

Horticulture Centre of the Pacific Society Draft Constitution and Bylaws

Table of Contents

PART 1 – PREAMBLE..... 1

PART 2 – INTERPRETATION AND DEFINITIONS..... 2

PART 3 – REGISTERED OFFICE AND DOCUMENT SERVICE..... 4

PART 4 – SOCIETY RECORDS: RETENTION, PROTECTION, INSPECTION, AND RESTRICTIONS..... 5

PART 5 – MEMBERSHIP CLASSES 7

PART 6 – MEETINGS OF MEMBERS..... 9

PART 7 – DIRECTORS SERVING ON THE HCP BOARD..... 14

PART 8 – THE BOARD, OFFICERS, VICE-CHAIR, PAST-CHAIR & COMMITTEES..... 17

PART 9 – FINANCES..... 19

PART 10 – ADMINISTRATION 20

Horticulture Centre of the Pacific Society Constitution and Bylaws

Society name: Horticulture Centre of the Pacific

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

PART 1 – PREAMBLE

1.0 The Society achieves its purpose through:

(a) Awareness by:

- i. fostering awareness of the value of horticulture, conservation and arboriculture
- ii. promoting public interest in horticulture, conservation and arboriculture

(b) Education by:

- i. providing educational programs for industry professionals, the community and youth
- ii. demonstrating appropriate use of plants
- iii. demonstrating appropriate garden methods

(c) Protection by:

- i. Promoting and practicing the preservation of green space
- ii. Protecting rare and endangered species of plants and ecosystems

(d) Operations by:

- i. Operating and maintaining gardens and arboreta
- ii. Providing facilities for research, garden maintenance and propagation of plants
- iii. Collaborating with other societies that uphold the Society's purpose

(e) Community by:

- i. encouraging public use and enjoyment of the Horticulture Centre and its programs
- ii. providing venues for public events, conferences and social functions

PART 2 – INTERPRETATION AND DEFINITIONS

2.0 Interpretation

- (a) If there is a conflict between these Bylaws and the *Societies Act of British Columbia* (hereafter, *Societies Act*) or the Regulations under the *Societies Act*, the *Societies Act* or the Regulations, as the case may be, shall prevail.
- (b) The Members may amend these Bylaws by special resolution at a duly called General Meeting or Special General Meeting.
- (c) If a word is used in the singular, where it makes sense, it also means the plural.

2.1 Definitions in the Societies Act apply to these Bylaws. In these Bylaws, unless the context otherwise requires:

“Act” or “Societies Act” means the *Societies Act of British Columbia*.

“Annual General Meeting” or “AGM” means the Annual Meeting of the Society.

“Annual Membership Fee” or “Fees” means the annual membership cost or dues for each membership class in the Society.

Annual Report means the report that must be filed within 30 days after an AGM, with the Registrar of Companies in the Province of British Columbia.

“Ballot” means a vote made in writing, on paper, to be used for a secret voting process.

“Board” means the HCP’s Board of Directors as elected or appointed in accordance with these Bylaws.

“Board Report” or “Directors’ Report” means the report on the Society’s previous year’s activities given by the Board Chair at the AGM on behalf of the Board of Directors.

“Board Resolution” means a Resolution that is passed at a Board Meeting by a simple majority or a Resolution that has been sent in writing to all eligible Directors that is consented to electronically, or in writing, by those Directors with voting rights.

“Bylaws” means these Bylaws and any changes subsequently approved by the Members by special resolution and filed with the Registrar.

“Chair” means the Director elected by the Board to chair the Directors’ meetings in accordance with these Bylaws.

“Conflict of Interest” means situations in which personal, occupational or financial considerations may affect, or appear to affect, the objectivity, judgment or ability of a Director to act in the best interests of the organization.

“Constitution” means the HCP Constitution and any changes approved by the Members by Special Resolution and filed with the Registrar.

“Counterpart” means one or more signed, identical copies of a document that are then considered as though they were one document.

“Court” means the Supreme Court of British Columbia.

“Director” means a Member who is elected or appointed to the Board in accordance with these Bylaws.

“General Meeting” means a meeting of the Society at a time and place in accordance with the *Societies Act* as determined by the Board of Directors.

“HCP” means the Horticulture Centre of the Pacific.

“In Camera” Meeting(s), or portions thereof, are Board meetings whose subject matter is open for consideration and/or discussion only by those intimately concerned.

