant societal structures that can support us through uncertain times ahead.

Clearly the time was right to gather in this way! In this era of Climate Change, it was acknowledged that building deep, adaptive, community-based structures of organizing, communicating and decision-making, is indeed an important response to global circumstances. The stronger our collective structures, the more resilient we will be to weather whatever may be coming.

Many thanks are given to all who participated, and to all those who will participate. Thank you to those who donated funds, services or time to make this event possible. Special thanks to Leaf and Autumn for providing documentation of this event that served as the basis of this report. Thanks to everyone for realizing the importance of coming together with a passion and curiosity to see where the future will take this. Thank you all for your contributions to this inspiring community gathering.

III. PARTICIPATING ORGANIZATIONS

Over 50 people came representing over 30 organizations. All groups invited were able to attend, save one organization.* This was an exceptional representation of social profit organizations on Cortes. Clearly this was of value to the community. The following is a list of all groups present:

- o Cortes Literacy Now / Folk U
- o Cortes Island ESS
- o Reel Youth
- o Cortes Island Museum and Archives Society
- o Cortes Island Radio
- o Old School House gallery
- o Southern Cortes Community Association
- o Whaletown Community Club
- o Cortes Community Health Association
- o Linnaea Farm Society
- o Forest Trust for the Children of Cortes Island Society
- o Hollyhock
- o Klahoose First Nation
- o Harbour Authority of Cortes Island
- o Free Store
- o Cortes Island Firefighting Association
- o Cortes Island Seniors Society
- o Cortes Community Economic Development Association
- o Cortes Island Seafood Association
- o Island Car Share Co-op
- o Cortes Housing Initiative
- o Cortes Natural Food Co-op
- o Friends of Cortes Island Society
- o Cortes Community Forest Co-op
- o Community Forest General Partnership
- o Cortes Women's Resource Centre
- o Cortes Food Bank
- o Cortes Cat Rescue
- o Cortes School Parent Advisory Council

- o Lovefest
- o Cortes Island Community Foundation

*The Cortes Craft Co-op was the only group not able to send a representative.

We also welcomed the Surge Narrows Community Association & their initiative Discovery Islands Ecosystem Mapping (DIEM), to join us for the day.

IV. MORNING SESSION

Regional Director Introduction

Noba Anderson, SRD Regional Director for Cortes Island, gave a welcome and spoke of how the near-term reality of climate change is upon us, and that the Cortes Island community has a unique and timely opportunity to come together and build community-based resilient responses. She outlined the cross-sectoral work that has been happening through the Cortes Community Economic Development Association and now the Cortes Island Community Foundation, and spoke of the need to create a Cortes Community Council. This Council, contributed to in some significant way from the Social Profit sector represented here, would serve, she submitted, as a critical community organizing tool and actually be a meaningful climate response measure.

CICF Introduction and Q & A

The newly formed Cortes Island Community Foundation (CICF), host of this event, formally introduced themselves.

The vision of the CICF is to realize, on Cortes, *“a thriving community that fosters a culture of giving now and for all time in respectful relationship with our natural home.”*

The mission of the CICF is: *“To facilitate strategic gifting in support of community needs and priority projects.”*

Four of their board members were at this gathering (De Clarke, Jodi Peters, David Rousseau, and Ian Watson) and spent some time fielding questions from the organizational representatives. Deepa Narayan, the current CICF Chairperson, gave a welcome via video.

The CICF explained that as a community foundation, they are a public, charitable organization whose purpose is to generate a climate of philanthropic giving on Cortes Island, to respond to community needs and priorities in harmony with nature, and to help build resilient and vibrant networks of community groups and organizations embedded in the local community. The CICF is designed to take advantage of larger philanthropic funding sources that are often not available to smaller, community non-profit groups, and to offer donors seeking to bequest funds to the community as a whole, a registered charity set up to receive them.

The questions from participants were diverse, and offered the directors of the CICF helpful and necessary input for moving forward together with the social profit organizations of Cortes. The issue of accountability was brought up several times, as the structure of community foundations differs from most charitable organizations, in that there is no voting membership. The CICF, like all public community foundations across Canada, will work hard to communicate with the people of Cortes, donors, and grant recipients. Transparency and accountability measures will be incorporated into the policies that govern the CICF, and these are currently under development, as the CICF is preparing its application for charitable status.

Another important question raised was how the CICF will act in the spirit of reconciliation and right relation while carrying out granting activities on the unceded territories of the Klahoose, Tla'amin, Homolco and K'omox First Nations. The CICF will be working to establish and maintain a respectful relationship of appropriate consultation, communication and support with the Klahoose First Nation, and other First Nations as appropriate in CICF activities.

Many other questions that arose will be answered in 2020, as the CICF moves forward with gaining its charitable status and initiating its granting programs.

