

# **CAPITAL CITY ALLOTMENT ASSOCIATION**

## **BYLAWS**

### **Part 1 — Interpretation**

- 1 (1) In these bylaws, unless the context otherwise requires:

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

**"*Society Act*"** means the Society Act of British Columbia 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.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

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

### **Part 2 — Membership**

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

Membership Categories

**REGULAR MEMBER:** A Regular membership is only able to be held by one who also holds at least one current active lease for a gardening plot. Only one Regular Member is allowed per plot. Only a Regular member is entitled to a vote and/or voice at a general meeting.

**ALUMNI MEMBER:** An Alumni membership may be held by one who has been a Regular Member (i.e. the primary lessee for a garden plot) for more than two(2) years, and who was a member in good standing when they vacated their plot. The fee for an Alumni membership is \$5.00 / year.

**ASSOCIATE MEMBER:** An Associate membership may be held by one who is actively assisting a Regular Member in gardening the Regular Member's plot and has been sponsored by the Regular Member to assist them in gardening their plot. The Associate Member loses membership status when the sponsoring Regular Member: loses their membership; or is no longer a lease holder; or becomes a member not in good standing; or decides to withdraw their sponsorship of the Associate Member. An Associate Member is permitted to use the tools and facilities of the gardens and attend social events. The fee for an Associate membership is \$10.00 / year.

All memberships are renewed annually

- 4 A person may apply to the directors for membership in the society and, on acceptance by the directors, must sign an agreement to abide by the bylaws of the Association and the Terms and Conditions as determined by the Association and pay an annual \$10.00 membership fee. By virtue of completing the above and paying the annual membership fee and plot rental fee, the person is entitled to vote at the general meetings of the Association.
- 5 Membership is required to be assigned a plot.
- 6
  - a) A lease is to be registered in one individual's name;
  - b) There shall be one voting member per lease.
- 7 Membership is for the calendar year and must be renewed annually; fees must be fully paid for the current year for a member to participate and vote at a general meeting.
- 8 The Association retains the right to deny membership and leases should it be deemed by the Executive to be against the best interests of the Association.
- 9 Every member must uphold the constitution and comply with these bylaws.
- 10 The amount of the first annual membership dues must be determined by the directors and

after that, the annual membership dues must be determined at the annual general meeting of the society to become effective the following year.

11 A person ceases to be a member of the society

- a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
- b) on his or her death,
- c) on being expelled, or
- d) on having been a member not in good standing for 12 consecutive months

12 A member may only be expelled by:

- (1) Ignoring two (2) notices of a violation of the Terms and Conditions (issued in accordance with the processes and time periods detailed *the CCAA Terms and Conditions*)
- (2) Failing to take steps to correct the infraction to the satisfaction of the executive committee or designate.
- (3) Failing to acknowledge the receipt of at least one notice by email, letter or conversation directly with a board member.

A final notification will be sent to the member informing them that they are being expelled and their plot will be released 5 days following the notification.

13 All members are in good standing except for

- a) a member who is in contravention of the Association's bylaws or the Terms and Conditions. A member is considered to be not in good standing as of the date of issuance of a first notification (by e-mail if an email address is provided or by letter) of a contravention of the Association Bylaws or Terms and Conditions.
- b) a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

**Part 3 — Meetings of Members**

- 14 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 15 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 16 The directors may, when they think fit, convene an extraordinary general meeting, and/or such meeting may be called by a signed requisition of at least 10% of the eligible voting members.
- 17 (1) 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.
- (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 at that meeting.

#### **Part 4 — Proceedings at General Meetings**

- 18 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. the 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.

- 19 (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 fifteen (15) members present or a greater number that the members may determine at a general meeting.
- 20 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, 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.
- 21 Subject to bylaw 23, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 22 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.
- 23 (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.

- 24 (1) A resolution proposed at a meeting must 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.
- 25 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands, unless otherwise specified in the bylaws or agreed to by members present.
- (3) Voting by proxy is not permitted.

#### **Part 5 — Directors and Officers**

- 26 (1) The directors may exercise all the powers and do all the acts and things that the society 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 society in a general meeting, but subject, nevertheless, to
- a) all laws affecting the society,
  - b) these bylaws, and
  - c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society 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.
- 27 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be five (5) or a greater number determined from time to time at a general meeting.
- (3) The directors may organize themselves into roles and offices at the first board meeting.
- 28 (1) The directors must retire from office at each annual general meeting when their successors are elected.

- (2) All elections are conducted by secret ballot.
  - (3) A Person is not eligible to be a Director if he or she:
    - a) is less than 18 years of age; or
    - b) has been declared incapable by a court in Canada or elsewhere; or
    - c) is an undischarged bankrupt.
  - (4) Nominees must receive more “for” votes than “against” votes to assume office.
  - (5) Should less than five (5) directors be elected to the new board, directors previously elected or appointed may at their individual discretion continue to hold office along with the newly elected directors until vacancies can either be filled by election or appointment.
- 29 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors;
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- (3) The President, with the approval of the Executive, may appoint sub-committees for specific duties.
- 30 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- 31 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.
- 32 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 society.

## **Part 6 — Proceedings of Directors**

- 33 (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.

- 34 (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.
- 35 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 numbers to be the chair of the meeting.
- 36 The members of a committee may meet and adjourn as they think proper.
- 37 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.
- 38 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 letter, telegram, telex, cable, or E-mail 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.
- 39 (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.
- 40 A resolution proposed at a meeting of directors or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.
- 41 A resolution in writing, 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 Officers**

- 42 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 43 The vice president must carry out the duties of the president during the president's absence.
- 44 The secretary must do the following:
  - a) conduct the correspondence of the society;
  - b) issue notices of meetings of the society and directors;
  - c) keep minutes of all meetings of the society and directors;
  - d) have custody 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;
  - f) maintain the register of members.
- 45 The treasurer must
  - a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and

- b) render financial statements to the directors, members and others when required.
- 46 (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 28 (2).
- 47 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
- 48 The Executive Committee will be responsible for:
  - a) writing the Terms and Conditions for the operation of plots and proposing the annual plot rental fee for approval by the membership at an annual general meeting;
  - b) enforcing the Terms and Conditions;
  - c) arbitrating problems, complaints and disagreements; and,
  - d) raising and administering funds necessary to operate the Association.

#### **Part 8 — Seal**

- 491 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 50 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 10 — Auditor**

- 51 This Part applies only if the society is required or has resolved to have an auditor.
- 52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 53 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.
- 54 An auditor may be removed by ordinary resolution.

55 An auditor must be promptly informed in writing of the auditor's appointment or removal.

56 A director or employee of the society must not be its auditor.

57 The auditor may attend general meetings.

### **Part 11 — Notices to Members**

58 A notice may be given to a member, either personally or by mail to the member at the member's registered address, or by e-mail, or by posting the notice on the bulletin board.

59 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.

60 (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.

(2) No other person is entitled to receive a notice of a general meeting.

### **Part 12 — Bylaws**

61 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

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