



North Shore Community Garden Society

Constitution & Bylaws

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Constitution

The purpose of the North Shore Community Garden Society (NSCGS) is to oversee the use and management of community gardens on the North Shore.

Our aim is to:

- promote a diversity of approaches to sustainable gardening
- encourage co-operation, education and community involvement centred around organic gardening
- share and develop knowledge and practice of organic gardening
- promote well-being by providing access to garden space, and to public gathering space.
- establish and maintain a sustainable method of bio-diverse gardening.

Bylaws

Part 1 — Interpretation

1.1 In these bylaws, unless the context otherwise requires,

"**directors**" means the directors of the NSCGS for the time being;

"**Society Act**" means the Society Act of British Columbia from time to time in force and all amendments to it;

"**Garden Guidelines**" means the governing manual denoting the acceptable practices within the community garden area overseen by and adopted by the NSCGS from time to time in force and all amendments to it

"**registered address**" of a member means the member's address as recorded in the register of members.

1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

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Part 2 — Membership

- 2.1 The members of the NSCGS are the applicants for incorporation of the NSCGS, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 Anyone actively gardening in the community gardens overseen by the NSCGS and who's annual allotted plot membership fee is paid in full is considered a member of the Society. Each plot membership is entitled to 1 vote.
- 2.3 A person may apply to the directors for membership in the NSCGS and on acceptance by the directors is a member for a nominal annual membership fee as determined by the Board from time to time.
- 2.4 On being admitted to membership, a member is entitled to and the Society will give to the member without charge, a copy of the constitution, bylaws, and Garden Guidelines of the Society.
- 2.5 The amount of the first annual membership dues must be determined by the directors and after that any increases in the annual membership dues must be determined at the annual general meeting of the NSCGS
- 2.6 A current list of member gardeners active within each allotted plot shall be maintained in a membership registry by the Board of the Society and Board appointed Garden Coordinators. The information on each active member gardener, as maintained by the Board and Board appointed Garden Coordinators, shall be limited to the particulars forwarded and agreeable by said active member. The purpose of the active membership registry and particulars therein shall solely be for facilitating communications from the Board (acting on behalf of the Society) and Board appointed Garden Coordinators towards the active member gardeners. The active membership registry list and information of the member gardeners is not to be divulged to any other active member gardener or third party without the express permission from said member gardener.
- 2.7 The members are responsible for abiding by the NSCGS's constitution and bylaws, and upholding the Garden Guidelines, from time to time in force and all amendments. A copy of the Garden Guidelines and all amendments shall be posted on the NSCGS website and the community notice board(s) within the community garden areas overseen by the Society.
- 2.8 Non-paying gardeners or non-members may not inherit a plot for any reason.
- 2.9 A person ceases to be a member of the NSCGS
 - a. by delivering his or her resignation in writing to the secretary of the NSCGS or Board appointed Garden Coordinators, or by mailing or delivering it to the address of the NSCGS
 - b. on his or her death or, in the case of a corporation, on dissolution,
 - c. on being expelled,
 - d. by abandoning a plot wherein a plot will be considered abandoned if the paying member(s) for that plot have not paid the annual plot fee within the appropriate window of time as determined by the board and set out in the garden guidelines,

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- e. by abandoning a plot where in a plot will be considered abandoned if the paying members for that plot are not actively gardening in said plot during the main growing season (March through October)
- f. on having been a member not in good standing for 12 consecutive months.

2.10 A member may be expelled:

(1) By a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

(2) Upon determining that an allotted plot membership/utilization has lapsed, been forfeited, and/or been abandoned (i.e., inactive and/or through non-payment of annual membership plot fee), the garden coordinators shall notify the lapsed and/or abandoned member(s) in writing via the communication methods available in the current membership registry. The above noted (Section 2.9) are considered acceptable reasons for proposed expulsion. Upon expulsion all plants and materials located within the abandoned plot will become property of the Society.