Organizational community building activities

a. Step in/Step out - What are our common experiences and needs (See full list of questions in Appendix)

This exercise involved the entire group, and identified our common needs as well as our differences. It identified that more partnerships, board training and administrative support would be of value to many groups. Many clearly needed more stable core operating funding as well as more program funding. At the end of this exercise, it became clear that only a few groups had relationships with stable philanthropic donors, none had received a posthumous donation through a bequest and only one organization was aware of anyone actually writing them into their will. It was noted that this was the space that the Foundation would be able to occupy in terms of donors. It also became clear that no group had discussed the Cortes Local

Economic Action Plan at their Board table and that more cross-sector, island-wide thinking would be of value.

b. Circles - Mapping the Social Profit organization landscape of Cortes

For this exercise each group represented received a paper circles with their name on it. Organizational representatives were then invited to write on smaller circles all the programs or projects run by each of their respective groups, and place all the circles on the wall to form a Cortes social profit map. The image was quite powerful as it represented the organizational fabric of our island home. We could, in a glance, see the diversity and the great potential for beneficial connections. (See Appendix 4 for image).

V. AFTERNOON SESSION

Big Picture Questions and Breakout groups

After a delicious lunch, the remainder of the day was taken up by small groups discussion and presentations. The large group was divided into five smaller groups. Each group considered a single question, and brainstormed answers. At the end of the small group brainstorm, everyone gathered together again, and each small group made a presentation to the whole, allowing time for both questions and additions from the larger group.

Here are the questions and responses from the five groups:

QUESTION 1 : What are the missing pieces of the Cortes Infrastructure—what organizations, focus areas, funding?

I. Local food and agriculture

- o Dairy, fruit juicing and other food processing
- o Community greenhouses
- o Grain production and storage
- o Bio-char production and distribution
- o Sea salt production

II. Coordinated Organizational Infrastructure

- o Shared office spaces
- o Shared office supplies and equipment
- o Shared book-keeping and accounting
- o Administrative support

III. Community Land

- o Community ownership
- o Management
- o Preservation
- o Local covenanting organization
- o Light Industrial Zoning ie. manufacturing/car repair/woodworking shop/etc.
- o Alternative affordable housing ie. eco-village model

IV. Educational infrastructure

- o Local secondary school - to keep families intact
- o Alternative education models to draw new energy to the island
- o Entrepreneur training/mentoring

V. Accessible Transportation

- o Public transit (clean energy)
- o More comprehensive vehicle sharing
- o Electric Ferry

VI. Social Services

- o Birth support
- o Childcare
- o Death caring
- o Safe rides
- o Local response network (phone tree)
- o Restorative Justice Council
- o Cultural competency
- o Language Matters

VII. Independent Local Media

- o Local news reporting

VIII. Local Governance

- o Council for local decision making
- o Regulations regarding food safety ie. Shellfish testing

IX. Freshwater Resiliency

- o Rainwater Catchment
- o Shared wells/aquifers

- o Seawater distillation

X. Energy

- o Solar
- o Wind
- o Hydro
- o Tidal
- o Geothermal
- o Methane production

XI. Waste Management

- o Anaerobic human waste digestion (reduces groundwater contamination, supplies fuel and fertilizer)
- o Septic system pump out to digester
- o Pump out station for boats at marinas
- o Upcycling of recycling centre - plastics and metals

QUESTION 2: What are the ways that your organization could benefit through collaboration with other organizations on Cortes?

It was agreed that the benefit of partnerships and collaboration with other island organizations were undeniable. Some direct examples are:

- o CCEDA aiding by facilitating collaboration of organizations on island
- o Shared training ie. Diversity Equity and Inclusion (DEI) training
- o Cultural competency (building awareness, pre-reconciliation) ie. suggestion to respectful invitations, non pushiness, language matters etc.
- o Shared lobbying efforts ie. climate emergency, shared grants etc.
- o An ongoing process for shared forum calendar communications
- o Shared skills
- o Shared resources (and resource lists)
- o Shared communication/information
- o Shared support ie. letter writing to support other organizations with 'roadblocks'
- o Shared ownership
- o Job sharing ie. admin support

- o Program and content ie. shared events calendar
 - o Non-competitive and island wide programming
-

QUESTION 3: How do we build resiliency on Cortes Island?

First, we have to define resiliency. The dictionary definition is “**the capacity to recover quickly from difficulties**”. Some definitions that the group came up with were: **bouncing back from adversity, health, thriving interconnectedness, independence and interdependence** to name a few. It was noted that it would be forward thinking to put systems in place for sharing before challenges arise. By coordinating and sharing our resources we build resiliency, which can grow and expand out into the community. Here are some examples of how we can build resiliency for all people on the island and in the community:

- o Actively staying connected with nature
- o Deep local understanding environmentally and socially
- o Knowing of the state of Cortes now and tracking what the coming trends could be
- o Food resiliency
- o Communication network follow and lead
- o Stop assuming that there are shared values and ethics on island. Create a ‘Code of Ethics and Conduct’
- o Become aware of those who are struggling so they are not lost. It is the community’s shame if people are left behind in the dark
- o Willingness to accept change. Recognize our own biases and be willing to see them and change
- o Developing local capacities
- o Land acquisition – family and youth support ie. cradle to grave
- o Understanding interconnections and working with strengths
- o Holding higher vision
- o Trust in relationships
- o Boundaries are healthy and okay to set
- o Mental health – individual and esoteric
- o Spiritual and emotional resilience ie. story telling
- o Teamwork – building the capacity to work on a team and take action
- o Celebration and joyfulness
- o Action

- o Educating self and community ie. DEI, climate change, skills, etc.
- o "Agregra" – common soul
- o Phone tree for safety community response to domestic and gender-based violence
- o Safe rides
- o Youth through rites of passage
- o Resilient plant medicine collective (coming into fruition)

- o Building and supporting relationships between mothers and elders in an eldership care: for intergenerational and mutual well-being, support, and connection. As a community we can support people stepping into this role for each other. Creating extended family among generations on the island
- o Gather to share grief and sorrow – ceremoniously and simply ie. death caring
- o Gather to talk about climate change. Share with others what worked and what didn't for you in your projects. Sharing our practices and share our actions. A true venue to share awareness and understanding.