“Mailing Address” means the Registered Office mailing address as set out in the Society’s statement of Directors and Registered Office.

“Material” refers to pertinent or relevant information, or knowledge germane to matters, situations, discussions or decisions.

“Member” means a person, society or corporation qualifying for membership in one of the HCP Society’s Classes of Membership.

“Member Proposal” is a proposal brought to the Board for review and approval for inclusion on a General Meeting Agenda, in accordance with these Bylaws.

“Non-Voting Member” means a person, or group qualifying for membership in one of the HCP Society’s Classes of Membership which does not include voting privileges.

“Notice” means Notice of a meeting of the Society to be given to all Voting Members of the Society by any of the several means in accordance with these Bylaws.

“Officer” means a Director who is elected by the other Directors to Chair board meetings, or to hold the positions of Vice-Chair, Treasurer or Secretary of the HCP Society.

“Ordinary Resolution” means a Resolution that is:

- i. passed at a General Meeting by a simple majority of the votes cast in person, or
- ii. by any other means specified in these bylaws, or
- iii. consented to in writing by 2/3 of the Voting Members

“Past Chair” or “Immediate Past Chair” means the elected Board Chair prior to the last AGM, who did not stand for re-election to the Board at that AGM and who is serving on the Board ex-officio in accordance with these Bylaws.

“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.

“Register of Directors” means the list of current HCP Directors including their names and contact information.

“Register of Members” means the list of the Society’s Members in good standing which is limited by the *Societies Act* to contain only Member name and Class of Membership, contact information including email address.

“Registrar” means the Registrar of Companies in the Province of British Columbia.

“Senior Management”, “Senior Manager/s” means the person or persons engaged by the Board to manage the activities and internal affairs of the Society.

“Simple Majority” means 50% plus 1 (one) or more votes cast in relation to Society business.

“Society” means the Horticulture Centre of the Pacific Society.

“Special Business” means any business conducted at a Special General Meeting (SGM), as outlined in the Notice calling the Meeting, and any business conducted at an AGM except adopting the Rules of Order, receiving the financial statements, the Auditor’s Report, Board Report, Management Report, electing Directors, and appointing an auditor.

“Special General Meeting” means a meeting of the Members of the Society that is called in between scheduled AGMs in order to deal with important, timely or urgent matters that require the Members’ approval.

“Special Resolution” means a Resolution that is passed at a General Meeting by at least 2/3 of the votes cast, whether cast in person or by any other means permitted in these Bylaws, or consented to in writing by all of the Voting Members.

“Voting Members” means all Members and the representatives of Garden Societies and Corporations who have the right to vote in accordance with these Bylaws

PART 3 – REGISTERED OFFICE AND DOCUMENT SERVICE

3.0 The Registered Office of the Society shall be at 505 Quayle Road, in the District of Saanich, V9E 2J7, British Columbia, where:

- (a) document service may take place; and
- (b) the Society may also be served a document, if it is delivered to a Director.

PART 4 – SOCIETY RECORDS: RETENTION, PROTECTION, INSPECTION, AND RESTRICTIONS

4.0 Retention and Protection of Records

- (a) The Society will keep and maintain records in accordance with its Board approved, Privacy and Document Retention Policies which the Board and Management will review annually.
- (b) The Society will keep and maintain both non-electronic and electronic records at the Society's Registered Office.
- (c) The Society will take reasonable precautions in preparing and keeping the records to:
 - i. keep the records in a complete state
 - ii. avoid loss, destruction and/or damage to the records
 - iii. prevent tampering and/or altering of the records make permitted access simple, reliable and prompt, and
 - iv. ensure that secure storage, both physical and electronic, be made available to house any and all confidential records requiring such action.
- (d) In the event that secure records storage is not available at the Registered Office, the Board may approve alternate location(s) at which some or all of the records may be kept (e.g., confidential records may be held by the Society's Secretary).

