



THE FRIENDS OF GOVERNMENT HOUSE GARDENS SOCIETY

BYLAWS

Part 1 – Interpretation

1. (1) In these Bylaws, unless the context otherwise requires,
 - (a) 'Board' means the Board of Directors as defined in Bylaw 25(1);
 - (b) 'Directors' means the members of the Board of the Society for the time being;
 - (c) 'Societies Act' means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (d) 'registered address' of a member means the postal and/or electronic address as recorded in the register of members; and
 - (e) 'Standing Rules' means the working rules which supplement these Bylaws as they are approved or amended from time to time by the members.
- (2) The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.
2. (1) Words importing the singular include the plural and vice versa and words importing a male person include a female person or an organization.
- (2) The person chairing the meeting is referred to as the Chair.

Part 2 - Membership

3. The membership of the Society consists of those persons who have obtained membership in accordance with these Bylaws and have not discontinued membership.
4. A person may apply for membership in the Society by completing and submitting a prescribed membership application form.
5. (1) The categories of membership shall be:
 - (a) Member;
 - (b) Honorary Life Member (a person so elected by the Board); and
 - (c) Organization (associations, clubs, educational groups, corporations or societies approved by the Board).
- (2) Every member shall uphold the constitution and comply with these Bylaws.

(3) Changes in these categories of membership may be made only through a motion approved at an annual general meeting of the Society.

6. Membership fees shall be

- (a) determined from time to time by the Board;
- (b) approved by the members at the next annual general meeting;
- (c) set out in the Standing Rules; and
- (d) printed in the Cary Bulletin.

Membership fees are due at the beginning of each calendar year. Fees must be paid by the 31st of March to maintain good standing in the Society. Members joining the Society after the 1st of October will have their membership extended to December 31st of the following year.

7. A person shall cease to hold membership in the Society:

- (a) by notifying the Society in writing or otherwise of an intention not to continue or renew such membership;
- (b) on death or, in the case of an organization, on dissolution;
- (c) on being expelled in accordance with Bylaw 8; or
- (d) on becoming a member not in good standing in accordance with Bylaw 9.

8. (1) A person holding a membership may be expelled by a special resolution of the membership passed at a general meeting.

(2) The notice of special resolution for expulsion, prepared in accordance with Part 3, shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. All memberships are in good standing except those for which the current annual membership fees or any other subscriptions or debts owing to the Society remain unpaid after the due date and for so long as the debt remains unpaid.

Part 3 - Notices to Members

10. A notice may be given to a member by mail to the member's registered address or by personal delivery.

11. A notice sent by postal mail shall be deemed to have been given on the seventh day following that on which the notice was mailed and, in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and deposited in a Canada Post receptacle.

12. (1) Fourteen days' notice of a general meeting shall be given to every member shown on the register of members on the day notice is given as well as;

- (a) Government House and the Government House Foundation; and
- (b) the auditor, if Bylaw 48 applies.

- (2) No other person is entitled to receive a notice of a general meeting.
- 13. (1) Notice of a general meeting given under Bylaw 12 shall
 - (a) state the place, day and hour of meeting;
 - (b) include a list of the nominees for election as a Director as proposed by the nominating committee referred to in Bylaw 27(1); and
 - (c) in case of special business, state the general nature of that business.
- (2) 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 of that meeting.

Part 4 - Meetings of the Members

- 14. General meetings of the Society shall be held at a time and at a place within Greater Victoria, in accordance with the Societies Act, as the Directors decide. An annual general meeting shall be held at least once in every calendar year and not more than 15 months since the previous annual general meeting. Other general meetings may be called from time to time as the Directors decide or as provided for in Bylaw 14.
- 15. On receipt of a written request, stating the business to be discussed, signed by 10% or more of the voting members in good standing, the Board shall hold a general meeting within 21 days of receiving the request.

Part 5 - Proceedings at General Meetings

- 16. (1) All business transacted at a general meeting, except the election of a chair, if necessary, and the adoption of the agenda, shall be deemed special.
- (2) The order of business at annual general meetings shall include but not be limited to
 - (a) electing the chair of the meeting, if necessary;
 - (b) determining that a quorum is present;
 - (c) adopting the agenda for the meeting;
 - (d) filing proof of notice of the meeting;
 - (e) reading and disposing of any unapproved minutes;
 - (f) receiving reports of committees;
 - (g) receiving the Directors' reports;
 - (h) receiving the financial statements;
 - (i) receiving the auditor's report, if any;
 - (j) electing Directors provided that if the nominating committee nominates a person for election as a Director who
 - (i) has not been a member in good standing of the Society for at least 12 months;
 - (ii) has not been actively engaged in working as a volunteer with the Society; or

(iii) if they reach the term limit set out in Bylaw 27(4), ceased to be a Director less than 12 months since reaching that term limit;

the nomination of that person must be approved at the annual general meeting before that person will be eligible to stand for election as a Director;

(k) appointing an auditor, if required;

(l) other business;

(m) adjournment or termination.