QUESTION 4: How do you see your organization's work transforming in response to global issues?

First one must address what the global issues are. Here are some:

- o Climate change
- o Demographic of baby boomers aging, smaller population sizes in younger demographics
- o Peak oil
- o Lack of Diversity, Equity, and Inclusivity
- o A.I technology etc.

And then, which ones relate to the capabilities of our organizations?

- o Klahoose: food security, composting, aquaculture
- o Klahoose Multipurpose building runs on propane, how do we change that
- o Food bank: supports as long as it can but we need more food security
- o Hollyhock: food security, a space to knowledge share, focus on more support for community
- o FOCI: ecological restoration and species monitoring
- o As a community it is important that we make decisions, and keep them viable and resilient from external influences. Neighbourhood resiliency.
- o Preventing the collapse of ecosystems

- o Long-term planning for climate change
- o Water bureaucracy/governance...
- o Water conservation program
- o Water truck, electric
- o What are you planting? Is it too water intensive?
- o Different modes of transportation: people powered water craft, horses, etc.
- o Resource independence * renewable energy infrastructure
- o Political activism involvement
- o Jump over any solution that involves assumed availability of any petrol, otherwise it is fundamentally flawed

QUESTION 5: How do we engage young people on Cortes in our organizations?

There were many layers to this question and many other questions arose.

- o How do peers feel supported in who they are? How does it feel being the only woman or the only man on a board? These spaces have to be safe environments for a young person to join
- o Cradle to grave awareness of an organization
- o Functioning board with people of like age group, how do we encourage succession?
- o How do boards rejuvenate themselves and stay resilient
- o Are organizations open to changes as young people may change the way it used to work, how are we open to evolving?
- o It is transformative for young people to be deeply seen by respected older people in the community. What creates the soil for really active and engaged citizens? As older people we have a responsibility to shepherd youth. Young people need to belong to the community. What do young people need? Employment, stake-hold (investment) in organization, have passions supported, peer-support and gender equity.
- o Younger people are in need of jobs and don't have the freedom to volunteer at the same rate. These people may also be very busy with families or single people. Support offered to organizations to pay for young involvement

- o Alternative education to students; support youth to keep young families from having to leave the island for high school. What models can we look at that will bring young people to the island and keep them here?
- o Being on a board grows our relationship to the island
- o Increase number of contacts in the community
- o Active recruitment
- o What works to recruit people? How we use our language. Personal “touches” to recruit young people. Acknowledge their strengths and how it will benefit them to join.
- o Personal contact, face to face conversations
- o Speak to passion – what are the young people you are recruiting passionate about?
- o Complimentary pairs, invite a friend of theirs to join with them
- o Organizational climate
- o Personal investment in organization
- o Young people – do they feel a part of this reality as a political world? How are they going to shape the world that will come? How do we include them and help them feel important?
- o Mentorship program – awaken natural inspiration
- o Group of elders who want to support the group of a foundation. Refer to Rick Bockner to guide a unique path for a board. Council of Elders
- o Seeking safe houses on Cortes is a HUGE need (couple of nights). Contact womens’ centre!

VI. NEXT STEPS

At the very end of the day, all participants were all asked to brainstorm answers to the following question: The responses are listed below.

- o **What would be useful/great/fun for 50+ change makers to do together next time?**
- o Reporting in on what worked and what didn’t work
- o Where do the challenges still exist? More time for smaller break out groups.
- o DOING/acting on things together – more hands on

- o Create lists between our organizations for ongoing information sharing
- o Space to allow more sharing about what the local organizations are actively doing
- o True confessions: share wisdom in the room of past successes and learning
- o Bring a challenge that you're currently dealing with as an organization and have people from other organizations help to brainstorm solutions. Collective intelligence. "Case studies". Proactive cafe
- o Include an element of training that all organizations that would benefit from ie. Diversity Equity, Inclusiveness (DEI) training, etc.
- o Regenerative thinking - applies to organizations. Helps with problem. Field possibility – sit with the solution that is in the room that we haven't found. Turns from pro and con to co-creative effort. Valuable as ever for boards. Ben Haggard -- read up on it
- o Two or three organizations co-collaborate between their 2 or 3 mandates to create something together
- o Deep adaptation – building climate resilience

Already, there are groups connecting as a result of this event. Initiated due to the current COVID-10 pandemic, there has been a teleconference with as many participating organizations from this event as possible attending, as well as a public, town hall ZOOM discussion.

While it may take more time, given current global and local events, our Regional Director, the CICF, and other local organizers would like to repeat this event and initiate others, specifically to move forward action items that are of priority to the Cortes community.

VII. CONCLUSION

It is clear that the consensus of the participants was an acknowledgement of the benefits of collaboration. Ultimately, this forum was an opportunity for the community's social profit groups to share, network, grow, and celebrate the efforts and achievements of the Island's organizations, as well as to solve problems as a community.

