



Horticulture Centre of the Pacific

Constitution & Bylaws

As Approved by the Members at the Special General Meeting
September 23, 2018

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CONSTITUTION

1. The name of the Society is the: "HORTICULTURE CENTRE OF THE PACIFIC".
2. The purposes of the Society are: To support the pursuit, promotion and enjoyment of horticulture and arboriculture.

BYLAWS

PART 1 – PREAMBLE

1. The Society achieves its purpose through:
 - 1.1. Awareness
 - 1.1.1. Fostering awareness of the value of horticulture, conservation and arboriculture.
 - 1.1.2. Promoting public interest in horticulture, conservation and arboriculture;
 - 1.2. Education
 - 1.2.1. Demonstrating appropriate design and use of plants;
 - 1.2.2. Demonstrating appropriate garden methods;
 - 1.2.3. Providing educational programs
 - 1.3. Protection
 - 1.3.1. Promoting and practicing the preservation of green space
 - 1.3.2. Protecting rare and endangered species of plants and ecosystems
 - 1.4. Operations
 - 1.4.1. Operating gardens and arboreta
 - 1.4.2. Providing facilities for research, garden maintenance and production of plants
 - 1.4.3. Working with other societies that uphold the society's purpose
 - 1.5. Community
 - 1.5.1. Encouraging public use and enjoyment of the Center and its programs
 - 1.5.2. Providing venues for public events, displays and music appropriate to the purpose

PART 2 - INTERPRETATION

2. In these Bylaws, unless the context otherwise requires
 - 2.1. "act or Societies Act" means the *Societies Act* or any act that replaces the *Societies Act*.
 - 2.2. "Annual General Meeting" means the annual meeting of the members of the Society that the Society is required to convene no more than six months after the end of the previous financial year
 - 2.3. "Annual Membership Fee" means the annual membership fees or dues for each class of membership
 - 2.4. "Annual Report" means the report that must be filed with the Registrar within 30 days of the AGM.
 - 2.5. "Ballot" means registering a secret vote on paper
 - 2.6. "Board" means the HCP's Board of Directors as appointed and elected in accordance with these bylaws.
 - 2.7. "Board Report" or "Directors' Report" means the report given by the Chair at the AGM on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated in the next year

- 2.8. “Board Resolution” means:
- 2.8.1. A resolution that is passed at a Board meeting by a simple majority; or,
 - 2.8.2. A resolution that has been sent in writing to all the Directors and that is consented to in writing by all the Directors with voting rights.
- 2.9. “Bylaws” means these bylaws and any changes approved by the members by special resolution and filed with the Registrar
- 2.10. “Chair” means the person elected by the Directors to Chair the Board of Directors
- 2.11. “Constitution” means the constitution and any changes approved by the Members by special resolution and filed with the Registrar
- 2.12. “Counterpart” means one of more copies of a document that are signed and then considered as though they were one document
- 2.13. “Court” means the Supreme Court of British Columbia
- 2.14. “Director” means a member who is elected or appointed to the position in accordance with these bylaws.
- 2.15. “General Meeting” means a meeting of the Society at a time and place in accordance with the Act as determined by the Board of Directors
- 2.16. “In Camera” Meeting(s), or portions thereof, whose subject matter is open for consideration and or discussion only by those intimately concerned
- 2.17. “Mailing Address” means the registered office mailing address as set out in the society’s statement of directors and registered office
- 2.18. “Material means in the context of:
- 2.18.1. discussing an issue, information that could alter the discussion and / or the decision
 - 2.18.2. accounting records, information that could alter the financial statements such that a reasonable person might notice the difference
 - 2.18.3. preparing a review of the financial position, information that could noticeably alter the report on the society’s financial position and / or the results of its operations
 - 2.18.4. conflict of interest for a director, the situation where it could be difficult for a director to separate the interests of the society and their own in order to objectively consider the issue and vote in the best interest of the society; and
 - 2.18.5. disclosure of a direct or indirect interest in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter
- 2.19. “Member” means a person, society or corporation qualifying for membership in one of the classes of members in in accordance with these bylaws.
- 2.20. “Notice” means notice of a meeting of the Society and is to be given to all voting members of the Society by any of the following means:
- 2.20.1. Personally, or,
 - 2.20.2. by regular mail or facsimile to the voting member’s mailing address; and Notice is deemed to have been given on the third (3rd) day following that on which the Notice is posted in a mail box or sent by fax or delivered and in proving that such Notice has been given it is sufficient to prove that the Notice was properly addressed, and put in a Canada Post receptacle or sent by facsimile; or
 - 2.20.3. by electronic mail to the voting member’s email address on record; and Notice is deemed to have been given on the second day following the day on which the notice is sent and in proving that such notice has been given