17. (1) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during the general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) At a general meeting, a quorum shall consist of 10% of the eligible voting members of the Society in good standing but will never be less than 30.
18. (1) If, within 30 minutes from the time appointed for a general meeting, a quorum is not present the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting the business fails.
- (2) At an adjourned annual general meeting when a quorum is not present, the Directors in office shall remain in office until the meeting is reconvened within 42 days. In the interim, the Board may continue with normal day-to-day business.
- (3) At an adjourned general meeting, when a quorum is not present and an election is required to fill one or more vacancy in Board membership, the Directors shall appoint the required number of Directors to bring the total number of Directors to that approved at the previous election. These appointees shall be taken from the list of nominees presented to the meeting by the nominating committee.
19. Subject to Bylaw 20, the President, the Vice-President or, in the absence of both, one of the other Directors present, shall preside as chair of a general meeting.
20. If at a general meeting:
- (a) there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting: or
- (b) the President and all other Directors present are unwilling to act as chair; the members present shall choose one of their number to be chair.
21. (1) No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- (3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
22. (1) All resolutions proposed at a meeting need a mover and seconder.
 - (2) The chair of a meeting may move or second a resolution.
 - (3) In case of an equality of votes the chair shall not have a second or deciding vote and the proposed resolution shall not pass.
 - (4) Special resolutions shall require a majority of not less than 66% of the votes cast in a recorded vote or written ballot in order to be approved.
 23. (1) Only members in good standing shall be eligible to vote.
 - (2) Each Member or Honorary Life Member is entitled to one vote.
 - (3) Each organization membership is entitled to one vote.
 - (4) Voting shall be decided by show of hands unless a recorded vote or written ballot is proposed, seconded and approved by members in good standing. Such a request may be withdrawn if the proposer and seconder agree before the vote takes place.
 - (5) Election of Directors may be by acclamation; otherwise it shall be by written ballot.
 - (6) In the event of a written ballot, there shall be three scrutineers consisting of the Secretary and two others elected from and by the members present. The Secretary of the Board shall open and count the ballots and the result, after having been certified by the second and third scrutineer, shall be announced by the Secretary to the general meeting.
 - (7) Voting by proxy is not permitted.
 - (8) If, in the election of Directors, a tie occurs, there shall be further written ballots in accordance with Bylaw 23(4).
 24. An organization member may vote by its authorized representative who is entitled to speak and vote and, in all other respects, exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 6 – Board of Directors

25. (1) The Board shall ordinarily consist of the elected Directors, the Past-President, the Honorary Directors and other non-voting members.
- (2) The Board may exercise all the powers and do all the acts and things that the Society may exercise and do and which are not, by these Bylaws or by Statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting but subject, nevertheless, to:
 - (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules not being inconsistent with these Bylaws which are made, from time to time, by the Society in general meeting.

- (3) No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
26. (1) The number of elected Directors shall be 8 or a greater number determined from time to time at a general meeting.
 - (2) Directors shall be elected for a term of two years.
 - (3) The President must have served at least one year as a Director.
 - (4) The Director of Operations and Management Services, Government House, Ministry of Finance, or designate, shall be an ex-officio, non-voting member of the Board.
 - (5) The Government House Foundation may appoint a representative as an ex-officio, non-voting member of the Board.
 - (6) The Board may appoint up to 3 Honorary Directors for two-year terms. They may attend Board meetings and participate fully in discussions but they have no voting privileges at Board meetings.
 - (7) The retiring President shall ordinarily succeed to the position of Immediate Past-President. The Immediate Past-President is, ex-officio, a voting member of the Board.
 27. (1) At least 3 months prior to the annual general meeting, the Directors shall appoint and announce a nominating committee of at least three members and the chair thereof, who shall prepare a slate of nominees for election as a Director at the annual general meeting.
 - (2) Members may submit nominations for election as a Director to the nominating committee provided that the nominating committee may not accept a nomination if it is made less than 28 days before the annual general meeting
 - (3) The nominating committee must consider all nominations made to it and, not later than 21 days before the annual general meeting, it must identify all of the people it recommends for election as a Director at the annual general meeting.
 - (4) Subject to Bylaw 27(5), a Director may not serve on the Board for more than 3 consecutive terms .
 - (5) If a Director is elected or appointed to the Board under Bylaw 28 within 12 months prior to an annual general meeting, that period of time will not be taken into account in determining the time period set out in Bylaw 27(4).
 28. (1) In the event that a Director's position becomes vacant between elections, other than removal under Bylaw 29(1), the remaining Directors shall appoint a replacement Director who has been a member of the Society in good standing for at least 12 months.
 - (2) However, should more than two vacancies occur during the same period, the remaining Directors shall, at the next Board meeting, ask the nominating committee from the previous election (if one or more members of that committee are not then serving on the Board, the Board may in its discretion appoint another Director to take the place of the member or members of the committee) to seek nominations for the vacancies in accordance with the relevant parts of Bylaw 27(2). The nominating committee shall report