We can all add our voices to the shared visioning and decision-making process. Forums are one way we can do this. Our organizations can be heard by one another and strengthen relationships in order to thrive in the current and coming times. It was acknowledged that there is real value to learning more deeply about the workings of Cortes organizations. This collective learning can guide us in becoming respectfully interdependent, which will strengthen us as a whole.

With the backdrop of the global climate crisis, it is especially important to communicate with each other, as individuals and as organizations. Gaining trust and understanding of each other now, when there are less environmental stressors, is crucial to being able to respond effectively to whatever is to come. We are all interdependent, and building deeper capacity for this conscious way of relating is fundamental to a thriving community.

Community is the Unit of Resilience!

VIII. APPENDICES

APPENDIX 1 - Announcements

- **Klahoose First Nation** bought a vehicle that is seeking priority loading on ferry. Seats are for those who need the service and any open seats are open to public. Any letters on behalf of your organization support to the Ministry of Transportation. We need safe and consistent transportation across the island to health care. **Meeting on October 25th at Klahoose!**
- **SeaFest** is looking for new people to run the event, the original founders are retiring
- **Community Housing** needs support for letter writing, phone calls for rezoning of land
- **FolkU** – the intention behind FolkU is empowering people of community to share their knowledge, learn from others, and become resilient. Also developing ‘Youth Advisory’ which is a council that other organizations can consult with. If you’d like to volunteer or learn more, reach out to Manda Aufochs Gillespie
- **DIEM (Discovery Islands Ecosystem Mapping)** is looking for relationships for mapping projects! Check it out at: <http://www.diemproject.org/>
- **CCEDA** is looking for people to get involved, and is ready to build and grow relationships with community
- **Cortes Investment Concepts** was proposed as resource-mobilizing structure that assesses the viability of ideas and links them with local human resources, financial resources, and physical resources. How could it tie into existing organizations such as the Community Foundation, CCEDA etc.?

APPENDIX 2: Forum Supporters

In preparation for this Social Profit Forum, there were many contributors and supporters that came together to bring this day to fruition. Donations of time and donations of money were both pivotal in pulling this together.

We would like to give many acknowledged thanks to all those who contributed including, but not limited to:

- **The Cortes Island Community Foundation**
- **Linnaea Farm**
- **Hollyhock**
- **The Cortes Natural Food Co-op**
- **Gathering Place**
- **Suzanne Fletcher**
- **Amy Robertson**
- **Corry Dow**
- **Rex Weyler**
- **Lisa Gibbons**
- **Lore and Derek Mack-Mumford**
- **Mark Lombard**
- **Bill Weaver**
- **Victoria Watson**

APPENDIX 3: Step-up Step Back' Questions from morning session

All participants stand in a circle facing inwards. Each group represented is given a piece of paper with their organizational name written on it to hold up facing into the circle. They are then asked to take a step into the circle if they answer yes to the following questions, and then step back again. A hand can be raised if the answer is not known or not applicable.

- o Have you been around for more than 10 years?
- o Do you own land or buildings?
- o Are you membership-based?
- o Do you have more than 50 members?
- o Do you have more than 200 members?
- o Do you have more than 500 members?
- o Are you primarily in service of people?
- o Are you primarily in service of nature?
- o Do you have a strategic plan?
- o Do you have an updated and activated strategic plan?
- o Do you have a dynamic board at this time?
- o Do you struggle to recruit and retain committed board members?
- o Would you benefit from board training?
- o Do you have any formal partnership with other Cortes organizations?
- o Could you benefit from, or have your work amplified by, more formal partnerships?
- o Could you benefit from shared admin support (membership renewal, record keeping, etc)?
- o Do you feel sufficiently regionally connected in your work?

- o Do you have employees or stable contract employees?
- o Do you think that you pay real living wages?
- o Have you discussed paying a real living wage?
- o Do you struggle to find (not pay for) sufficient administrative support, including bookkeeping?
- o Do you struggle to secure core operating funding (lights, rent, insurance, etc)?
- o Do you struggle to secure core admin funding?
- o Would you better thrive with more stable program funding?
- o Could you use private business investment?
- o Do you get key funding from government sources?
- o Do you have relationships with stable philanthropic donors?
- o Have you received a posthumous donation through someone's will?
- o To your knowledge, are you a beneficiary at present in anyone's will?
- o Have you discussed the Local Economic Action Plan at your board?
- o Is this kind of gathering something that your organization has thought about before?