- it is sufficient to prove that the Notice was properly addressed and was sent by the Society's server
- 2.21. "Officer" means a director who is elected by the other directors to be the Chair, Vice-Chair, Treasurer or Secretary
- 2.22. "Ordinary Resolution" means a resolution that is:
- 2.22.1. passed at a general meeting by a simple majority of the votes cast in person, or,
- 2.22.2. by any other means specified in these bylaws, or,
- 2.22.3. consented to in writing by 2/3 of the voting members
- 2.23. "Quorum" means the minimum number of members required to transact business at a general meeting of the members or the minimum number of directors required to transact business at a Board Meeting.
- 2.24. "Register of Directors" means the list of directors including their names and contact information.
- 2.25. "Registrar" means the Registrar of Companies of the Province of British Columbia
- 2.26. "Senior Manager" means the person engaged by the Board to manage the activities and internal affairs of the Society with the title of "General Manager".
- 2.27. Simple Majority" is 50% plus 1 or more votes cast
- 2.28. "Society" means the Horticulture Centre of the Pacific (HCP)
- 2.29. "Special Business" means
- 2.29.1. any business conducted at a special general meeting as outlined in the notice calling the meeting; and
- 2.29.2. any business conducted at an Annual General Meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor's report (if any), electing directors, and appointing an auditor (if required).
- 2.30. "Special General Meeting" means a meeting of the members of the Society that is called between Annual General Meetings in order to deal with urgent matters that require the members' approval
- 2.31. "Special Resolution" means a resolution that is:
- 2.31.1. passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by any other means permitted in these bylaws
- 2.31.2. consented to in writing by all of the voting members; and
- 2.31.3. cast in accordance with these bylaws
- 2.32. "Voting Members" means Individual Members and the representatives of Corporate Members who have the right to vote in accordance with these bylaws.
3. The definitions in the Act apply to these Bylaws
4. 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 shall prevail.
5. The members may amend these bylaws by special resolution at a duly called general meeting.
6. If a word is used in the singular, where it makes sense, it also means the plural.

PART 3 - REGISTERED OFFICE

7. The Registered Office of the Society shall be at 505 Quayle Road in the District of Saanich, British Columbia

PART 4 - SOCIETY RECORDS

8. The Society will keep two kinds of records, those that:
 - 8.1. Relate to the formation of the society, from official bodies, and the composition of the society; and
 - 8.2. Relate to the operation of the society
9. The Society must keep records related to its formation, registers of members and directors and records related to the Society as a whole:
 - 9.1. The certificate of incorporation as a society
 - 9.2. Certified copies from the Registrar of the:
 - 9.2.1. Constitution
 - 9.2.2. Bylaws
 - 9.2.3. Statement of Directors, and
 - 9.2.4. Statement of the Society's office
 - 9.3. Copies of records from the Registrar, other than in response to a request;
 - 9.4. Orders from any:
 - 9.4.1. Court or tribunal, and
 - 9.4.2. Government body, agency or official
 - 9.5. The register of directors with their contact information
 - 9.6. Consents to act as director, declarations of conflict of interest and resignations
 - 9.7. Disclosures of interest by directors or the Chief Executive Office
 - 9.8. register of members, by classes of members with contact information
 - 9.9. the minutes of general meetings, including the text of each resolution passed
 - 9.10. consents to resolutions received from members in the case of consent resolutions
 - 9.11. the financial statements; and
 - 9.12. the auditor's reports
10. The Society must keep records of its operations
 - 10.1. the minutes of each meeting of directors, including
 - 10.1.1. a list of the directors present, and
 - 10.1.2. the text of each resolution passed at the meeting
 - 10.2. a copy of each consent resolution and a copy of each of the consents
 - 10.3. accounting records of each transaction that materially affected the financial position; and
 - 10.4. audit reports
11. The Society may dispose of records that:
 - 11.1. were created or last altered more than 10 years previously; and
 - 11.2. are no longer relevant to the activities or internal affairs of the Society
12. The Society will keep non-electronic and electronic records at the Society's registered office
13. The Directors may approve other location(s) at which some or all of the records may be kept
14. If there are records that are not kept at the registered office, the Society must have a written notice at the registered office showing the location(s) and the records that are stored there

15. The Society will take reasonable precautions in preparing and keeping the records to:
 - 15.1. keep the records in a complete state
 - 15.2. avoid loss, destruction or damage to the records
 - 15.3. prevent tampering with the records; and
 - 15.4. make access simple, reliable and prompt
16. The directors, members and other authorized persons must be able to inspect the books and records at all reasonable times
17. Directors may, without charge, inspect any Society record related to its formation and structure and any Society record related to its operations
18. Members may, without charge, inspect:
 - 18.1. Records related to the society's operations
 - 18.2. Directors' disclosures of interest;
 - 18.3. Board meeting minutes;
 - 18.4. Consent resolutions;
 - 18.5. Accounting records that affect that affect the fiscal position; and
 - 18.6. Financial statements
19. A member of the public:
 - 19.1. cannot have access to the register of members
 - 19.2. can request and receive a copy of the financial statements
 - 19.3. may, at the discretion of the Board, be permitted access to other records; and
 - 19.4. may be required to pay a fee for accessing or receiving a copy of the records in line with the fees permitted under the Regulations.
20. The Society may set:
 - 20.1. A reasonable period of notice for an inspection and
 - 20.2. Reasonable restrictions on the times for the inspection.
21. Members who want to inspect the register of members must:
 - 21.1. apply for access in writing
 - 21.2. state the applicant's name; and
 - 21.3. state that the information obtained will only be used to:
 - 21.3.1. requisition or call a general meeting
 - 21.3.2. seek support for a member proposal; or
 - 21.3.3. influence the voting of members
 - 21.4. The Society:
 - 21.4.1. will provide members access to all documents that they are entitled to see
 - 21.4.2. may impose a reasonable period of notice
 - 21.4.3. may place reasonable restrictions on the times during which the member may inspect the documents; and
 - 21.4.4. will do so without charge.
 - 21.5. The Board:
 - 21.5.1. may restrict access if it considers the release may be harmful to the Society or one or more members
 - 21.5.2. will restrict access to the Directors' register unless the information will be used solely for the Society's activities or internal affairs; and
 - 21.5.3. will provide access only if the information will be used for organizational purposes
 - 21.6. The Society will:
 - 21.6.1. respond to requests for inspection within 14 days
 - 21.6.2. provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and

