

LOWER LONSDALE COMMUNITY GARDENS

CONSTITUTION & BYLAWS

Constitution of Lower Lonsdale Community Gardens (the “Society”)

The name of the Society is LOWER LONSDALE COMMUNITY GARDENS

The purposes of the Society are:

The purpose of the society is recreational gardening for the benefit and satisfaction of those concerned. To operate under licence from the City of North Vancouver as a gardening co-operative to provide enthusiastic community members the opportunity of growing their own flowers and vegetables. We employ Organic gardening methods and will operate as a non-profit society.

Bylaws of Lower Lonsdale Community Gardens (the “Society”)

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Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“Act” means the *Societies Act* of British Columbia as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time;

“Gardens” means the community gardens known as Lower Lonsdale Community Gardens;

“Membership dues” means the fee payable annually to licence a plot from the Society”.

“Plot” means an identifiable framed area of arable ground located in the Gardens.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Successor

2.1 In this Part, “**successor**” means

- a) Either the spouse of a member; or,
- b) An individual designated as a successor at the same time as the member joins the Society.

Application for membership

2.2 A qualified person may apply to the Board to license a plot and upon acceptance of the application by the Board and payment of the applicable annual fee for the allotted plot, the applicant is a member.

Only one member per plot

2.3 Only one member may hold a licence to a plot

Plot Licences not assignable

2.4 Plot licences are not assignable by members except as permitted by the Bylaws

Successor automatically becomes eligible for membership

2.5 When an individual ceases to be a member of the Society, the individual’s spouse or designated successor, if any, automatically becomes a member and entitled to assume the licence to the affected plot

Age and residence qualifications for membership

2.6 Members must be 19 years old and residents of the City of North Vancouver.

Successors must meet membership qualifications

2.7 An individual designated as a successor must meet the membership qualifications at the time of designation.

Duties of members

2.8 Every member must uphold the constitution of the Society and must comply with these Bylaws and the rules and regulations made under Part 8, or continued under Part 10, of these Bylaws.

Amount of membership dues

2.9 The amount of the annual membership dues must be determined by ordinary resolution of the members.

Member not in good standing

2.10 A member is not in good standing if the member fails to pay the member's annual membership dues or any other debt owing to the Society and the member is not in good standing for so long as the dues or debt remain unpaid.

Member not in good standing may not vote

2.11 A member who is not in good standing may not vote at a general meeting.

Cessation of membership

2.12 A person ceases to be a member of the Society:

- a) by delivering the member's resignation in writing to any director of the Society; by mailing it to the registered address of the Society; or, by mailing it electronically to the Society's email address.
- b) on the member's death or, in the case of a corporation, on dissolution;
- c) on becoming disqualified to be a member;
- d) on being expelled; or
- e) on having been a member not in good standing for 30 consecutive days.

Discipline or expulsion of members

2.13 A member in breach of the member's duties under Article 2.4 of these Bylaws may be disciplined or expelled.

Procedure for discipline or expulsion

2.14 If the Board determines that discipline or expulsion of a member is necessary:

- a) the Board must call a meeting to determine the action to be taken regarding the member;
- b) the member is entitled to attend and be heard at the meeting;
- c) the notice of the meeting must include a brief description of the member's violation of the constitution, Bylaws or rules and regulations; and, state the action the Board proposes to take;
- d) on determining that a violation has occurred, the Board may expel the member or impose other disciplinary measures;

- e) discipline will not be imposed on a member without the authority of a resolution passed unanimously by all directors in office at the time and entitled to vote in disciplinary proceedings

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- a) adoption of rules of order;
- b) consideration of any financial statements of the Society presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor;
- d) election or appointment of directors;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary 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.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or

- (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 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 any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 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.