**CONSTITUTION AND BYLAWS
OF THE CORTES ISLAND FOUNDATION**

**BC Certificate of
Incorporation # S0068503**

Cortes Island Foundation

CONSTITUTION

1. The name of the Society is: "Cortes Island Foundation" (hereinafter referred to as "the Society" or "the Foundation").
2. The purpose of the Society is to receive and manage funds for the purpose of funding:
 - (a) other registered charities that are qualified donees under the Income Tax Act Canada as amended from time to time, or
 - (b) recipients who are approved by Revenue Canada Taxation such purpose to be achieved by managing and distributing donations, and establishing permanent endowment funds so that the income realized there from may be used to provide financial assistance to those qualified donees or recipients, or
 - (c) educational scholarships, bursaries, awards and other forms of financial assistance to those in need, based on financial circumstances, scholastic standing and personal qualities.
3. Subject to any specific direction by a donor or a Court having an appropriate jurisdiction, the Society, shall make such investments which are in accordance with the investment policy of the Board, as established from time to time. This provision is alterable by special resolution of the members.
4. The activities, organization and operation of the Foundation shall be carried on without purpose of gain for its members and any profits or other accretions to the Foundation shall be used in promoting its objects.
5. The Society is a charitable one, and acknowledges that all investments and property thereof including the income there from, is and will be held in trust pursuant to the Constitution and Bylaws of the Society to further the object of the Society.
6. In the event of dissolution or winding-up of the Society in accordance with the provisions of the Society Act, all remaining assets, after payment of liabilities, shall be distributed to registered charitable organizations as the Board may designate.
7. The provisions of paragraph 4, 5 and 6 and this clause are unalterable.
8. The operations of the Society are to be chiefly carried on within the geographical boundaries of Cortes Island, BC, Canada, and this provision is alterable by special resolution of the members.

Bylaws

PART 1 - INTERPRETATION

1. (1) In these Bylaws, unless the context otherwise requires,
 - (a) "Board" means the Board of Directors of the Cortes Island Foundation;
 - (b) "Bylaws" mean the Bylaws of the Cortes Island Foundation;
 - (c) "Director" means a Director duly elected to hold office in the Cortes Island Foundation;
 - (d) "registered address" of a member means their address as recorded in the register of Members including e-addresses;
 - (e) "Society" or "Foundation" means the Cortes Island Foundation;
 - (f) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (g) "ordinary resolution" means
 - (i) a resolution passed at a general meeting by the members of the Society by a simple majority of the votes cast in person;
 - (ii) a resolution that has been submitted to the members of the Society and consented to in writing by seventy-five percent of the members who would have been entitled to vote on it in person at a general meeting of the Society; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the Society.
 - (h) "special resolution" means
 - (i) a resolution passed in a general meeting by a majority of not less than 75% of the members of the Society of the votes cast in person;
 - (ii) a resolution that has been submitted to and consented to in writing by every member of the Society who would have been entitled to vote on it in person at a general meeting of the Society; and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the Society.
 - (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation

PART 2 – MEMBERSHIP

3. The members of the Society shall be composed of the incumbent directors who have been elected as prescribed by these Bylaws. For the purposes of annual general meetings a retiring director shall be considered as a member in good standing throughout the duration of such meeting.

4. Every member shall uphold the constitution and comply with these Bylaws.

5. A person shall cease to be a member of the Society as and when he or she vacates the office of director or is removed from this office in accordance with the provisions of Bylaws 33 and 34.

PART 3 - AFFAIRS OF THE SOCIETY

6. The Head Office of the Society shall be situated within the corporate limits of the Strathcona Regional District in the Province of British Columbia.

7. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed. Such seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution and if no persons are prescribed, in the presence of the President and Vice-President, or any one of those persons and another director of the board.

8. The emblem and other insignia of the Society, as adopted from time to time by the Board of Directors shall be used and displayed only in accordance with any rules and regulations as shall be prescribed by the directors from time to time.

9. Until changed by resolution of the Board of Directors, the financial year of the Society shall end on the last day of December of each calendar year.

10. The Society shall deal with whichever banks, trust companies or other organizations as the Board of Directors may from time to time determine.

PART 4 - MEETINGS OF MEMBERS

11. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

13. An annual general meeting shall be held at least once in every calendar year and not more than fifteen months after the holding of the last preceding annual general meeting

14. Not less than fourteen days notice of a general meeting shall be given to the members (subject to the right of all the members to consent in writing to reduce the period of notice) and such notice shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business.

15. The accidental omission to give notice of a meeting to, or the non-receipt of notice, by any of the members entitled to receive notice does not invalidate proceedings at the meeting.

16. A notice shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given;
- (b) delivered to their recorded address;
- (c) mailed to their recorded address by prepaid ordinary mail or by courier service;
- (d) delivered by transmitted communication to their e-address

17. A notice delivered personally to either the person or the person's recorded address shall be deemed to have been given when it is delivered. Mailed notice shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canada Post receptacle or delivered by e-mail. Notice sent by any means of transmitted communication shall be deemed to have been given when dispatched.

18. The Secretary may change the recorded address of any member, director, officer, auditor or member of a committee of the Board in accordance with any information believed to be reliable.

19. No other person is entitled to receive notice of a general meeting.

20. The only persons entitled to be present at a general meeting of the members shall be the members as herein defined and the Auditor of the Society. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS

21. The directors of the Society shall place before each annual general meeting of the Society

- (a) the adoption of the rules of order;
- (b) the consideration of the financial statements;
- (c) the report of the directors, including such committee reporting as required;
- (d) the report of the auditors, if any;
- (e) the election of directors;
- (f) the appointment of the auditor, if required, and;
- (g) such other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business, which is brought under consideration by the report of the directors, issued with the notice convening the meeting.

22. Special business is

- (a) all business at an extraordinary general meeting excepting adoption of rules of order, and
- (b) business that is transacted at an annual general meeting as provided for in Bylaw 21.