2.11 All members are in good standing except a member who has failed to pay any subscription or debt due and owing by the member to the NSCGS (not including membership fees), and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members & Notice to Members

- 3.1 General meetings of the NSCGS must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 The members may, upon notifying one or more of the directors, convene an extraordinary general meeting whenever they see fit.
- 3.5 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- 3.6 Notice of a general meeting must be given at least 14 days prior to the annual general meeting and at least seven days prior to an extraordinary general meeting.
- 3.7 A notice may be given to a member, either personally, by email to the member's registered email address, or by mail to the member at the member's registered address.
- 3.8 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email is deemed received on the day on which it was sent.
- 3.9 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.
- 3.1 Notice of a general meeting must be given to (a) every member shown on the register of members on the day notice is given, and (b) the auditor, if Part 10 applies. No other person is entitled to receive a notice of a general meeting
- 3.2 The first annual general meeting of the NSCGS must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

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Part 4 — Proceedings at General Meetings

4.1 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the directors;
 - iv. the report of the auditor, if any;
 - v. the election of directors;
 - vi. the appointment of the auditor, if required;
 - vii. other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.2 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 15 members present or a greater number that the members may determine at a general meeting.

4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, if possible, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.4 Subject to bylaw 4.5, the president of the NSCGS, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

4.5 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 the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

4.6 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must 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 conducted at an adjourned general meeting.

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- 4.7 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.8 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands or secret ballot.
- (3) Voting by proxy is not permitted.
- 4.9 A corporate 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.

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Part 5 — Directors

- 5.1 (1) The directors may exercise all powers and do all the acts and things that the NSCGS may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the NSCGS in a general meeting, but subject, nevertheless, to (a) all laws affecting the NSCGS, (b) these bylaws, and (c) rules, not being inconsistent with these bylaws, that are made from time to time by the NSCGS in a general meeting.
- (2) A rule, made by the NSCGS in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.2 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the NSCGS.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 5.3 (1) Board members shall serve for 2 year terms, which are renewable. The election of officers will be staggered to ensure that the full slate of officers is not up for election in the same year..
- (2) Separate elections must be held for each directors position to be filled.
- (3) An election may be by acclamation, otherwise it must be by ballot.
- (4) If a successor is not elected, the position remains vacant until filled.
- 5.4 (1) The directors mustt any time and from time to time 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. in the directors.
- (2) A director so appointed holds office only until the conclusion of their term, but is eligible for re-election at the annual general meeting when their successors are elected.
- 5.5 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 5.6 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 5.7 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the NSCGS.
- 5.8 Board appointed Garden Coordinators may not also hold director positions.

Part 6 — Proceedings of Directors

- 6.1 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 6.2 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 6.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.6 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by email or letter, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn (a) a notice of meeting of directors is not required to be sent to that director, and (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 6.7 A director may participate in a meeting of the directors or of any committee of the directors by means of conference telephones, the Internet or other communication facilities by which all directors participating in the meeting can hear each other or otherwise communicate directly and provided that all directors agree to such participation. A director participating in a meeting in accordance with this bylaw is deemed to be present at the meeting and to have so agreed and will be counted in the quorum and will be entitled to speak and vote at that meeting.

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- 6.8 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
(2) In the case of a tie vote, the chair does not have a second or casting vote.
- 6.9 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.10 A resolution in writing, whether by document, fax, electronic mail or any method of transmitting legibly recorded messages, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Directors

7.1 The **President** shall:

- a) preside at all the meetings of the NSCGS and of the directors
- b) be the chief executive officer of the Board and be responsible for supervising the other directors in the execution of their duties.

7.2 The **Vice President** shall:

- a) be the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

7.3 The **Secretary** shall be 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) maintain the register of members
- e) conducting the correspondence of the Board;
- f) filing the annual report of the Society and making any other filings with the registrar under the Act.

7.4 The **Treasurer** shall be responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the members or other sources;
- b) keep the financial records, including books of account, necessary to comply with the Society Act,
- c) preparing and rendering the Society's financial statements to the directors, members and others when required

7.5 The remaining **Directors** shall:

- a) further the aims of the NSCGS by attending monthly Board meetings, the AGM and any SGM and providing general assistance when and where needed as directed by the Board of Directors.

7.6 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 5.2 (2).

7.7 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

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Part 8 — Seal

- 8.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 — Borrowing

- 9.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 9.2 A debenture must not be issued without the authorization of a special resolution.
- 9.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

- 10.1 This Part applies only if the society is required or has resolved to have an auditor.
- 10.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.6 A director or employee of the society must not be its auditor.
- 10.7 The auditor may attend general meetings.

Part 11 — Bylaws

- 11.1 These bylaws must not be altered or added to except by special resolution.