within 14 days and the Directors shall convene a general meeting to elect the new Director(s) within 28 days after receiving the report of the nominating committee.

- (3) A Director appointed or elected to the Board to fill a vacancy described in Bylaw 28(1) or (2), shall hold office until the conclusion of the term of office of the Director(s) being replaced.
29. (1) The members may, by special resolution at a general meeting properly convened in accordance with Bylaws 12 and 15, remove a Director or Past-President from the Board before the expiration of that person's term on the Board.
 - (2) Following such a removal, the remaining Directors shall follow Bylaw 28(1) or (2), as applicable, to elect of a new Director or Directors.
30. No Board or committee member shall receive remuneration for being or acting as a Board or committee member but all expenses necessarily and reasonably incurred by a Board or committee member, while engaged in the affairs of the Society, shall be reimbursed.

Part 7 - Proceedings of the Board

31. (1) The Board may meet to dispatch business, adjourn and otherwise regulate its meetings as it thinks fit and shall meet when any Director gives the Board Secretary notice of a meeting, specifying the reason for calling the meeting. Board Members, including honorary and ex officio Directors, shall receive at least 7 days' notice of all Board meetings, unless all the voting Board members then in office agree to waive such notice. No other person is entitled to receive a notice of a Board meeting.
 - (2) A quorum at Board meetings shall be a majority of the voting members currently on the Board.
 - (3) The President shall be chair at all Board meetings. If, at a meeting, the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice-President shall act as chair but, if neither is present, the Directors present may choose one of their number to be chair at that meeting.
 - (4) No Director is eligible for election to a position as an officer of the Board if he or she has held that position for the immediately preceding 2 terms provided, however, that if a Director has held that position for only part of one term, that period of time will not be taken into account in determining the time period set out in this Bylaw 31(4).
32. (1) The Board shall be permitted to create or disband committees consisting of Directors and/or members and may delegate any, but not all, of their duties to such committees.
 - (2) A committee so formed, in the exercise of the duties so delegated, shall conform to any rules imposed on it by the Directors and each committee shall designate one of its members to be responsible for communication with the Board.
33. A Board member who may be absent temporarily from British Columbia must inform the Secretary of his or her temporary absence and, if such absence is approved by the Board, the Board member will be deemed, for the duration of that absence, to have waived deliver of a notice of a Board meeting.

34. (1) All resolutions proposed at a meeting of the Board or of a committee need a mover and seconder.
- (2) The chair of a meeting may move or second a resolution.
35. In case of an equality of votes the chair shall have a second or deciding vote.
36. (1) A resolution in writing, signed by all the Board members eligible to vote and placed with the minutes of the Board is as valid and effective as if regularly passed at a Board meeting.
- (2) The same procedure shall apply to all committees.

Part 8 - Duties of Directors

37. (1) Subject to the Societies Act and the Constitution and Bylaws of the Society, the Directors:
 - (a) must manage, or supervise the management of, the affairs of the Society; and
 - (b) may exercise all of the powers of the Society.
 - (2) A Director must:
 - (a) act honestly and in good faith and in the best interests of the Society;
 - (b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a Director;
 - (c) attend all Board meetings prepared to participate knowledgeably by having read all pre-circulated documents prior to the Board meeting; and
 - (d) unless the absence of a Director from a Board meeting is approved by the Board, a member who is absent from three or more Board meetings in a 12 month period may, at the discretion of the Board, be removed from the Board.
 - (3) A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other Directors.
38. The President is the chief executive officer of the Society and shall:
 - (a) preside at all meetings of the Society and of the Board;
 - (b) be an ex-officio, non-voting member of all committees of the Society;
 - (c) act as spokesperson for the Society; and
 - (d) have the responsibility for ensuring the other Board members execute their duties in accordance with the Bylaws.
 39. The Vice-President shall carry out the duties of the President during the President's absence and such other duties as may be assigned from time to time by the President and/or the Board.
 40. The Secretary shall:
 - (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and the Board;