23. (1) No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when the quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) The quorum for any general meeting shall consist of a majority of the members as defined in Bylaw three.

24. If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to a day and time in the next week as appointed by the Chair, and if, at the adjourned meeting, quorum is not present within thirty minutes from the time appointed for the meeting, the members present constitute a quorum.

25. The President of the Society or in their absence, the Vice-President, or in the absence of both, one of the other directors present shall preside as Chair of a general meeting.

26. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as specifically provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. (1) No resolution proposed at a meeting need be seconded and the Chair of a meeting may move or propose a resolution.

(2) Voting shall be by show of hands unless a majority of the members present shall otherwise determine.

(3) When a vote is being taken by ballot, the Chair may vote, but if he or she does so and a tie vote results, he or she shall not be permitted to vote again to break the tie. When a vote is being taken other than by ballot, the Chair shall not vote except (a) in the case of a tie, when he or she may cast the deciding vote; or (b) when their vote would result in a tie, thereby causing the motion to be lost.

(4) At all meetings of the Society, each member who is present shall be entitled to one vote on their own behalf, and no voting by proxy is permitted. Each issue shall be decided according to the majority of votes cast except where the members are voting on a special resolution.

PART 6 – DIRECTORS

28. (1) The directors may exercise all such powers and do such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject nevertheless, to the provisions of:

(a) all laws affecting the Society;

(b) these Bylaws; and

(c) rules and policies, which are made from time to time by the society in general meeting.

(2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

29. Subject to the provisions of the Society Act and of the Constitution and Bylaws of the Society, each director in exercising their powers and in discharging their duties shall:

(a) act honestly and in good faith with a view to the best interest of the Society; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

(c) recuse themselves from any discussion or voting on a topic which may be in a conflict with their personal, professional or other community service interests

30. (1) The number of directors of the Society shall be seven, elected in accordance with the provisions of Bylaw 31.

(2) Except as may be affected by casual vacancies occurring at any time, the number of elected directors residing permanently on Cortes Island shall at no time be less than three.

(3) The Immediate Past President shall be an ex-officio director of the Society and shall remain a director until a successor is named or until he or she formally resigns, whichever comes first.

31. (1) Directors shall be elected at the Annual General Meeting by the members on the advice of an ad hoc Nominating Committee appointed by the Board of Directors annually or as required.

(2) The Nominating Panel shall be composed of two elected directors.

(3) It shall be the responsibility of the Nominating Committee to identify and recommend for election as Director(s) candidates who reflect the regional nature of the Society's scope of interest, the provisions of Bylaw 30(ii) and the composite of skills and experience required by the board to effectively discharge its responsibilities. The specific responsibilities of the Nominating Committee will be set out in written terms of reference which are reviewed and approved by the directors from time to time or as required.

(4) An election may be by acclamation; otherwise it shall be by ballot.

(5) If no successor is elected the person previously elected or appointed continues to hold office.

32. Unless otherwise provided, four of the elected directors shall serve for a term of three years and three for a term of two years. Each shall retire from office at the first annual general meeting held after the expiry of their term when their successor shall be elected. A director may stand for re-election provided however no director may serve more than four terms of either two or three years each, if appointed to fill a casual vacancy, the four full terms shall be in addition to the un-expired term of the person he or she succeeds.

33. The office of elected director shall be vacated if and when the director:

- (a) dies;
- (b) resigns their office;
- (c) is declared a patient pursuant to the Patients Property Act of the Province of British Columbia or becomes of unsound mind;
- (d) fails to attend at least sixty six percent (66%) of the meetings of the Board of Directors in any year of their term, unless their absence is excused by the Board of Directors for good and sufficient cause.
- (e) fails to attend three consecutive meetings without good and sufficient cause as determined by the Board of Directors.

34. The members may by special resolution remove an elected director before the expiration of their term of office, and may elect a successor to complete the director before the expiration of their term of office, and term of office.

35. Any casual vacancy occurring among the elected directors may be filled by resolution of the remaining directors. Any director so appointed shall hold office for the un-expired term of the vacancy.

36. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of Directors in office.

37. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

38. No director shall personally benefit financially, either directly or indirectly, through grants, scholarships or other disbursements from the Society.

PART 7 - PROCEEDINGS OF DIRECTORS

38. (1) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The President of the Society may, and shall upon the written request of any three directors, convene or cause to be convened a meeting of the directors.

(3) Reasonable notice of such meetings specifying their place, date and hour shall be given to each director by mail or by leaving it at his usual business or residential address or by telephone, fax, electronic communication or any method of transmitting legibly recorded messages.

(4) For the first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.

(5) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.

39. There shall be Standing Committees who shall have standing authority to act in the administration of business specified in this Bylaw for each committee and on any other business the Board of Directors from time to time resolves to delegate to that Committee.

40. The **Standing Committees** shall be as follows: (a) Fundraising and Endowment Committee, (b) Audit and Investment Committee, (c) Grants Committee, (d) Policy & Governance Committee, (e) Community Housing Committee and (f) Lands Committee. The duties and responsibilities of the Standing Committees shall be as follows:

(a) The Fundraising and Endowment Committee, chaired by one elected Director, shall, on behalf of the Board of Directors, ensure strong leadership in fundraising and endowment building efforts for the Foundation. The committee shall also perform an annual review of fundraising priorities and plans; make recommendations in respect to the operation of fundraising efforts and regularly review the performance of fund raising.