If quorum ceases to be present

- 3.9** 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 there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the

adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- 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 reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting, except voting for the election of directors, must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Chair does not have second vote

3.14 In the case of a tie vote, the chair does not have a second or casting vote.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting is permitted

3.16 A member entitled to vote, may vote in person or by proxy

Appointment of proxy

3.17 An appointment of proxy:

- a) must be in writing and be signed by the person appointing the proxy;
- b) must be for a specific meeting and may be for a specific resolution or vote; and
- c) may be revoked at any time.

Who may act as proxy

3.18 Only a member in good standing may act as a proxy.

Authority of proxy

3.19 A proxy stands in the place of the member appointing the proxy and, unless limited in the appointment document, can do anything the member can do, including: vote, propose and second motions and participate in discussion.

Authority of representative of corporate member

3.20 An incorporated 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 must be considered as a member for all purposes with respect to a meeting of the Society.

Matters decided at general meeting by ordinary resolution

3.21 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 or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 3A – Holding General Meetings by Electronic Means

Conflict between provisions of Part 3A and other provisions

3A.1 Where there is a conflict between the provisions in Part 3A and other provisions in these Bylaws, the provisions in Part 3A shall prevail.

Society may hold electronic general meetings

3A.2 The Society may hold general meetings by electronic means.

Notice of electronic meetings

3A.3 The Society must specify in the notice of meeting:

- a) The electronic means that it intends to use for the meeting; and,
- b) How members may attend the meeting.

Attendance in person and by proxy

3A.4 Members may attend an electronically held meeting by proxy or in person in the manner or manners specified in the notice of meeting

Members deemed present

3A.5 If a member attends an electronic meeting using electronic means, the member is deemed present in person at the meeting.

Responsibility of members attending electronic meeting

3A.6 Members who attend a general meeting held electronically are responsible for the manner by which they attend. Neither the Board nor the Society is responsible for the quality and consistency of members' connections; or for members' inability to connect or remain connected to the meeting.

Voting at electronic meetings

3A.7 Notwithstanding any other provisions in the Bylaws:

- a) voting at a general meeting held electronically, shall be carried out in the manner specified in the notice of meeting or as determined by the meeting chairperson;
- b) at an annual general meeting held electronically, the chairperson may dispense with a call for nominations from the floor for election to the Board of Directors

Part 4 – Directors

Number of directors on Board

- 4.1** The Society must have no fewer than 3 and no more than 5 directors elected by the members and may have one *ex officio* director in addition.

Qualification of directors

- 4.2** A director, other than an *ex officio* director, must be a member in good standing of the Society or the authorized representative of an incorporated member in good standing of the Society.

Ex officio director

- 4.3** For so long as North Shore Neighbourhood House remains affiliated with the Society in any capacity, the individual from time to time holding the office of Manager Recreation and Facility with North Shore Neighbourhood House or such other individual designated by that organization shall be a director of the Society and referred to as an *ex officio* director.

Ex officio director has limited vote

- 4.4** An *ex officio* director shall not take part in discussion, or vote on, any matters concerning discipline of members or disputes between members but otherwise is entitled to attend and vote at all meetings of the Board.

Directors' term of office

- 4.5** A director is elected for a term of two years ending at the close of business of the second annual general meeting following the annual general meeting at which the director was elected.

Election of directors

- 4.6** At each annual general meeting, members entitled to vote must elect directors to fill the director positions available to be filled at that annual general meeting.

Election by acclamation or by secret ballot

- 4.7** The election of directors may be by acclamation; otherwise it must be by secret ballot.

Directors may fill casual vacancy on Board

- 4.8** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, disqualification, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.9** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 5 – Directors' Meetings

Calling directors' meeting

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 5.2** The Board may meet at any location, on any notice and in any manner convenient to the directors.

Proceedings valid despite omission to give notice

- 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.

Conduct of directors' meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5** The quorum for the transaction of business at a directors' meeting is 3 directors excluding any *ex officio* director holding office.

Authority of directors limited when less than 3 in office

- 5.6** If the number of directors in office, excluding any *ex officio* director in office, is less than 3, the remaining director or directors in office must not conduct any business other than to appoint members to fill vacancies on the Board or to call a general meeting to elect directors.