- 21.6.3. determine whether to charge a fee and set that fee in accordance with the Regulations
- 22. The Board may, by resolution, restrict members' rights to inspect the register of members if they determine that inspection would be harmful to the society or to the interests of one or more of its members
- 23. If the rights have been restricted, a member may apply in writing to the society to inspect the register of members. The application must:
 - 23.1. include the applicant's name, and
 - 23.2. confirm that the information will only be used to:
 - 23.2.1. requisition or call a general meeting
 - 23.2.2. submit a Members' Proposal; or
 - 23.2.3. influence the voting of members
 - 23.3. If the application is approved, the member may inspect the register without charge.
 - 23.4. The Board may:
 - 23.4.1. impose a reasonable period of notice; and
 - 23.4.2. restrict the times during which the member may inspect the register of members.
 - 23.5. Any member who inspects the register of directors can only use the information in connection with matters related to the Society's activities or internal affairs.
 - 23.6. The register of directors can only be used in connection with matters related to the Society's activities or internal affairs.
 - 23.7. A person may request a copy of any document which they are entitled to access
 - 23.8. The Society:
 - 23.8.1. may charge a fee unless these bylaws say that the person may receive the copy free of charge
 - 23.8.2. will provide the copy if any required fee is paid; and
 - 23.8.3. will send the copy no later than 14 days after the request is received and any required fee has been paid
 - 23.9. The Society will provide the records by:
 - 23.9.1. mail, fax or mail if the recipients provides that information;
 - 23.9.2. pick-up at the registered office
 - 23.9.3. delivery, at cost to the recipient, to the address provided by recipient; or
 - 23.9.4. any other manner agreed to by the parties.
 - 23.10. A record is considered to have been received at the beginning of the:
 - 23.10.1. 3rd day after the record is delivered to the delivery address;
 - 23.10.2. 5th day after the record is mailed; and
 - 23.10.3. 3rd day after the record is emailed or faxed
 - 23.11. The Society may be served a record if it is delivered to the registered office or to a director

PART 5 - MEMBERSHIP

- 24. The membership of the Society shall consist of, Adult, Student, Senior, Adult Couple, Senior Couple, Garden Society, Corporate and Life Members
- 25. The members of the Society are those persons, societies or corporations who become Adult, Student, Senior, Adult Couple, Senior Couple, Garden Society, Corporate or Life members in accordance with these Bylaws and in any case have not ceased to be members.

26. The Membership Fee for each class of membership shall be determined by the Board of Directors of the Society and shall be payable by members of each class.
27. A member is in good standing unless the member has failed to pay the current annual membership fee, or any other subscription or debt due and owing to the Society. The member is not in good standing as long as any dues or debt remains unpaid
28. Adult Members
 - 28.1. Adult members are persons who are 19 years of age or older who
 - 28.1.1. Are supportive of the Society's Purpose
 - 28.1.2. meet other criteria as may be determined by the Society from time to time
 - 28.1.3. have successfully applied for membership; and
 - 28.1.4. have paid all required fees.
29. Student Members
 - 29.1. Student members are persons of any age who are registered as a full-time student in a BC School or educational institute who
 - 29.1.1. Are supportive of the Society's Purpose
 - 29.1.2. meet other criteria as may be determined by the Society from time to time
 - 29.1.3. have successfully applied for membership; and
 - 29.1.4. have paid all required fees
30. Senior Members
 - 30.1. Senior members are persons who are of 60 years of age or older who
 - 30.1.1. Are supportive of the Society's Purpose
 - 30.1.2. meet other criteria as may be determined by the Society from time to time
 - 30.1.3. have successfully applied for membership; and
 - 30.1.4. have paid all required fees
31. Adult Couple Members
 - 31.1. Adult Couple Members are 2 persons, who are 19 years of age or older who
 - 31.1.1. Self-identify as a couple
 - 31.1.2. Are supportive of the Society's Purpose
 - 31.1.3. meet other criteria as may be determined by the Society from time to time
 - 31.1.4. have successfully applied for membership; and
 - 31.1.5. have paid all required fees
32. Senior Couple Members
 - 32.1. Senior Couple Members are 2 persons, one of whom is over the age of 60 who
 - 32.1.1. Self-identify as a couple
 - 32.1.2. Are supportive of the Society's Purpose
 - 32.1.3. meet other criteria as may be determined by the Society from time to time
 - 32.1.4. have successfully applied for membership; and
 - 32.1.5. have paid all required fees
33. Garden Society Members
 - 33.1. Garden Society Members are registered societies that:
 - 33.1.1. Are supportive of the Society's Purpose
 - 33.1.2. meet other criteria as may be determined by the Society from time to time
 - 33.1.3. have successfully applied for membership; and
 - 33.1.4. have paid all required fees
 - 33.2. Garden Society Members must nominate, in writing, a representative to act on their behalf.
 - 33.3. The Garden Society Member representative has all the rights and responsibilities of an individual member.
34. Corporate Members
 - 34.1. Corporate Members are companies that:

- 34.1.1. are supportive of the Society's Purpose
- 34.1.2. meet other criteria as may be determined by the Society from time to time
- 34.1.3. have successfully applied for membership; and
- 34.1.4. have paid all required fees
- 34.2. Corporate Members must nominate, in writing, a representative to act on their behalf
- 34.3. The Corporate Member representative has all the rights and responsibilities of an Individual Member
- 35. Life Members
 - 35.1. Life members are members in good standing who have been nominated for Life membership and who's life membership has been approved by the members
 - 35.2. Life members are exempt from the payment of the annual membership fee.
- 36. Any person, society or corporation may apply to the Board for membership
- 37. The Board will establish the application process
- 38. The members, by ordinary resolution:
 - 38.1. will approve the conditions of membership; and
 - 38.2. changes to these from time to time
- 39. The applicant becomes a member when the application is approved by the Board and the applicant has paid all required fees
- 40. Members:
 - 40.1. must uphold the Constitution and comply with these Bylaws;
 - 40.2. by accepting membership, agree to be bound by decision of the Society or the Board that are made in accordance with the Constitution or these Bylaws;
 - 40.3. are not liable for the debts or liabilities of the Society; and
 - 40.4. are liable for payment of dues.
- 41. The board may, from time to time:
 - 41.1. set entry fees, annual dues and interest payable on outstanding amounts;
 - 41.2. vary the fees and annual dues based on the classes of members; and
 - 41.3. increase fees and dues by no more than 5% without member approval.
- 42. The Members or the Board may suspend or end a membership
- 43. The Board will set the grounds for suspension, expulsion, and revocation of membership and may amend these from time to time
- 44. A Corporate Membership ends when the organization ceases to operate, resigns in writing, has been a member not in good standing for 6 months or is expelled
- 45. A Garden Society Membership ends when the organization ceases to operate, resigns in writing, has been a member not in good standing for 6 months or is expelled.
- 46. An Individual Membership ends when the person resigns in writing, has been a member not in good standing for 6 months, is expelled, or dies
- 47. An Adult Couple Membership or Senior Couple membership ends when either person in the couple resigns in writing, has been a member not in good standing for 6 months, is expelled, or dies.
- 48. Members:
 - 48.1. who fail to pay any amount owing to the Society by the due date will be considered to be not in good standing; and
 - 48.2. must pay dues on the renewal date / within 30 days of the renewal date
- 49. The Board may:
 - 49.1. deem a member to have resigned if having been notified of their status, the member has not been in good standing for a period of 6 months.
 - 49.2. suspend membership of any member who is not in good standing
 - 49.3. reinstate the member when all arrears have been paid in full; and

- 49.4. terminate the membership if the member has not been in good standing for six consecutive months
- 50. Any member who is not in good standing is not entitled to vote in any manner or on any resolution until they are again in good standing
- 51. The Board must give the member:
 - 51.1. not less than 14 calendar days' written notice of the time and place of the Board meeting at which the vote to suspend the membership is to be taken;
 - 51.2. the reason(s) for the proposed suspension; and
 - 51.3. the opportunity to speak at the Board meeting or provide a written submission before the Board votes on the resolution.
- 52. The Board may:
 - 52.1. establish the grounds for disciplining or expelling a member
 - 52.2. stipulate the conditions under which sanctions or other disciplinary actions may be lifted; and
 - 52.3. stipulate the conditions under which an application for reinstatement of membership may be considered.
- 53. The Board, to determine the appropriate action with respect to the member, may:
 - 53.1. hold a hearing; and / or
 - 53.2. refer the matter to the membership
- 54. The Board will provide:
 - 54.1. not less than 14 calendar days' written notice of the time and place of the Board hearing
 - 54.2. the reason(s) for the proposed discipline; and
 - 54.3. the opportunity for the member to speak to at the Board or to provide a written submission before the Board votes on the resolution.
- 55. The member may appeal the decision to expel to the HCP'S Membership
 - 55.1. The appellant
 - 55.1.1. may present a written statement (not to exceed 200 words) or may speak to the Membership; but
 - 55.1.2. may not be present during the discussion or vote.
 - 55.2. The Members:
 - 55.2.1. will vote by ballot on a motion to uphold or overturn the Board's decision to revoke membership. To Pass, the motion requires a special resolution.
 - 55.3. Any money the member owes the Society when his / her membership ceases remains payable
 - 55.4. The member will not be refunded any part of the dues that have been paid

PART 6 – MEETINGS OF MEMBERS

- 56. There are two kinds of general meetings of the Members:
 - 56.1. the Annual General Meeting; and
 - 56.2. Special General Meetings.
- 57. In calling a General Meeting, the Board Must:
 - 57.1. give no more than 60 days and no less than 14 days' notice in advance of the meeting;
 - 57.2. select a place within British Columbia for the meeting;
 - 57.3. state the time and place of meeting in the notice; and
 - 57.4. attach the agenda of the business to be transacted in the notice.