4.1 Inspection of Records

- (a) Directors, Members and other authorized persons must be able to inspect the books and records, at reasonable times.
- (b) Directors may, without charge, inspect any Society record related to its formation and structure and any Society record related to its operations.
- (c) Members may, without charge, inspect:
 - i. records related to the Society's incorporation, Constitution, Bylaws, and any court order made in respect of the Society by any court, tribunal, government body, agency, official or the Registrar;
 - ii. portions of Directors' consents to act as, or resign as a Director, or portions of disclosures of interest by a Director or Senior Manager;
 - iii. Board and General Meeting minutes and text of each resolution voted on at each meeting, or consented to in writing or otherwise;
 - iv. the Register of Directors, Directors' provided contact information, their Board appointments and designations; and
 - v. annual financial statements and the Auditor's Report on those statements, and may receive copies of the most recent financial statements, Constitution and Bylaws.
- (d) Members who wish to inspect the Register of Members must apply for access in writing and state the applicant's name, and state what the information will be used for, namely:
 - i. requisitioning or calling a General Meeting

- ii. submitting a Member proposal, or
 - iii. influencing the voting of Members
- (e) The Society will provide Members access to all documents that they are entitled to see, and
- i. respond to requests for inspection within 14 days,
 - ii. determine whether to charge a fee and set that fee in accordance with the Regulations, and
 - iii. set a reasonable period of notice, and may place reasonable restrictions on the time(s) during which the Member may inspect the documents.

4.2 Restrictions on Records Inspection

- (a) The Board, by resolution, may restrict a Member's rights to inspect the Register of Members if it considers the inspection may be harmful to the Society or to one or more of its Members, and
- i. will restrict access to the Register of Members unless the information will be used solely for the Society's activities or internal affairs
 - ii. will provide access only if the information will be used for organizational purposes, and
 - iii. the Board may impose a reasonable period of notice, and restrict the times during which the Member may inspect the Register of Members
- (b) If the Board restricts inspection rights, a Member may apply in writing to the Society to inspect the Register of Members. The application must include the applicant's name, and:
- i. confirm that the information will only be used to requisition or call a General Meeting, or
 - ii. to submit a Society Member's Proposal, or
 - iii. in an effort to influence Society Member voting, and
 - iv. if the application is approved by the Society, the Member may inspect the Register of Members without charge.
- (c) Members and Directors may request a copy of any document which they are entitled to access.
- (d) The Society may charge a fee for copies of Society records:
- i. unless these Bylaws say that the person requesting the copy may receive the copy free of charge, and
 - ii. will provide the copy if any required fee is paid, and
 - iii. will send the copy no later than 14 days after the request is received and any required fee has been paid, and
 - iv. will provide the copy for pick up at the Registered Office, or it may be sent by email, Canada Post mail or by delivery service, at cost to the recipient, to the address provided by the recipient.

- (e) A record or copy is considered to have been received at the beginning of:
 - i. the third day after the record is delivered to the delivery address, or
 - ii. the third day after the record is emailed with proof of transmission, or
 - iii. the fifth day after the record is mailed.
- (f) A member of the public:
 - i. cannot have access to the Register of Members,
 - ii. can request and receive a copy of the financial statements,
 - iii. may, at the discretion of the Board, be permitted access to other records, and
 - iv. 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.

PART 5 – MEMBERSHIP CLASSES

5.0 Through an application process, the Society provides voting and non-voting Classes of Membership for:

- individuals (adults, students, or seniors)
- couples (adult and senior)
- garden societies
- corporate members,
- life members
- family group members and
- Friends of HCP Society members

6.0 The HCP Board of Directors will establish the application process, and

- (a) will approve conditions and fees for each Class of Membership, which the Board may change from time to time, taking into account HCP's operational needs; and
- (b) may set the grounds for suspension, expulsion, and revocation of membership and may amend these from time to time.

7.0 Definitions of Membership Classes:

- (a) An adult member is a person 19 years or older who has successfully applied for an HCP membership and has paid all required fees
- (b) A student member is a person 16 years or older who is registered as a student in a BC School or educational institution who has successfully applied for an HCP membership and has paid all required fees
- (c) A senior member is a person 60 years or older who has successfully applied for an HCP membership and has paid all required fees
- (d) Adult couples and senior couples:

Constitution and Bylaws for the Horticulture Centre of the Pacific Society

- i. Adult couples are two persons, who are 19 years of age or older who self-identify as a couple, have successfully applied for an HCP membership and have paid all required fees;
 - ii. Senior couples are two persons, who are 60 years of age or older who self-identify as a couple, have successfully applied for an HCP membership and have paid all required fees.
- (e) Garden societies are registered garden societies that have successfully applied for an HCP Membership and have paid all required fees, and
- i. must nominate, in writing, a representative to act on their behalf;
 - ii. a garden society member representative has all the rights and responsibilities of an individual member.
- (f) Corporate members are companies that have successfully applied for Membership and have paid all required fees, and
- i. must nominate, in writing, a representative to act on their behalf; and
 - ii. a corporate member representative has all the rights and responsibilities of an individual member.
- (g) Life members are members whose life membership has been approved by the Society and who are exempt from the payment of the annual membership fee.