.....(b) The Audit and Investment Committee, chaired by one elected Director, shall, on behalf of the Board of Directors, ensure a proper review of financial reports prepared for public distribution or to satisfy the requirements of the Society Act, verify the integrity of internal accounting controls, and monitor the business conduct of the Society. The committee shall also perform an annual review of investment policy; make recommendations in respect to the

appointment, renewal or replacement of fund managers and regularly review of the performance of fund managers against the approved investment policy.

(c) The Grants Committee, chaired by one elected Director and such other external resources as the Board may from time to time designate, shall receive and review all applications for general grants and scholarships as well as Arts Fund Grants and make recommendations to the Board of Directors, which are in keeping with the designated funds available, the purpose of the Society, and any relevant policies established by the Board.

(d) The Policy & Governance Committee, chaired by one elected Director, shall assist with the development of policies and regulations for consideration by the Board of Directors. The Committee shall annually ensure compliance with all Community Foundations of Canada and British Columbia Legislative requirements.

(e) The Community Housing Committee, chaired by one elected Director, shall collaborate with and assist the Cortes Housing Society with the development of policies and regulations for consideration by their Board of Directors. The Committee shall annually ensure compliance with all Community Foundations of Canada and British Columbia Legislative requirements.

(f) The Lands Committee, chaired by one elected Director, shall advise the board on the acquisition, management and disposition of lands held by the foundation for all purposes. The Committee shall annually ensure compliance with all Community Foundations of Canada and British Columbia Legislative requirements.

41. Standing Committees shall be chaired by elected directors. The appointment of such Chairs and any other elected Directors who are to serve on these particular Committees will be made by the Board of Directors at the first meeting following the annual general meeting. Any external appointments will be approved by the directors at a subsequent meeting and as early as possible. Except as otherwise provided, all appointees shall hold office from the date of their appointment until the next annual general meeting.

42. The duties and responsibilities of Standing Committees may be amplified by the Board of Directors in more detailed Committee Terms of Reference, which shall be reviewed and approved by the Board of Directors from time to time or as required.

43. The Board of Directors may, by resolution, establish such other ad hoc committees as they deem appropriate and appoint as members of such committees such persons as the directors may determine. The appointees to such committees may include persons who are not directors of the Society. The President shall be an ex-officio member of every such Committee. The Board of Directors may delegate to any such Committee such powers of the Board of Directors as the Directors deem fit, subject to such conditions as may be prescribed in such resolution.

44. Members of a committee may meet as they think proper and necessary to the discharge of their mandate.

45. All Committees shall keep regular minutes of their proceedings and shall report the same to the Board of Directors at such times as the Board of Directors may from time to time require.

46. The directors shall have the power at any time to revoke or override any authority given to, or any act done or to be done by any committee. Committees may make rules for the conduct of their business. A majority of the members of a committee shall constitute a quorum thereof.

47. (1) Questions arising at any meeting of the directors or any committee shall be decided by a majority of votes

(2) In case of an equality of votes the Chair does not have a second or casting vote and the proposed resolution shall not pass.

48. The directors may delegate to any committee or officer all powers, duties and authority, which lawfully may be delegated.

49. No resolution proposed at a meeting of directors or of a committee need be seconded and the Chair of a meeting may move or propose a resolution.

50. A resolution in writing, signed by all the directors and placed in the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

51. A director or directors may participate in a meeting of the Board of Directors and any member of a committee may participate in a meeting of a committee of which he is a member by means of conference telephones or other communication facilities through which all persons participating in such meeting can hear each other and provided that all persons actually present for the meeting are in agreement.

PART 8 - OFFICERS

52. (1) The directors shall, at the first meeting of the Board of Directors following each annual general meeting appoint by resolution of the Board of Directors a President, a Vice-President, and a Treasurer who shall be chosen from among the ranks of the elected directors.

(2) At the same meeting, the Board shall appoint a Secretary who may or may not be a director of the Society.

53. The President shall:

(a) preside at all meetings of the Society and of the Directors;

(b) be the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

54. The Vice-President shall, in the absence of the President or in case of his inability to act, carry out all the duties and assume all the responsibilities of the President. The Vice President shall have whatever other powers and duties the Board specifies.

55. The term of office of the President and Vice President shall be not more than three consecutive years except that, when judged to be in the best interests of the Foundation, the term of office of each of these officers may, by resolution of the Board, be extended one year at a time for up to three additional years to a maximum of six consecutive years.

56. (1) The Secretary shall attend and be the Secretary of all meetings of the Directors. The Secretary shall, further:

(a) cause notice to be given of all meetings;

(b) cause an accurate and complete recording to be kept of the minutes of all general and extraordinary meetings of the members of the Society and of all meetings of the Board and its committees;

(c) be the custodian of the Society's Seal and all official documents of the Board;

- (d) cause all correspondence to be attended to;
- (e) perform such other duties as ordinarily pertain to this office.

(2) In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

57. The Board of Directors may appoint an Executive Director and fix the remuneration for this position. The Executive Director may be appointed by the Board to serve as Secretary.

58. The Executive Director shall be responsible to the Board of Directors for the day-to-day administration of the affairs of the Society within the goals and policies established by the directors. The Board will provide a written role description for the Executive Director and will review and approve such role description on an annual basis.