Chair does not have second vote

5.7 In the case of a tie vote, the chair does not have a second or casting vote.

Part 6 – Officers

Election of officers by the Board

6.1 Immediately following each annual general meeting, the Board shall, by resolution, elect from among its members; a president, vice president, secretary and treasurer as officers of the Society and, except for the office of president, two offices may be held by one individual.

Ex officio director must not be officer

6.2 No member of the Board holding office *ex officio* shall be an officer of the Society.

Directors at large

6.3 Directors not elected to any of the positions mentioned in Article 6.1 or elected to positions not mentioned in that Article, are directors at large.

Role of president

6.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.5 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (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;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.8** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (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;
 - (d) making the Society's filings respecting taxes.

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.
 - (e) in the case of a record which the secretary would, in the normal course of the secretary's duties, sign alone, then by the secretary alone.

Part 8 – Rules and Regulations

Board may make and alter rules and regulations

- 8.1** The Board may make and alter rules and regulations governing membership, discipline and the gardening and communal duties and activities of members; provided the rules and regulations are not inconsistent with the Act and these Bylaws.

Effective date of rules and regulations

- 8.2** Rules and regulations or alterations thereto take effect in accordance with the terms of the Board resolution passing them.

Rules and regulations must be confirmed by ordinary resolution

- 8.3** Rules and regulations or alterations thereto, passed by the Board must be presented to, and approved, with or without amendment, by ordinary resolution at the next general meeting and any part of the rules and regulations or alterations not approved are no longer in force.

Validity of acts between passage and confirmation of rules and regulations

- 8.4** An act of the Board or members committed validly under the authority of any provision of the rules and regulations passed by the Board but not yet confirmed by the members, remains valid even though the provision:
- a) is not confirmed subsequently by the members; or,
 - b) is altered subsequently by the members in a manner that would have made the act invalid if it had occurred after the alteration.

Part 8A – Access to Records and Privacy

Members' access to certain records is restricted

- 8A.1** Members are not entitled to inspect or receive copies of:
- a) the register of members except in accordance with conditions authorized under the Act and imposed by the Society;
 - b) minutes of directors' meetings or consent resolutions of directors except as and to the extent required under the Act; and
 - c) accounting records other than financial statements, budgets and treasurer's reports authorized by the Board and, in the case of financial statements, submitted to the members for approval.

Members not to use private information inadvertently disclosed

8A.2 Any member who receives private information about another member or members as the result of an inadvertent disclosure by the Society must not use that information or disclose it to any other person.

Duty of members receiving properly given private information

8A.3 A member who requests and receives private information which the Society is required or authorized to provide by the Act or these Bylaws, must not use the information for any purpose other than the purpose for which the information was requested and provided; and, the member must not disclose the information to any other person.

Penalty for breach

8A.4 A member who intentionally violates Article 8A.2 or 8A.3 may be expelled.

Disclosure of contact information in disputes between members

8A.5 The Society may provide, without consent, the contact information for the members involved in a dispute to those members in order to facilitate a resolution of the dispute.

Part 9 – Notices

Notice of general meetings

9.1 The Society must give all members at least 14 days written notice of general meetings.

Other required notices

9.2 *Any notice required to be given to a member under the Act or these Bylaws must be in writing and must allow the member at least 14 days to respond to, or comply with, the notice.*

Sufficiency of notice

9.3 A notice is sufficiently given to a member:

- a) in the case of a member for whom the Society has an email address if sent by email to that address and is deemed given on the date it was sent; and
- b) in the case of a member who has not provided the Society with an email address if given to the member in person or if mailed to the

member's residence of record and in the latter case notice shall be deemed given on the second day following the date of mailing.

Part 10 - Transition

Staggered election of directors

10.1 The practice of electing directors to staggered two year terms is continued.

Rules and regulations continue in force

10.2 Rules and regulations passed by the Board and approved at a general meeting before these Bylaws come into effect, continue in force.