THE NEXT TWO ITEMS ARE BOARD APPROVED PROPOSALS

- (a) “Family Group” memberships comprise a family group of one or two parents and one or more of the family’s children up to the age of 18, and have the choice to be either Voting or Non-Voting Members and must nominate one adult parent to represent the family.
- (b) “Friends of the HCP Society” membership is open to all HCP Members in good standing as at May 31, 2021, and as described in 7.0 (a) through (g) inclusively. From June 01 2022, all new applicants for HCP Society membership and membership renewals will be given the option of a “Friends of the HCP Society” membership which will be a non-voting class of membership in the HCP Society.

8.0 HCP Member Responsibilities:

- (a) Voting Members
 - i. agree to uphold the HCP Constitution and comply with HCP Bylaws
 - ii. agree to be bound by decisions of the Society or the Board that are made in accordance with the Constitution or Bylaws,
 - iii. have a responsibility to attend and vote at Annual and Special General Meetings; and
 - iv. any Voting Member, not in good standing, is not entitled to vote in any manner or on any HCP Society resolution until they are again in good standing.

(b) Non-Voting Members

- i. agree to uphold the HCP Constitution and comply with HCP Bylaws
- ii. agree to be bound by decisions of the Society or the Board that are made in accordance with the Constitution or Bylaws, ‘
- iii. do not have a responsibility to vote in any manner or on any HCP Society Resolution.

9.0 A Society Membership ends when:

- (a) an adult, student, senior, couple, senior couple, garden society, corporate member, life member, family group member or Friend of HCP resigns in writing, or
- (b) a garden society or corporate member organisation has ceased to operate, or
- (c) a member has not been in good standing for six months, is expelled, or dies.

10.0 A Member is in good standing when the Member has paid the current annual membership fee, along with any other subscription or debt due and owing to the Society.

11.0 A Member is not in good standing when membership fees have lapsed beyond 30 days of the renewal date, along with any other subscription or debt due and owing to the Society.

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

PART 6 – MEETINGS OF MEMBERS

13.0 General Meetings of the Members that are most common, and called by the Board are:

- (a) The AGM, and
- (b) SGM, which may be called to deal with special or emergency business.

14.0 The Board may call a General Meeting at any time, and

- (a) must give notice of the Meeting no more than 60 days before and no less than 14 days before the meeting
- (b) send the notice to the Voting Members’ email addresses on file and post the notice on the Society’s website
- (c) select a place within British Columbia and state the date and time for the meeting in the notice, and
- (d) provide the agenda of the business to be transacted in the notice.

- 15.0 The Board must call an AGM to be held no later than the 30th of June of each year and may change this date in compliance with prevailing Provincial Regulations.
- 16.0 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.
- 17.0 A Member may waive his or her entitlement to be notified of a General Meeting and
- (a) is deemed to have waived entitlement to notification if the Member is present at the meeting, unless
 - (b) he or she is there to object that the meeting is not lawfully called.
- 18.0 The Board Chair Will Preside Over General Meetings
- (a) if the Chair is unable to preside, the meeting will be chaired by the Vice-Chair or a director if the Vice-Chair is unable to preside; or
 - (b) 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.
- 19.0 The quorum at the start time, within 30 minutes of the start time and any time during General and SGMs, is 15 Voting Members in good standing; however
- (a) if there is no quorum,
 - i. within 30 minutes from the time the meeting was set to start, the meeting will be terminated if it was requisitioned, or
 - ii. stands adjourned if it was called until the same day in the next week, at the same time and in the same place.
 - (b) if at any time during a General Meeting, business in progress is suspended due to a quorum no longer being present,
 - i. after 15 minutes, the meeting is terminated if it was requisitioned, or
 - ii. (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.
- 20.0 The order of business at Member meetings:
- (a) at an AGM:
 - i. election of a Chair (if necessary)
 - ii. adoption of the Rules of Order (if requested)
 - iii. confirmation of a quorum
 - iv. confirmation of Notice compliance to members
 - v. approval of the agenda
 - vi. approval of the minutes of the last AGM
 - vii. business arising from the minutes of the previous General Meeting (if any)
 - viii. consideration of the financial statements