- 57.5. The Board:
 - 57.5.1. May send the notice to the members' email addresses on file; and
 - 57.5.2. must post the notice on the society's website
- 58. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 59. A Member:
 - 59.1. may waive his or her entitlement to be notified of a general meeting; and
 - 59.2. is deemed to have waived entitlement to notification if the member:
 - 59.2.1. is present at the meeting; unless
 - 59.2.2. he or she is there to object that the meeting is not lawfully called.
- 60. Quorum for general meetings is 15 voting members in good standing
- 61. If there is no quorum
 - 61.1. within 30 minutes from the time the meeting was set to start, the meeting:
 - 61.1.1. Is terminated if it was requisitioned; or
 - 61.1.2. Stands adjourned if it was called until the same day in the next week, at the same time and in the same place
 - 61.2. within 30 minutes of the start time for the adjourned meeting:
 - 61.2.1. the voting Members will constitute quorum for that meeting; and
 - 61.3. at any time during a general meeting:
 - 61.3.1. business in progress is suspended until quorum is again present; and
 - 61.3.2. after 15 minutes, the meeting is terminated if it was requisitioned; or
 - 61.3.3. after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.
- 62. The Order of business at a General Meeting is:
 - 62.1. the election of a chair if necessary;
 - 62.2. determining that there is a quorum;
 - 62.3. approval of the agenda; and
 - 62.4. dealing with unfinished business from the previous general meeting;
- 63. All general meetings conclude with:
 - 63.1. dealing with special business included in the notice calling the meeting; ; and
 - 63.2. adjourning the meeting.
- 64. If the meeting is the annual general meeting, the order of business continues with:
 - 64.1. approval of the minutes of the last general meeting;
 - 64.2. considering the financial statements;
 - 64.3. considering the auditor's report;
 - 64.4. receiving any other reports on directors' activities and decisions since the previous annual general meeting;
 - 64.5. any Member Proposals;
 - 64.6. electing and / or appointing directors; and
 - 64.7. appointing an auditor.
- 65. The Chair will preside over the general meetings.
- 66. If the Chair is unable to preside, the meeting will be chaired by:
 - 66.1. the Vice-Chair;
 - 66.2. a director if the Vice-Chair is unable to preside; or
 - 66.3. if none of these is available within 15 minutes of the time set for the meeting, the members present will elect a member to preside.
- 67. All Members:
 - 67.1. have the right to attend all general meetings; and
 - 67.2. may participate in the proceedings.

68. All voting Members:
 - 68.1. may also vote on all matters if the member is in good standing
69. Members may participate in a general meeting:
 - 69.1. In person
 - 69.2. By telephone; or
 - 69.3. Using any electronic communication medium as long as all meeting participants are able to communicate with each other
70. A member who holds an individual membership is entitled to one vote
71. Two persons who hold a couple's membership are entitled to one vote each
72. A Corporate member may only vote by its authorized representative and has only one vote.
73. A Garden Society member may only vote by its authorized representative and has only one vote.
74. Each Voting Member:
 - 74.1. may exercise that vote on every matter; and
 - 74.2. may only vote if they are in good standing.
75. The Chair does not have a second or casting vote.
76. If a vote is tied, the proposed resolution does not pass.
77. Members vote by:
 - 77.1. show of hands, oral vote or any other method determined by the Board of Directors as long as the voters' intent is clear;
 - 77.2. ballot,
 - 77.2.1. if the motion is with respect to an identifiable company or individual;
 - 77.2.2. if before a vote to be conducted by show of hands, orally or by any other method, if the members present at the meeting vote by simple majority in favour of a ballot; or
 - 77.2.3. at the direction of the chair;
 - 77.3. in advance of the meeting if they have submitted their vote to the Secretary by mail, fax, email, or other electronic means and it has been received by the Secretary at least 72 hours in advance of the meeting.
78. Voting by proxy is not permitted.
79. Members may choose to vote in advance of a general meeting.
 - 79.1. Members:
 - 79.1.1. must indicate their votes on some or all of the motion being proposed;
 - 79.1.2. must submit their vote in writing; and
 - 79.1.3. ensure that the Secretary receives their vote(s) at least 72 hours before the meeting.
80. The chair must announce the outcome of each vote.
81. The Secretary will record the motion and results in the minutes of the meeting.
82. The Board must call an Annual General Meeting to be held no later than the 30th of June of each year.
83. Ordinary business at the annual general meeting is the:
 - 83.1. adoption of the rules of order;
 - 83.2. consideration of the financial statements;
 - 83.3. consideration of any reports from the directors;
 - 83.4. business arising out of any directors' report that does not require a special resolution;
 - 83.5. consideration of any auditors reports;
 - 83.6. election and appointment of directors; and
 - 83.7. appointment of an auditor.

84. Members may propose items to be included in the agenda for an Annual General Meeting
- 84.1. The proposal must:
- 84.1.1. be submitted by a minimum of 5% of the voting Members;
 - 84.1.2. include the names and signatures of the members making the proposal;
 - 84.1.3. include one statement in support of the proposal to be included in the meeting notice;
 - 84.1.4. include a description on the proposal that together with the statement for the notice does not exceed 200 words; and.
 - 84.1.5. not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.
- 84.2. The Board must:
- 84.2.1. include the proposal in the notice calling the Annual General Meeting if it receives the proposal at least 14 days before the notice is sent;
 - 84.2.2. must state the proposal, the members submitting the proposal, and one statement from the proposers in support of the proposal;
 - 84.2.3. must distribute the proposal in advance of the meeting such that members who will vote in advance may have sufficient time to do so;
 - 84.2.4. may distribute the proposal either in advance of or at the meeting; and
 - 84.2.5. may decline the proposal if it is substantially the same as a proposal considered at the Annual General Meeting in the previous two years.
85. The Chair:
- 85.1. may adjourn a meeting; and
 - 85.2. must adjourn a meeting if so-directed by a simple majority of the voting members present.
86. Business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.
87. Unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of the:
- 87.1. adjourned meeting; or
 - 87.2. the business to be transacted at the adjourned meeting.
88. The Board:
- 88.1. may call a general meeting at any time;
 - 88.2. must provide notice of the meeting no more than 60 days before and no less than 14 days before the meeting;
 - 88.3. must send the notice of the meeting to all voting members; and
 - 88.4. may send the notice by email.
89. The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.
90. Voting Members may requisition a general meeting.
- 90.1. The requisition:
- 90.1.1. must be submitted by at least 10% of the voting members;
 - 90.1.2. must show the names and signatures of the requisitionists;
 - 90.1.3. must state the business to be discussed in no more than 200 words, including any special resolution the requisitionists wish to have considered;
 - 90.1.4. may be made in a single record or may be several records in similar form;
 - 90.1.5. must be delivered to the Society's registered address; and
 - 90.1.6. must be sent to all directors.
- 90.2. The Board:

- 90.2.1. must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- 90.2.2. must hold the meeting within no more than 60 days after receiving the requisition;
- 90.2.3. must send the notice in the same manner as if they had called the meeting; and
- 90.2.4. must conduct the meeting for the sole purpose stated in the requisition.
- 90.3. The Society will reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.
- 91. The Court may order that a general meeting be held:
 - 91.1. at the request of a voting member or a director; or
 - 91.2. for any reason the court considers appropriate.
- 92. The Court:
 - 92.1. will direct how the meeting will be called, held and conducted;
 - 92.2. will specify the notice, date, time, location and manner; and
 - 92.3. may order that the quorum be varied or dispensed with at the meeting.

PART 7 - DIRECTORS

- 93. A director must be an Individual Member or the representative of a corporate or society member who:
 - 93.1. is at least age 18;
 - 93.2. has not been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere;
 - 93.3. is not an undischarged bankrupt;
 - 93.4. has not been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - 93.4.1. the court orders otherwise
 - 93.4.2. 5 years have elapsed since the last to occur of
 - 93.4.2.1. the end of the period set for suspension of the passing of sentence without a sentence having been passed
 - 93.4.2.2. the imposition of a fine
 - 93.4.2.3. the end of the term of imprisonment, and
 - 93.4.2.4. the end of the term of any probation, or
 - 93.4.3. a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect:
 - 93.5. has agreed in writing to serve on the Board; and
 - 93.6. is elected or appointed in accordance with these bylaws.
- 94. A director:
 - 94.1. must resign if on November 28, 2018, they do not meet all the qualifications; and
 - 94.2. must resign immediately if at any point they cease to be qualified.
- 95. The Board of Directors will appoint a Nominations Committee.
- 96. The Nominations Committee will:
 - 96.1. Be comprised of:
 - 96.1.1. The immediate Past Chair, (if available)

- 96.1.2. The current Chair,
- 96.1.3. One Director who is not standing for election, and
- 96.1.4. One person from the general membership.
- 96.2. Be responsible for seeking nominations for all vacant positions;
- 96.3. Will call for nominations no less than 45 days and no more than 60 days before the Annual General Meeting.
- 96.4. Will close nominations 21 days before the Annual General Meeting;
- 96.5. Ensure that nominees agree to be nominated in writing;
- 96.6. Ensure that nominees declare in writing that they meet the qualifications;
- 96.7. Distribute information on the nominees to the members no later than 14 days before the Annual General Meeting;
- 96.8. Receive advance votes not later than 72 hours before the Annual General Meeting; and
- 96.9. Conduct the election process at the Annual General Meeting.
- 97. Nominations will close 21 days before the Annual General Meeting;
- 98. There will be no nominations from the floor of the Annual General Meeting.
- 99. The election will be:
 - 99.1. By acclamation if the election is not contested; or
 - 99.2. By ballot if there are more nominees than positions available for election.
- 100. The election will be by simple majority.
- 101. At the Annual General Meeting, the members will elect a minimum of 7 directors and not more than 11 directors
- 102. The Past-Chair serves ex officio so is in addition to these numbers.
- 103. The Officers are the:
 - 103.1. Chair;
 - 103.2. Vice-Chair;
 - 103.3. Secretary, and
 - 103.4. Treasurer.
- 104. Directors:
 - 104.1. are elected by the members at the annual general meeting; and
 - 104.2. hold office:
 - 104.2.1. for three years;
 - 104.2.2. until the term of office expires;
 - 104.2.3. until the director resigns, is deemed to have resigned in accordance with these bylaws;
 - 104.2.4. dies; or
 - 104.2.5. is removed from office in accordance with these bylaws
 - 104.3. may serve for no more than six consecutive years, excluding a year served as an Immediate Past- Chair; and
 - 104.4. may stand for re-election or appointment following a one-year break in service.
- 105. A Director's position is considered to be vacant when the Director:
 - 105.1. resigns or is deemed to have resigned from the board;
 - 105.2. ceases to be a member; or
 - 105.3. dies.
- 106. The Board may appoint another member to fill a vacant position until:
 - 106.1. the end of the term of the original Director; or
 - 106.2. their successor is elected.
- 107. The Board elects the Officers:
 - 107.1. from among the directors;
 - 107.2. at the first meeting after the annual general meeting; and

