

## BYLAWS OF THE FRIENDS OF GOVERNMENT HOUSE GARDENS SOCIETY

### DEFINITIONS AND INTERPRETATION

1.1 In these bylaws,

"**Act**" means the *Societies Act* and the regulations made under it;

"**Board**" means the board of directors of the Society;

"**Chair**" means the individual who is

- (a) entitled to preside as the chair of a general meeting under section 3.10, or
- (b) elected under section 3.11;

"**Honourary Director**" means the individual appointed to that position by the Board under subsection 4.2(b);

"**Honourary Member**" means the individual referred to in section 2.8;

"**individual**" does not include a corporation, society, firm or association;

"**member**" includes an individual appointed as

- (a) an honorary member under section 2.8, and
- (b) a sustaining member under section 2.9;

"**person**" includes a corporation, society, firm or association; and

"**Society**" means The Friends of Government House Gardens Society (Inc. No. S-30119).

1.2 The definitions in the Act apply to these bylaws.

1.3 If there is a conflict between these bylaws and the Act, the Act applies.

1.4 If the singular or masculine form is used in these bylaws it will be construed as the plural or feminine or neuter form, as the case may be, and vice versa where the context or parties so require.

### MEMBERSHIP

2.1 A person may apply to the Board for membership in the Society.

2.2 If a person's application under section 2.1 is approved, that person becomes a member on the payment of membership dues.

2.3 A member must

- (a) uphold the constitution and policies of the Society; and
- (b) comply with these bylaws.

2.4 A member ceases to be a member when

- (a) the member's membership expires;

- (b) the member is not in good standing;
  - (c) the member resigns or is expelled; or
  - (d) in the case of
    - (i) an individual, the individual dies, or
    - (ii) a corporation, society, firm or partnership, the corporation, society, firm or partnership is liquidated or dissolved.
- 2.5 Despite section 2.4, the Board may suspend or expel a member if the member
- (a) violates any provision of
    - (i) these bylaws, or
    - (ii) the policies of the Society; or
  - (b) carries out any conduct which, in the Board's sole discretion, is deemed to be detrimental to the Society.
- 2.6 The Board's decision under section 2.5 is final and binding on the member without right of appeal.
- 2.7 A member who is suspended under section 2.5,
- (a) may not vote at a general meeting;
  - (b) is not deemed to be a voting member for the purpose of consenting to a resolution of the voting members at a general meeting;
  - (c) will not receive notices or other information from the Society other than the notices required by the Act; and
  - (d) must pay membership dues to remain in good standing.
- 2.8 The Board may appoint an individual as an honorary member and that individual
- (a) is a member for the individual's lifetime;
  - (b) is exempt from the payment of membership dues;
  - (c) may not vote at a general meeting; and
  - (d) is not deemed to be a voting member for the purpose of consenting to a resolution of the voting members at a general meeting.
- 2.9 An individual who has been a member of the Society for a cumulative total of thirty years becomes a sustaining member and that individual
- (a) is a member for the individual's lifetime;
  - (b) is exempt from the payment of membership dues;
  - (c) may vote at a general meeting; and
  - (d) is deemed to be a voting member for the purpose of consenting to a resolution

of the voting members at a general meeting.

### **GENERAL MEETINGS OF MEMBERS**

- 3.1 The Board may deliver notice of a general meeting to members by email in accordance with subsection 77(2) of the Act.
- 3.2 Subject to section 3.3, a general meeting will be held at a location in Greater Victoria determined by the Board.
- 3.3 In its sole discretion, the Board may direct that a general meeting be held by telephone or internet connection
  - (a) without the presence of individuals in a meeting place; or
  - (b) with the presence of individuals in one or more meeting place.
- 3.4 At a general meeting held by telephone or internet connection, the Chair may preside from any location in British Columbia.
- 3.5 Members participating in and entitled to vote at a general meeting who are connected by telephone or internet connection must be able to
  - (a) be heard by the other members participating in person or by telephone or internet connection;
  - (b) if recognized by the Chair, speak at the meeting;
  - (c) vote in real time when called upon by the Chair to do so; and
  - (d) if necessary, vote by secret ballot under section 3.20.
- 3.6 A technical failure that prevents a member from participating in or voting at a general meeting by telephone or internet connection does not invalidate anything done at the general meeting.
- 3.7 The order of business at a general meeting is as follows:
  - (a) if necessary, elect or appoint a Chair;
  - (b) determine that there is a quorum;
  - (c) approve the agenda;
  - (d) approve the minutes from the last general meeting;
  - (e) deal with unfinished business from the last general meeting;
  - (f) if the meeting is an annual general meeting
    - (i) receive the directors' report on the financial statements of the Society for the previous financial year and the auditor's report, if any, on those statements,
    - (ii) receive any other report of directors' activities and decisions since the previous annual general meeting,

- (iii) elect or appoint directors, and
    - (iv) if necessary, appoint an auditor;
  - (g) if accepted by the members attending the meeting, deal with new business including any matter about which notice was given to the members in the notice of the meeting; and
  - (h) terminate the meeting.
- 3.8 At a general meeting, the following is ordinary business:
- (a) adoption of rules of order;
  - (b) election or appointment of directors;
  - (c) establishment of membership dues and changes to membership dues;
  - (d) appointment of an auditor; and
  - (e) consideration of
    - (i) the financial statements and the report of the auditor, and
    - (ii) reports of the directors (including business arising out of a report of the directors that need not be passed by special resolution).
- 3.9 Other than ordinary business, notice of a general meeting must state the nature of the business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 3.10 The following individual is entitled to preside as the chair of a general meeting:
- (a) the president;
  - (b) if the president is unable to preside as the chair, the vice-president; or
  - (c) if the president and vice-president are unable to preside as the chair, a director who is nominated by the other members of the Board who are present at the meeting.
- 3.11 If, within 15 minutes from the time set for holding the meeting, no individual entitled under section 3.10 is able to preside as the chair, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- 3.12 Business, other than the election of the Chair and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.13 A quorum for the transaction of business at a general meeting is 25 voting members.
- 3.14 If, within 15 minutes from the time set for holding a general meeting, a quorum of voting members is not present
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and