- ix. consideration of auditor reports (if any)
- x. consideration of reports from the Directors (if any)
- xi. dealing with business arising from Directors' reports, or a Special Resolution (if any)
- xii. consideration of the report from senior management (if any)
- xiii. any member proposals (if any)
- xiv. election or appointment of Directors
- xv. appointment of an auditor
- xvi. adjourning the meeting.

(b) at a Special or General Meeting:

- i. the election of a Chair (if necessary)
- ii. determining that there is a Quorum
- iii. approval of the agenda
- iv. dealing with any unfinished business from the previous General Meeting
- v. dealing with special, emergency or other business included in the notice calling the meeting, and
- vi. adjourning the meeting.

21.0 Rights of Voting Members in good standing are:

- (a) to attend all General Meetings and participate in the proceedings, and (b) to vote on all matters.

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

- (a) in person, or
- (b) by telephone, or
- (c) by using any electronic communication medium as long as all meeting participants are able to communicate with each other.

23.0 Eligible Member votes:

- (a) an individual or life Member is entitled to one vote;
- (b) two persons holding a couple's membership are entitled to one vote each;
- (c) a corporate, or garden society Member is entitled to one vote which may only be exercised by its authorized representative.

24.0 Voting protocols:

- (a) the Chair does not have a second or casting vote
- (b) if a vote is tied, the proposed resolution does not pass
- (c) the Chair must announce the outcome of each vote
- (d) the Secretary will record motions and voting results in the Minutes of the Meeting, and
- (e) proxy voting is not permitted.

25.0 Members may vote by:

- (a) a show of hands or
- (b) an oral vote or
- (c) any other method determined by the Meeting Chair provided that the voter's intent is clear, or
- (d) ballot if:
 - i. the motion is with respect to an identifiable company or individual, and
 - ii. before any vote is to be conducted, the members present at the meeting vote by simple majority in favour of a ballot or
 - iii. at the direction of the Chair, or
 - iv. in advance of the meeting, the Member has submitted their vote to the Secretary by mail, email, or other designated means.

26.0 If voting in advance of a General Meeting members must:

- (a) submit their vote in writing
- (b) indicate their votes on some or all of the motions being proposed, and
- (c) the Secretary must receive their advance vote(s) at least 72 hours before the meeting.

27.0 Members may propose items to be included in the Agenda for an AGM:

- (a) a Member proposal must:
 - i. be submitted by a minimum of 5% of the Voting Members,
 - ii. include the names and signatures of the Members making the proposal,
 - iii. include one statement in support of the proposal to be included in the meeting notice,
 - iv. include a description on the proposal that together with the statement for the notice does not exceed 200 words, and
 - v. not be substantially the same as a proposal considered at a General Meeting in either of the two previous calendar years.
- (b) the Board must:
 - i. include a Member proposal in the notice calling the Annual General Meeting, if it receives the proposal at least 7 days before the notice is sent,
 - ii. state the proposal, the Member(s) submitting the proposal, and one statement from the proposer(s) in support of the proposal,
 - iii. distribute the proposal in advance of the meeting such that Members who will vote in advance may have sufficient time to do so,
 - iv. may distribute the proposal either in advance of or at the meeting, and
 - v. may decline the proposal if it is substantially the same as a proposal considered at the AGM in the previous two years.

28.0 The Chair may adjourn a meeting and must adjourn a meeting if so (is “so” necessary?) directed by a simple majority of the Voting Members present.

29.0 Giving notice of an adjourned meeting:

- (a) unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of:
 - i. the adjourned meeting, or
 - ii. the business to be transacted at the adjourned meeting.

30.0 Voting Members may requisition a General Meeting:

- (a) a Voting Member requisition must be submitted to the Board by at least 10% of the Voting Members; and
 - i. must show the names and signatures of those making the requisition (the signatories),
 - ii. must state the business to be discussed in no more than 500 words, including any special resolutions the signatories wish to have considered,
 - iii. may be made in a single record or may be several records in similar form,
 - iv. must be delivered to the Society’s registered address, and
 - v. must be sent to all Directors.
- (b) a Board approved, Voting Member Requisition may also be presented, in person, at a General Meeting.