59. (1) The Treasurer shall undertake or oversee the performance of tasks assigned to the Executive Director and an independent accounting agency selected by the Board to ensure:

- (a) that all monies, securities and other valuable effects in the name of or to the credit of the Foundation are deposited in such chartered bank or trust company, or with such investment manager as may be designated by the Board from time to time;
- (b) that there is in place an accounting system which provides detailed financial records required for the generation of financial reports that meet Board needs and comply with the requirements of the Society Act, Canada Revenue Agency, and any other relevant legislation.

(2) The Treasurer shall be the chair of the Audit and Investment Committee as provided for 40 (a)

(3) The Treasurer shall perform such other duties as may be set-out in Terms of Reference reviewed and approved by the Board from time to time or as required.

60. The Board of Directors may at any time by a two thirds majority vote suspend or remove from office, or by a simple majority vote reinstate to office, any officer of the Society.

PART 9 - BORROWING AND FINANCING

61. (1) In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

(2) No debenture shall be issued without a special resolution of the members of the Society.

62. 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 10 - INVESTING AND USE OF FUNDS

63. The funds and property of the Society shall be used and dealt with only for its purposes and in accordance with these bylaws.

64. The Society may acquire and hold lands for any community purpose as determined

appropriate by the directors and in accordance with the tax laws of Canada.

65. The Board of Directors shall by resolution define the Investment Policy of the Association, which shall be reviewed not less than annually and revised or amended, as the Board deems, appropriate.

66. The Board of Directors shall from time to time determine the allocation of funds available including the proportion of such funds, which may be allocated to support necessary administrative activities.

PART 10 - AUDITOR

67. This Section applies only where the Society is required or has resolved to have an auditor.

68. The first auditor shall be appointed by the directors at their first meeting after the incorporation of the Society and the Society shall fill all vacancies occurring in the office of the auditor hereafter.

69. At each Annual General Meeting the Society shall appoint an auditor to hold office until re-elected or a successor is elected at the next Annual General Meeting.

70. An auditor may be removed by a special resolution provided that the Directors shall immediately thereafter appoint an auditor to take the place of the auditor so removed.

71. An auditor shall be informed forthwith in writing of appointment or removal.

72. No Director and no employee of the Society shall be auditor.

73. The auditor may attend general meetings.

74. The auditor shall be supplied with a copy of the financial reports and it shall be his duty to examine the same with the accounts and vouchers of the Society.

75. The auditor shall at all reasonable times have access to the books and accounts of the Society.

76. The auditors shall make an annual report to the directors stating whether in their opinion the financial reports are full and fair reports properly drawn up so as to represent fairly the financial position of the Society.

PART 11 - DISTRIBUTION AND AMENDMENT OF BYLAWS

77. A copy of the Bylaws shall be furnished to each member of the Society, at request, free of charge or, if so resolved by the Directors, on payment of the sum prescribed by the Society Act.

78. These Bylaws shall not be altered or added to except by special resolution.

PART 12 - PROCEDURES

79. All matters of procedure not specifically provided for by these Bylaws shall be governed by the latest published edition of Robert's Rules of Order.

PART 13 - GIFTS

80. The Society shall comply with any stipulations agreed to regarding any gifts, donations or legacies provided that such stipulations;

- (a) do not conflict with the purposes of the Society; and
- (b) are not considered objectionable by Revenue Canada or any similar governmental authority.

PART 14 - INDEMNITY AND PROTECTION OF DIRECTORS AND OFFICERS

81. Subject to the Society Act and these Bylaws, the Society shall indemnify a director or former director of the Society and the heirs and personal representatives of such persons against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he or she is a party by reason of such person being or having been a director of the Society.

82. Subject to the Society Act and these Bylaws, the directors shall cause the Society to indemnify any officer or former officer and the heirs and personal representatives of such persons against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he or she is a party by reason of such person being or having been an Officer of the Society. The Society shall be deemed to have contracted, on the terms of the foregoing indemnity, with each such officer or former officer upon their appointment.

83. The Society shall apply to the Court for all approvals of the Court, which may be required to make any indemnity, referred to in this Bylaw effective and enforceable. The Society shall be deemed to have contracted, on the terms of the foregoing indemnity, with each director of the Society upon their election or appointment.

84. The failure of a person to comply with the Society Act or the Constitution or these Bylaws shall not, in itself, invalidate any indemnity to which such person is entitled under this Bylaw.

85. The directors may cause the Society to purchase and maintain insurance for the benefit of any person in respect of whom the Society is or may be obligated to indemnify pursuant to this Bylaw.

86. The Society shall not be required to indemnify a person pursuant to this Bylaw if such person did not, with respect to the act of matter giving rise to the proposed indemnification, act honestly and in good faith and with a view to the best interest of the Society, or in the case of a criminal or administrative act or proceeding, if he or she did not have reasonable grounds for believing their conduct act or matter giving rise to the proposed indemnification, act honestly and in good faith and with a view to the best interest of the Society, or in the case of a criminal or administrative act or proceeding, if he or she did not have reasonable grounds for believing their conduct was lawful.

DATED this 13th day of August, 2019, at Cortes Island, in the Province of British Columbia.