- (b) in all other cases, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place.
- 3.15 If, at a meeting that is adjourned under subsection 3.14(b), a quorum is not present within 15 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 3.16 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until
  - (a) there is a quorum present; or
  - (b) the meeting is adjourned or terminated.
- 3.17 The Chair
  - (a) may; or
  - (b) if so directed by the voting members at the meeting, must;  
adjourn a general meeting to a time and place determined by the Chair but, no business may be transacted at the continuation of the adjourned general meeting other than business left unfinished at the adjourned meeting.
- 3.18 Unless a general meeting is adjourned for 30 days or more, members do not need to be notified of
  - (a) a continuation of an adjourned general meeting; or
  - (b) the business to be transacted at a continuation of an adjourned general meeting.
- 3.19 Subject to section 3.20, at a general meeting, voting must be by
  - (a) a show of hands;
  - (b) an oral vote; or
  - (c) another method that adequately discloses the intention of the voting members.
- 3.20 If, before or after a vote under section 3.19,
  - (a) two or more voting members request a secret ballot; or
  - (b) a secret ballot is directed by the Chair;voting must be by a secret ballot.
- 3.21 The Chair must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 3.22 Voting by proxy is not permitted.
- 3.23 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these bylaws to be decided by special resolution.

## **DIRECTORS**

- 4.1 The Society must have no fewer than 6 and no more than 12 directors.
- 4.2 Despite section 4.1,
  - (a) the immediate past-president is an *ex officio* member of the Board; and
  - (b) the Board may appoint an individual as an honorary director provided that no more than 3 honorary directors may be appointed at any time.
- 4.3 The term of office of a director and an Honorary Director is 2 years.
- 4.4 An Honorary Director is an *ex officio* member of the Board and may vote at a director's meeting.
- 4.5 The Board may appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 4.6 A director appointed by the Board under section 4.5, ceases to be a director at the end of the unexpired portion of the term of office of the director whose departure from office created the vacancy.

#### **DIRECTORS' MEETINGS**

- 5.1 A directors' meeting may be called by the president or two other directors.
- 5.2 At least two days' notice of a directors' meeting must be given unless all of the directors agree to a shorter notice period.
- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
- 5.4 The directors may regulate their meetings and proceedings as they think fit.
- 5.5 A quorum for the transaction of business at a directors' meeting is a majority of the directors.
- 5.6 The directors may remove a director from office if the director does not attend 3 directors' meetings in the preceding 12 months.

#### **BOARD POSITIONS**

- 6.1 Directors who are elected or appointed to positions on the Board are directors at large and those directors must elect or appoint directors to the following positions:
  - (a) subject to section 6.2, president;
  - (b) vice-president;
  - (c) secretary; and
  - (d) treasurer.
- 6.2 No director may be elected or appointed as president unless the director has served as vice-president for the previous 12 months.

- 6.3 Other than the president, a director elected or appointed under section 6.1 may hold more than one position.
- 6.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- 6.5 If the president is unable to act under section 6.4, the vice-president is responsible for carrying out the duties of the president.
- 6.6 The secretary is responsible for
- (a) issuing notices of general meetings and directors' meetings;
  - (b) taking minutes of general meetings and directors' meetings;
  - (c) keeping the records of the Society in accordance with the Act;
  - (d) conducting the correspondence of the Board; and
  - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- 6.7 If the secretary is unable to act under section 6.6, the secretary must arrange for another director to take on the secretary's duties.
- 6.8 The treasurer is responsible for
- (a) receiving and banking monies collected from the members or other sources;
  - (b) keeping accounting records in respect of the Society's financial transactions;
  - (c) preparing the Society's financial statements; and
  - (d) if necessary, making the Society's filings respecting taxes.

#### **REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

- 7.1 No director will be remunerated for being a director however, the Society may reimburse a director for reasonable expenses incurred by the director in performing his or her duties as a director.
- 7.2 Subject to section 7.3, a contract or other record to be signed by the Society must be signed on behalf of the Society by the president and one other director.
- 7.3 If
- (a) the president is unable to sign a contract or other record, the vice-president may sign the contract or other record; and
  - (b) the president and vice-president are unable to sign a contract or other record, the Board must appoint a director to sign the contract or other record.

#### **FINANCE**

- 8.1 The Society may not

- (a) borrow money;
- (b) issue bonds;
- (c) lend money on behalf of the Society;
- (d) issue debt obligations for any liability or obligation of the Society or any other person; or
- (e) mortgage, charge or give other security on the undertaking or on the whole or any part of the property and assets of the Society.

#### **PART 9 - PREVIOUS CONSTITUTIONAL PROVISIONS**

- 9.1 The operation of the Society shall be carried on without purpose or gain for its members and any earnings shall be used for the benefit of the grounds and gardens of Government House. THIS CLAUSE WAS PREVIOUSLY UNALTERABLE.
- 9.2. In the event the Society is wound-up or dissolved, all assets of the Society available for distribution shall be transferred to the Government House Foundation. THIS CLAUSE WAS PREVIOUSLY UNALTERABLE.