31.0 The Board must call the requisitioned meeting within 21 days of receiving the requisition and:

- (a) must hold the meeting within no more than 60 days after receiving the requisition;
- (b) must send the notice in the same manner as if they had called the meeting;
- (c) must conduct the meeting for the sole purpose stated in the requisition; and
- (d) on failure to call the meeting, the majority of the requisition signatories may call the meeting.

32.0 The Society will reimburse the requisition signatories for actual costs reasonably incurred unless the Members vote not to do so by an ordinary resolution at the meeting.

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

- (a) at the request of a Voting Member or a Director, or
- (b) for any reason the Court considers appropriate

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

- (a) will specify the notice, date, time, location and manner, and
- (b) may order that the Quorum be varied or dispensed with, at the meeting

PART 7 – DIRECTORS SERVING ON THE HCP BOARD

35.0 Qualifications to serve on the HCP Board of Directors require that an Individual Member, or the representative of a Corporate, Family Group, or Garden Society, must be at least 19 years of age, and

- (a) has agreed in writing to serve on the Board
- (b) is elected or appointed in accordance with these Bylaws, and
 - i. has not been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere
 - ii. is not an undischarged bankrupt
 - iii. 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.

36.0 A Director must resign immediately if, at any time during their term of office, they do not meet all of the qualifications.

37.0 Nothing in a contract or the Bylaws of a Society relieves a Director from:

- (a) the duty to conduct themselves in accordance with the Societies Act and the Regulations; or
- (b) liability for any negligence, default, breach of duty or breach of trust.

38.0 A Director of a Society is not liable for the consequences of any decision or action if they:

- (a) carried out the duties reasonably and in good faith;
- (b) relied on the financial statements, an audit or written report from a qualified professional or a statement of fact from another Director; or
- (c) relied on any information a Court considers provides reasonable grounds for the actions.

39.0 The Society will purchase and maintain Director and Officer liability insurance.

40.0 The Society will indemnify, in writing, the Directors and the Senior Manager against all penalties, legal proceedings or investigative actions and pay expenses that may be actually and reasonably incurred.

41.0 Election of Directors

At the Annual General Meeting, the Members will elect a minimum of 7, and not more than 11 Directors.

42.0 A Director's act is not invalid merely because of a defect in how the Director was elected or appointed.

- 43.0 The Society's acts are not invalid merely because there are fewer Directors than the required number.
- 44.0 An elected Director's Term of Office is:
- (a) three consecutive years from the date of election;
 - (b) until the Director resigns, is deemed to have resigned in accordance with these Bylaws, dies; or
 - (c) removed from office in accordance with these Bylaws.
- 45.0 An elected Director may serve for no more than six consecutive years.
- 46.0 An elected Director may stand for re-election or appointment following a one-year break in service.
- 47.0 The Past-Board Chair may serve on the Board, ex-officio, as an appointed, voting Director following retirement from the Board, for a one-year term which may be extended by a Board resolution.
- 48.0 Senior Manager, Director of the Horticulture Centre of the Pacific College and the Head Gardener may be appointed to the Board by resolution, as non-voting Board Members, serving ex-officio.
- 49.0 A vacancy on the Board occurs when a Director resigns or is deemed to have resigned from the Board, ceases to be a Member of the Society, or dies.
- 50.0 The Board may fill a vacancy by appointing a qualified Member to fill the position until the end of the original Director's remaining term of office.
- 51.0 The Board may invite certain skilled persons to attend Board meetings.
- 52.0 The Officers of the HCP Society constitute an Executive Committee and are the:
- 53.0 Board Chair, Vice-Chair, Secretary, and Treasurer. The Board may appoint, by resolution, other Board Members and/ or a Senior Manager to the Executive Committee.
- 54.0 Election of Society Officers:
- (a) The Officers are elected from among the Directors at the first Board Meeting after the AGM and hold office for one year until the end of the next Annual General Meeting, and
 - (b) Society Officers may act in more than one capacity during their term of office as a Director.

55.0 An Officer position becomes vacant when:

- (a) the Officer's term of office expires or the Officer resigns from the office or is removed from office by the Board;
- (b) the Officer has resigned or is deemed to have resigned from the Board; or
- (c) ceases to be a member of the Society, or dies.