- 107.3. to hold office for one year until the end of the next Annual General Meeting.
- 108. The Officers can serve multiple terms of office as an officer during their term of office as a director
- 109. An Officer position becomes vacant when:
 - 109.1. the officer's term of office expires;
 - 109.2. the officer:
 - 109.2.1. resigns from the office;
 - 109.2.2. resigns or is deemed to have resigned from the board;
 - 109.2.3. ceases to be a member of the society; or
 - 109.2.4. dies;
 - 109.3. the director is removed from office by the board.
- 110. The Board may appoint another member to fill the vacant office until:
 - 110.1. the end of the term of the original Officer; or
 - 110.2. their successor is elected.
- 111. A Director is deemed to have resigned from the Board if he or she does not attend:
 - 111.1. three consecutive meetings without a reason acceptable to the Board; or
 - 111.2. 50% of the board meetings in any consecutive 12-month period.
- 112. A Director who intends to resign:
 - 112.1. must do so in writing; and
 - 112.2. must stipulate if the resignation is effective
 - 112.2.1. when the Society receives the resignation;
 - 112.2.2. on a specified date; or
 - 112.2.3. on the occurrence of a specified event.
- 113. The members can remove a Director from office by special resolution:
 - 113.1. for conduct which, in the Members' sole discretion, is inimical to the interests of the Society; and
 - 113.2. may, by ordinary resolution, elect another member to serve as director for the balance of the term of the removed director.
 - 113.3. The Board must give the Director:
 - 113.3.1. not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
 - 113.3.2. the reason(s) for the proposed expulsion;
 - 113.3.3. the opportunity to speak to at the general meeting and / or provide a written submission before the Members votes on the resolution.
 - 113.4. The Appellant:
 - 113.4.1. may present a written statement (not to exceed 200 words) or may speak to the Membership; but
 - 113.4.2. may not be present during the discussion or vote.
 - 113.5. The Members will vote by ballot.
- 114. The Directors must:
 - 114.1. act honestly and in good faith with a view to the best interests of the society;
 - 114.2. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
 - 114.3. act in accordance with the Act and the regulations; and
 - 114.4. act in accordance with these bylaws.
- 115. Without limiting the above, Directors must act with a view to the Society's Purpose.
- 116. Nothing in a contract or the bylaws of a society relieves a Director from:
 - 116.1. the duty to act in accordance with this Act and the regulations; or
 - 116.2. liability for any negligence, default, breach of duty or breach of trust.

117. A director's act is not invalid merely because of a defect in how the director was elected or appointed.
118. The Society acts are not invalid merely because there are fewer directors than the required number
119. A conflict of interest could arise if a Director has a direct or indirect material interest in:
 - 119.1. an actual or proposed contract or transaction; or
 - 119.2. a matter under consideration that could result in a duty or interest that materially conflicts with the person's duty or interest as a director.
120. The Director:
 - 120.1. must disclose fully and promptly to the other directors the nature and extent of the interest;
 - 120.2. abstain from voting on the contract, transaction or matter under consideration;
 - 120.3. leave the directors' meeting, if any, when the issue is discussed
 - 120.4. may be present to provide information; and
 - 120.5. must not act in any way to influence the discussion or vote.
121. The conflict of interest must be recorded in:
 - 121.1. the minutes of the Board meeting where the conflict of interest was disclosed; or
 - 121.2. the consent resolution of directors with respect to the conflict of interest.
122. A Director found to be in conflict of interest must pay an amount equal to any profit unless after disclosure, the contract or transaction is approved by:
 - 122.1. a Board resolution, or
 - 122.2. a special resolution by the members.
123. A Director of a society is not liable for the consequences of any decision or action if he or she:
 - 123.1. carried out the duties reasonably and in good faith; and
 - 123.2. relied on:
 - 123.2.1. the financial statements
 - 123.2.2. audit report
 - 123.2.3. written report from a qualified professional
 - 123.2.4. a statement of fact from another director, or
 - 123.2.5. any information a court considers provides reasonable grounds for the actions.
124. The Society will purchase and maintain insurance to protect the Directors and the senior manager against any liability that may be incurred by having been a director
125. The Society
 - 125.1. will indemnify the Directors against all penalties in respect of a legal proceeding or investigative action; and
 - 125.2. pay expenses actually and reasonably incurred.
126. The Society will purchase indemnification insurance

PART 8 - BOARD

127. The Board:
 - 127.1. manages or oversees the management of the Society's activities and internal affairs; and
 - 127.2. has the power to deal with all business of the Society between general meetings

- 127.3. The Board is the sole authority for making policy decisions that govern the Society. The Board may appoint committees to make policy recommendations with respect to the Society's activities and operations
- 127.4. The Board may appoint committees to assist it in its work. All Board committees will have terms of reference to govern their activities
- 128. The Board will be composed of:
 - 128.1. A minimum of 7 to a maximum of 11 elected directors
 - 128.2. The immediate Past-Chair who serves *ex officio*
- 129. The Chair, or in his/her absence, the Vice Chair:
 - 129.1. will call a meeting of the Board
 - 129.1.1. in accordance with a schedule agreed to by the Directors; and
 - 129.1.2. at any time the Chair considers it necessary; and
 - 129.2. must call a meeting of the Board if requested to do so in writing by two members of Board
 - 129.3. will provide notice at least 7 days in advance unless all the Directors agree to a shorter notice period
- 130. The Board:
 - 130.1. may meet:
 - 130.1.1. at any location in the Capital Regional District
 - 130.1.2. on any notice
 - 130.1.3. in person, by telephone, or using any electronic communication medium as long as all the Directors are able to communicate with each other; and
 - 130.2. may pass resolutions without a meeting if all directors consent to the resolution in writing.
- 131. Quorum for Board meetings is a simple majority
- 132. The Chair has only one vote as a director and does not have a casting vote.
- 133. The Chair will chair the Board and general meetings.
- 134. The Chair:
 - 134.1. may move or second a resolution
 - 134.2. may delegate responsibilities to directors on the Board
 - 134.3. sits as an *ex officio* member on all other committees
 - 134.4. provides leadership and direction to the Board and committees
 - 134.5. represents the Society in public presentations; and
 - 134.6. performs such other duties as may be determined by the Board from time to time
- 135. The Vice-Chair:
 - 135.1. will carry out the duties of the Chair if the Chair is absent or otherwise unable to act; and
 - 135.2. perform other duties as may be determined by the Board.
- 136. The Secretary:
 - 136.1. conducts the correspondence of the Board and of the Society
 - 136.2. issues notices of Board meetings and General Meetings
 - 136.3. takes and stores minutes of general and Board meetings
 - 136.4. has custody of all Society and Board records and documents except those kept by the Treasurer
 - 136.5. has custody of the Society's seal
 - 136.6. maintains the register of members
 - 136.7. submits all documents as required by the Registrar; and
 - 136.8. performs such other duties as may be determined by the Board from time to time
- 137. If the Secretary is absent from a meeting, the Directors will appoint another person to act as Secretary for the meeting.