- (c) keep minutes of all meetings of the Society and the Board; or appoint a minutes-Secretary to record the proceedings of a meeting;
 - (d) have custody of a copy of all records and documents of the Society except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) carry out such other duties as may be assigned from time to time by the President and/or the Board.
41. In the absence of the Secretary from a meeting, the Directors shall appoint a temporary Secretary for that meeting.
42. The Treasurer shall:
- (a) keep the financial records, including books of account, necessary to comply with the Societies Act;
 - (b) render financial statements to the Board, members and others when required
 - (c) collect and bank all fees and other revenue of the Society and pay out only such amounts as are reasonable and properly authorized;
 - (d) invest surplus funds prudently and as directed by the Board; and
 - (e) carry out such other duties as may be assigned from time to time by the President and/or the Board.
43. The other Directors shall be assigned such tasks or responsibilities for activities and programs as the Board may, from time to time, decide. Society members who are not Board members may also be given responsibility for certain activities or programs and would report through a designated Board member.

Part 9 - Seal

44. The Board may provide a common Seal for the Society and may destroy a Seal and substitute a new Seal in its place.
45. The common Seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of the President and either the Secretary or Treasurer.

Part 10 - Fiscal Powers

46. The Board shall not have the power to borrow or to lend money on behalf of the Society, to issue debt obligations for any liability or obligation of the Society or any other person or to 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 11 - Contractual Powers

47. The Board shall have the power, from time to time, to enter into contracts and agreements on behalf of the Society provided that all such contracts comply with established Government policy.

Part 12 – Independent Financial Review

48. An independent review of the finances of the society shall be conducted annually.
- (1) At the September meeting of the Board, the Directors shall appoint a person to conduct the review and report to the annual general meeting; and
 - (2) The person so appointed may not be a current Director of the society.

Part 13 - Documents and Records

49. The Society shall keep at its address or such other place as the Societies Act may permit, the documents, copies, registers, minutes and records which the Society is required by the Societies Act to keep at its address or such other place, as the case may be.
50. The Society shall maintain proper books of account and accounting records in respect of all financial and other transactions of the Society in order to properly record the financial affairs and condition of the Society and to comply with the Societies Act.
51. (1) Upon receiving a written request from a member in good standing, the Secretary of the Society shall make one or more of the records listed below available for inspection by that member, at a mutually convenient time within 14 days of the request, at the office of the Society or other place approved by the Board;
- (a) a copy of these Bylaws;
 - (b) the register of members' names;
 - (c) a copy of the minutes of any general meeting of the Society; and
 - (d) a copy of the financial statement of the Society together with any auditor's report thereon.

No copy of the register of members shall be taken from such a meeting without the prior permission of the Directors.

- (2) The telephone numbers, addresses and other personal information of members shall be available only to the Board, the Volunteer Coordinator and other members if their request is approved by the Board.
52. Subject to Bylaw 51, former Directors of the Society shall be entitled to inspect the records of the Society that relate to the period of time that the former Director was a member of the Board.

Part 14 - Constitution and Bylaws

53. Each member is entitled to receive on request and without charge, a copy of the Constitution and Bylaws of the Society.
54. (1) The Constitution or Bylaws may be amended only by special resolution at an annual general meeting.
- (2) Any proposed amendments to the Constitution or Bylaws shall be submitted to the Board by a member in good standing or by a committee or task force established by the Board for that purpose at least 28 days prior to an annual general meeting. Such proposed amendments shall be included with the notice for the annual general meeting.

- (3) Such special resolutions require a 66% majority of votes cast in accordance with Bylaw 22(4).

Part 15 – Previous Constitutional Provisions

55. 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.
56. All aspects of the Society’s working relationship with the Province will be governed by the terms of a separate “Memorandum of Understanding” between the Province, the Society, represented by its duly elected Board of Directors, and the Government House Foundation, as it may be amended from time to time. This clause was previously unalterable.
57. All of the proposals jointly agreed by the Province and the Society to be undertaken for, or in the name of the gardens, shall be submitted by the Province to the Minister of Finance and Corporate Relations (or successor Ministers) for prior written approval before such proposals are undertaken. This clause was previously unalterable.
58. 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.
59. Donations to the Society for which tax receipts are requested, shall be deposited for the benefit of the Government House gardens through the Trust Account of the Government House Foundation. All other funds collected by the Society through membership fees and various fundraising activities will be used to cover Board-approved expenditures for the benefit of the gardens and the operation of the Society. This clause was previously unalterable.