

BRIEFING NOTE TO SOCIETY MEMBERS

Date: May 10, 2022.

SUBJECT: The Board of Directors has completed a comprehensive review and revision of both the HCP Constitution and Bylaws for current relevance to HCP's actual operations

The Constitution

Regulations require that a society's constitution state briefly what it does preferably in one or two sentences.

The Constitution, as registered now, is not reflective of HCP's current status as it omits any reference to "education" which does generate over 50% of HCP's revenue. The revised Constitution wording proposed is:

"HCP is an internationally-recognized botanical garden that provides first class horticulture and ecosystem conservation education, for industry professionals, community members, and youth".

The Bylaws

Changes may be made to individual bylaws or sections, However, it is recommended, when changes are required, that a society submit the entire, revised set of bylaws for registration, which are termed "Consolidated Bylaws"

The Bylaw review had several tasks:

1. Make the Bylaws more reader-friendly,
2. Remove repetition and reduce multiple sub-section wording,
3. Update the formatting style in line with that in the *Societies Act*,
4. Include recent changes in the *Societies Act* and its Regulations and
5. Include bylaws that are pertinent to HCP's operations and future growth.

The major change is the proposed creation of two new classes of membership in the Society: "Family Group" membership and a "Friends of the HCP", the latter being a non-voting class of Membership.

The background on the "Family Group" membership complements HCP's move towards increasing the opportunities for children to be more involved in HCP and its activities.

The "Friends of HCP" membership addresses the reality that, excluding Board Members, less than 1% of HCP's approximate 2,500 plus members ever participate in general meetings or vote on the Society's operational resolutions. A non-voting membership will allow all current, renewing and future Members to choose their interest level: to actually be an active voting member or a member who enjoys all other membership privileges but is not interested in general meeting participation or in receiving voting information packages by email.

Conclusion:

The review and wording revision resulted in a considerable reduction in the HCP Bylaws from 155 to 84, while retaining all of the prior material still current, as well as inclusion of recent regulatory changes.

Following is a Section by Section listing of the original Bylaw material and its new numbering. Comments are included where specific changes have been made or reflect regulatory wording or changes.

A copy of the revised Consolidated HCP Bylaws, was approved by the Board on May 03, 2022 and is included in this package as a separate attachment.

2022 NOTES ON THE REVISIONS TO 2018 HCP REGISTERED BYLAWS

PART 1 – PREAMBLE

1.Formatting up-dated, multiple sub-section numbering removed

1.1.2 becomes (b) (ii) word “design” removed.

PART 2 – INTERPRETATION AND DEFINITIONS

2.1 Definitions:

Formatting up-dated, multiple sub-section numbering removed, additional definitions added to address terminology used in the Bylaws; list remains in alphabetical order.

PART 3 - REGISTERED OFFICE

Heading changed to “REGISTERED OFFICE AND DOCUMENT SERVICE”

PART 4 – SOCIETY RECORDS

Heading changed to:

“SOCIETY RECORDS: Retention, Protection, Inspection and Restrictions”

Formatting up-dated, multiple sub-section numbering removed, wording consistent with the Regulations.

4.0 becomes: “Retention and Protection of Records”

4.1 becomes: “Inspection of Records”

4.2 becomes: “Restrictions on Records Inspection”

PART 5 – MEMBERSHIP

Heading changed to: “**MEMBERSHIP CLASSES**”

Formatting up-dated, multiple sub-section numbering and duplications removed two new Membership Classes proposed.

5.0 becomes: Membership Classes with addition of “Family Group” and “Friends of HCP”

6.0 becomes: The Application Process

7.0 becomes: Definitions of Membership Classes

8.0 becomes: HCP Member Responsibilities

9.0 becomes: A Society Membership ends when

10.0 becomes: A Member is in good standing when

11.0 becomes: A Member is not in good standing when

12.0 becomes: Members are not liable for the debts or liabilities of the Society

PART 6 – MEETINGS OF MEMBERS

Formatting up-dated, multiple sub-section numbering removed, wording tightened

13.0 becomes: General Meetings of the Members

14.0 becomes: The Board May a call a General Meeting at any time

15.0 becomes: The Board must call an AGM no later than the 30th of June of each year

16.0 becomes: The accidental omission to give notice of a meeting

17.0 becomes: A Member may waive entitlement to be notified of a General Meeting

18.0 becomes: The Board Chair Will Preside Over General Meetings

19.0 becomes: The Quorum for General and Special General Meetings

20.0 becomes: The Order of Business at Member Meetings:

21.0 becomes: Rights of Voting Members in Good Standing:

22.0 becomes: Participation in General Meetings by Voting Members in good standing

23.0 becomes: Eligible Member votes, (explains votes per Member by Class)

24.0 becomes: Voting Protocols (explains voting requirements)

25.0 becomes: Members May Vote by (explains voting methods)

26.0 becomes: Voting in Advance of a General Meeting

27.0 becomes: Members may propose items for an Annual General Meeting

28.0 becomes: The Chair may adjourn a meeting

29.0 becomes: Giving Notice of an Adjourned Meeting:

30.0 becomes: Voting Members may Requisition a General Meeting

31.0 becomes: The Board must call the requisitioned meeting within 21 days of notice

32.0 becomes: The Society will reimburse the requisition signatories for actual costs

33.0 becomes: The Court may order that a General Meeting be held:

34.0 becomes: The Court will direct how the meeting will be called, held and conducted

PART 7 – DIRECTORS

Heading changed to “**DIRECTORS SERVING ON THE HCP BOARD**”

Formatting up-dated, multiple sub-section numbering removed, wording tightened

35.0 becomes: Qualifications to serve on the HCP Board of Directors

36.0 becomes: When a Director must resign immediately

37.0 becomes: Nothing relieves a Director from certain responsibilities

38.0 becomes: When a Director is not liable for the consequences of any decision or action

39.0 becomes: Director and Officer liability insurance must be purchased & maintained.

40.0 becomes: Liability indemnification for Directors & Senior Managers (added “in writing”)

41.0 becomes: Election of Directors

42.0 becomes: When a Director’s act is not invalid

43.0 becomes: When the Society’s acts are not invalid

44.0 becomes: An elected Director’s Term of Office

45.0 becomes: An elected Director may serve for no more than six consecutive years.

46.0 becomes: When an elected Director may stand for re-election or appointment

47.0 becomes: When the Past- Board Chair may serve on the Board

48.0 becomes: A Senior Manager, Director of the Horticulture Centre of the Pacific College and the Head Gardener may be appointed to the Board, ex-Officio, as non-voting members. (this is a new Bylaw)

49.0 becomes: A vacancy on the Board occurs when

50.0 becomes: The Board may fill a vacancy by appointing a qualified Member

51.0 becomes: Board may invite certain skilled persons to attend Board meetings. (a new Bylaw)

52.0 becomes: The Officers of the HCP Society constitute an Executive Committee

53.0 become: Election of Society Officers

54.0 becomes: An Officer position becomes vacant when

55.0 becomes: The Board may appoint another Member to fill the vacant office.

56.0 becomes: Removal or Resignation of a Director from the Board

57.0 becomes: A Director who intends to resign must do so in writing

58.0 becomes: The Members can remove a Director from office by Special Resolution:

59.0 becomes: Appeal if a Director is removed from the Board:

60.0 becomes: Conflict of Interest (prior wording revised)

PART 8 – THE BOARD

Heading changed to “THE BOARD, OFFICERS, VICE-CHAIR, PAST-CHAIR & COMMITTEES”

Formatting up-dated, multiple sub-section numbering removed, wording consistent with the Regulations.

61.0 becomes: The Board manages, oversees and is responsible for all of the Society’s activities and internal affairs

62.0 becomes: The Board is the sole authority for making policy decisions that govern the Society

63.0 becomes: The Board will be composed of a minimum of 7 and a maximum of 11 elected Directors

64.0 becomes: The Quorum for Board meetings is a simple majority.

65.0 becomes: The Board may appoint committees, meet, pass resolutions and appoint independent members to its committees (the latter is a new Bylaw sub-section)

66.0 becomes: The Chair, or in their absence, the Vice-Chair, will preside at all Board and General Meetings

67.0 becomes: When the Chair must call a meeting of the Board

68.0 becomes: The Chair's duties, has only one vote, and does not have a casting vote

69.0 becomes: The Vice-Chair's duties

70.0 becomes: The Secretary's duties

71.0 becomes: The Treasurer's duties

72.0 becomes: The Immediate Past-Chair's duties

PART 9 – FINANCE

heading changed to "FINANCES"

Formatting up-dated, multiple sub-section numbering removed, wording tightened

73.0 Becomes: Restrictions on the Society's ability to distribute gains, surpluses or dividends.

74.0 becomes: Any Member who is also an employee of the Society shall be entitled to receive reasonable remuneration

75.0 becomes: The Society's financial year is from January 1 to December 31

76.0 becomes: Signing authority for approval of payments and contracts

77.0 becomes: The Board may, at its discretion, borrow money

78.0 becomes: The Society may restrict the borrowing powers of the Board

79.0 becomes: The Board's duties at each Annual General Meeting

80.0 becomes: The Members appoint accounting firm to audit the Society's financial statements.

PART 10.0 ADMINISTRATION

81.0 becomes: The Board may appoint one or more Senior Managers to exercise the Directors' authority. (expanded wording with regard to senior management in accordance with provisions in the *Societies Act*).

82.0 becomes: The Board must ensure that a Senior Manager meets the professional qualifications and business experience required to manage the Society's business affairs. (expanded wording consistent with provisions in the *Societies Act*)

PART 11.0 DISSOLUTION

83.0 becomes: The regulatory provisions for dissolution or winding up of the Society.

PART 12.0 MISCELLANEOUS

84.0 becomes: These Bylaws may not be altered except by Special Resolution, placed before and passed by the Members attending a duly constituted meeting of the Society.

END