138. The Treasurer:
- 138.1. ensures that the financial records, including the books of account, are kept in accordance with generally accepted accounting principles (GAAP)
 - 138.2. arranges for the preparation of the financial statements necessary to comply with the legislation;
 - 138.3. provides financial statements to the Board, members and others when required;
 - 138.4. arranges for the annual audit;
 - 138.5. ensures that all accounts receivable and accounts payable are attended to and realized in a timely manner;
 - 138.6. ensures that all funds are properly secured; and
 - 138.7. performs such other duties as may be determined by the Board from time to time
139. The Past-Chair:
- 139.1. assists the Chair so as to maintain continuity; and
 - 139.2. performs such other duties as may be determined by the Board from time to time.

PART 9 - FINANCE

140. The Society will not distribute any gains, profits or dividends to the members and no part of the capital, assets, or earnings will inure to the benefit of any of the members.
141. The Society will not declare any dividend or distribute any of its property among the members during the existence of the Society or upon its winding up or dissolution.
142. The financial year is from January 1 to December 31 of each year.
143. All Society Funds will be deposited:
- 143.1. in a financial institution that
 - 143.1.1. is regulated by the Superintendent of Financial Institutions
 - 143.1.2. carries on a banking business; and
 - 143.1.3. is selected by the Board
 - 143.2. to the credit of the Society
144. Any two of the following must approve each payment from the account
- 144.1. Chair
 - 144.2. Secretary
 - 144.3. Treasurer
 - 144.4. General Manager
145. The fee for members will be set by the Board of Directors at the beginning of the fiscal year.
146. Members are liable for the payment of all fees and assessments within 30 days from the date of the levy
147. The Board:
- 147.1. may only invest in guaranteed securities
 - 147.2. may do so without regard to the proportion of particular types of securities; and
 - 147.3. must ensure that the investment is one that a prudent investor may make.
148. The Board may at their discretion
- 148.1. borrow money; and
 - 148.2. issue bonds, debentures, notes or other evidences of debt obligations
 - 148.2.1. at any time;
 - 148.2.2. to any person; and
 - 148.2.3. for any consideration.

- 148.3. The Members may, by special resolution, restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next Annual General Meeting.
149. The Board, at each annual general meeting:
- 149.1. Must present the financial statements for the period beginning immediately after the end of the preceding financial year and ending not more than six months before the Annual General Meeting at which the financial statements are presented, and,
- 149.2. Must include a note on any remuneration where the amount was at least \$75,000 that was paid to:
- 149.2.1. Directors, without providing the directors' names but including a description of the capacity in which each such director acted; and
- 149.2.2. Employees and contractors giving the total number of those persons and the total amount of remuneration paid
- 149.3. Must present the auditor's report on those financial statements.
150. The members may, at each annual general meeting
- 150.1. appoint an auditor to audit the society's financial statements; and
- 150.2. set the appointment to end
- 150.2.1. at the close of the next annual general meeting; or
- 150.2.2. when a successor is appointed
151. No member of the Society shall derive any pecuniary benefit from membership in the Society by way of profits, dividends or capital distribution or in any other way, but this shall not apply to any member insofar as he/she may serve as an employee of the Society who shall be entitled, notwithstanding his/her membership, to receive reasonable remuneration for such services as he/she may perform. ***This clause was previously unalterable***

PART 10 - ADMINISTRATION

152. The Board:
- 152.1. will employ a Senior Manager, to be known as the General Manager to manage the Society's day-to-day operational activities and internal affairs;
- 152.2. must ensure that the Senior Manager meets the same qualifications as the directors both when the person is hired and during the entire time of employment
- 152.3. will provide the Senior Manager with the same protections as provided for the directors
153. The Senior Manager must adhere to the same provisions as provided for in these Bylaws that apply to the Directors.

PART 11 - DISSOLUTION

154. In the event that the Society should at any time be wound up or dissolved, the remaining assets, after payment of all debts and liabilities shall be turned over to one or more recognized charitable organizations in Canada, or to Trustees in trust for a charitable purpose, as the members may determine by ordinary resolution

PART 12 - MISCELLANEOUS

155. These by-laws may not be altered except by a special resolution placed before and passed by the members attending a duly constituted meeting of the Society.