56.0 The Board may appoint another Member to fill the vacant office until the end of the term of the original Officer.

57.0 Removal or Resignation of a Director from the Board occurs when:

- (a) a Director is deemed to have resigned from the Board and may be replaced if he or she does not attend three consecutive meetings without a reason acceptable to the Board; or
- (b) a Director has missed, without reasonable explanation, 50% of the Board meetings in any consecutive twelve-month period.

58.0 A Director who intends to resign must do so in writing and must stipulate if the resignation is effective:

- (a) when the Society receives the resignation, or
- (b) on a specified date, or
- (c) on the occurrence of a specified event.

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

- (a) for conduct which, in the Members' sole discretion, is inimical to the interests of the Society; and
- (b) may, by Ordinary Resolution, elect another Member to serve as a Director for the balance of the term of the Director removed.

60.0 Appeal if a Director is removed from the Board:

- (a) that Director wishes to appeal their removal from the Board,
 - i. the Board must give the Director in question (the Appellant) 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, and
 - ii. the reason(s) for the proposed removal, and
 - iii. the opportunity to speak at the General Meeting and/or provide a written submission before the Members vote on the resolution.
- (b) the Appellant may present a written statement (not to exceed 200 words), and
 - i. may speak to the Membership, but
 - ii. may not be present during the discussion or vote.

- (c) the Members will vote by ballot.
- (d) the Directors must:
 - i. act honestly and in good faith with a view to the best interests of the Society
 - ii. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - iii. act in accordance with the Society Act and the Regulations; and
 - iv. act in accordance with these Bylaws.
- (e) without limiting the above, Directors must act with a view to the Society's purpose.

61.0 Conflict of interest:

A conflict of interest could arise if an HCP Director or employee has a direct or indirect material interest in/with an actual or proposed contract or transaction involving HCP, or in a matter under consideration that could materially conflict with the person's duty or interest as a Director or employee:

- (a) the Director or employee must disclose fully and promptly to the other Directors, or Management as the case may be, the nature and extent of the interest, and abstain from voting on the contract, transaction or matter under consideration; and
- (b) leave any Board or Management meeting when the issue is discussed, but only with Board approval, may be present to provide information, and must not act in any way to influence the discussion or vote; and
- (c) any conflict of Interest disclosed in a Board meeting must be recorded in the Minutes of the Board Meeting where the conflict of Interest was disclosed; and
- (d) any conflict of Interest disclosed by an employee to Management must be disclosed promptly to the Board.

PART 8 – THE BOARD, OFFICERS, VICE-CHAIR, PAST-CHAIR & COMMITTEES

62.0 The Board manages, oversees and is responsible for all of the Society's activities and internal affairs, and has the power to deal with all business of the Society between General Meetings.

63.0 The Board is the sole authority for making policy decisions that govern the Society in accordance with the Board's Policy Handbook which the Board will review annually.

64.0 The Board will be composed of a minimum of 7 and a maximum of 11 elected Directors, and the immediate Past-Chair may serve on the Board in a voting capacity for a term of one year, which may be extended by Board resolution.

65.0 The Quorum for Board meetings is a simple majority.

66.0 The Board may:

- (a) appoint committees to assist in its work, and all Board committees will have Terms of Reference to govern their activities;
- (b) meet at any location in the Capital Regional District, on any notice, in person, by telephone, or using any electronic communication medium as long as all Directors are able to communicate with each other;
- (c) pass resolutions without a meeting if all Directors consent to the resolution in writing;
- (d) not vote by proxy; and
- (e) appoint independent (non-society) members to its committees.

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

- (a) will call a meeting of the Board in accordance with a schedule agreed to by the Directors at the beginning of each new fiscal year; or
- (b) at any time, the Chair, or in their absence, the Vice-Chair, considers it necessary.

68.0 The Chair must call a meeting of the Board if:

- (a) requested to do so, in writing, by two Members of the Board; and
- (b) must provide notice, and a Meeting Agenda, at least (seven days in advance unless all the Directors agree to a shorter notice period).

69.0 The Chair has only one vote, as a Director, and does not have a casting vote. The Chair:

- (a) may move or second a resolution;
- (b) may delegate responsibilities to Directors on the Board;
- (c) sits as an ex-officio member on all Board-appointed committees;
- (d) provides leadership and direction to the Board and committees;
- (e) represents the Society in public presentations; and
- (f) performs such other duties as may be determined by the Board from time to time.

70.0 The Vice-Chair will carry out the duties of the Chair if the Chair is absent or otherwise unable to act, and perform other duties as may be determined by the Board.

71.0 The Secretary:

- (a) conducts the correspondence of the Board and of the Society;
- (b) issues notices of Board meetings and general meetings;
- (c) takes and stores minutes of general and Board meetings;
- (d) has custody of all Society and Board records and documents except those kept by the Treasurer;
- (e) submits all documents as required by the Registrar;
- (f) performs such other duties as may be determined by the Board from time to time; and

- (g) if the Secretary is absent, the Directors will appoint another person to act as Secretary for the meeting.

72.0 The Treasurer:

- (a) ensures that the financial records, including the books of account, are kept in accordance with generally accepted accounting principles;
- (b) arranges for the preparation of the financial statements necessary to comply with Board requirements and legislation;
- (c) provides financial statements to the Board, Members and others when required
- (d) arranges for the annual audit; and
- (e) performs such other duties as may be determined by the Board from time to time.

73.0 The Immediate Past-Chair:

- (a) assists the Chair to maintain continuity; and
- (b) performs such other duties as may be determined by the Board.

PART 9 – FINANCES

74.0 The Society will not:

- (a) distribute any gains, profits, investment capital or any other pecuniary benefit to the members and no part of the capital, assets or earnings will inure to the benefit of any of the members;
- (b) declare or distribute any dividend; or
- (c) distribute any of its property among the members during the existence of the Society or upon its winding up or dissolution.

75.0 Notwithstanding clause 73.0, any Member who is also serving as an employee of the Society shall be entitled to receive reasonable remuneration for such employment services as they may perform.

76.0 The Society's financial year is from January 1 to December 31 and:

- (a) Society funds will be deposited to the credit of the Society in a financial institution that is regulated by the Superintendent of Financial Institutions, carries on a banking business, and is selected by the Board;
- (b) Society funds surplus to operational needs shall be invested in a financial institution that is regulated by the Superintendent of Financial Institutions so as to return the highest possible interest rate to the Society;
- (c) Society funds may only be invested in guaranteed financial products or securities and such investments may be made without regard to the proportion of particular types of products or securities; and
- (d) the Board must ensure that each investment is one that a prudent investor may make.

- 77.0 Signing authority for approval of each payment or transfer from the Society's banking and investment accounts requires the signatures of any two of the following Officers: the Board Chair, the Secretary, the Treasurer, or one of the Officers, together with the Senior Manager.
- 78.0 The Board may, at its discretion, borrow money as well as issue bonds, debentures, notes or other evidences of debt obligations, at any time, to any person, and for fair consideration.
- 79.0 The Society may, by special resolution, restrict the borrowing powers of the Board of Directors, but a restriction imposed would expire at the next Annual General Meeting.
- 80.0 The Board, at each AGM, must:
- (a) present the audited financial statements for the twelve-month period representing the previous fiscal year's operations;
 - (b) include a note in the financial statements with regard to the total remuneration, including benefits, paid to any employee or contractor for services, where the amount was at least \$75,000;
 - (c) include the Auditor's Report on those financial statements;
 - (d) include the number of Directors, without providing the Directors' names, but including a description of the capacity in which each such Director acted; and
 - (e) include the total number of employees and of contractors along with the total amount of remuneration paid to them.
- 81.0 The Members, at each AGM, will appoint a qualified professional accounting company to audit the Society's financial statements, and set the appointment to end at the close of the next Annual General Meeting or when a successor is appointed.

PART 10 – ADMINISTRATION

- 82.0 The Board may appoint one or more Senior Managers to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole, or in respect of a principal unit of the Society.
- 83.0 The Board must ensure that a Senior Manager:
- (a) meets the professional qualifications and business experience standards required to manage the Society's business affairs; and
 - (b) that the standards are commensurate with best practice and industry standards, both when the person is hired and during the entire time of employment; and
 - (c) that the Senior Manager adheres to the same provisions in these Bylaws that apply to the Directors.

PART 11 – DISSOLUTION

84.0 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

85.0 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 OF HCP BYLAWS

DRAFT