

**SOCIETY ACT OF BRITISH COLUMBIA
(December 2014 #S-0033679)**

CONSTITUTION OF BURNABY RHODODENDRON AND GARDENS SOCIETY

1. The name of the Society is "Burnaby Rhododendron and Gardens Society".
2. The purposes of the Society are:
 - (a) To promote Burnaby's official floral symbol - the Rhododendron - encouraging the planting, care and cultivation of rhododendrons of all varieties in Burnaby.
 - (b) To support environmentally sensitive gardening practices in Burnaby.
 - (c) To advance generally the reputation of the City of Burnaby as a city of parks, gardens and green spaces.
3. The activities of the Society shall be carried on without purpose of gain for its members. Any income or profits to the Society shall be used in promoting the purposes of the Society.
4. In the event of dissolution or winding-up of the Society all remaining assets after payment of the liabilities shall be delivered, paid or transferred to such organization as may be decided by the members of the Society at the time of winding-up or dissolution; provided that such organization referred to in this paragraph shall be a charitable organization with similar objectives.
5. Paragraphs 3, 4 and 5 of this Constitution are unalterable.

BY-LAWS OF BURNABY RHODODENDRON AND GARDENS SOCIETY

PART I - MEMBERSHIP

- 1.1 A prospective member shall be eligible for membership upon completion of an application together with payment of the annual membership dues.
- 1.2 A member must uphold the purposes of this Society and comply with these By-laws.
- 1.3 No member of the Society may act, speak or solicit funds in the name of the Society or use the name of the Society in such connection without the approval of the Board of Directors.
- 1.4 A person shall cease to be a member of the Society upon submitting a written resignation to the Secretary of the Society, or by failing to renew their membership.

1.5 A member may be expelled by a special resolution of the members passed at a general meeting.

(a) The notice of a special resolution shall be accompanied by a brief statement of the reason for proposed expulsion.

(b) 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.

1.6 Membership is not transferable.

1.7 All members are in good standing until membership ceases or upon expulsion.

PART II - MEETING OF MEMBERS

2.1 In each year there shall be an Annual General Meeting of the Society which shall be held as soon as convenient after the close of the fiscal year, on such day (being not later than the 31st of December) at such date, place and hour as shall be determined by the Directors.

2.2 The Society shall give all members not less than fourteen (14) days written notice of any general meeting, other than the Annual General Meeting which requires thirty (30) days notice.

2.3 Officers and Directors shall be elected for a one-year term commencing January 1 of the following year at the Annual General Meeting. They may serve for subsequent one-year terms if re-elected.

PART III - PROCEEDING AT GENERAL MEETING

3.1 No business shall be transacted at any general meeting of the Society unless a quorum of five

(5) members be present at such meeting.

3.2 All resolutions proposed at a general meeting shall be seconded.

3.3 A member in good standing present at a meeting is entitled to one vote.

PART IV - OFFICERS

4.1 The Officers of the Society shall be President, Vice-President, Secretary, Treasurer and Immediate Past President. These Officers comprise the Executive Committee.

(a) President

(1) chief executive officer of the Society.

(2) shall preside at all meetings of the Society.

(3) shall be an ex-officio member of all committees.

(4) shall appoint a chairman of all special committees.

(b) Vice-President

(1) shall assist the President and carry out the duties of the President during her/his absence.

(c) Secretary

(1) shall be responsible for the correspondence of the Society and take minutes of all BRAGS meetings.

(2) shall keep all minutes on file at their personal residence and forward to the BRAGS webmaster for posting on the BRAGS website.

(3) shall be responsible for all official records of the Society other than those indicated in 4.1

(d) (3), ensuring that such records are kept in a safe and secure location.

(d) Treasurer

1) shall be responsible for keeping up-to-date records concerning all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditures takes place. In keeping with CRA guidelines, all such records must be maintained for 6 years, in addition to the current year.

(2) shall render financial statements to the Executive, Directors and Annual General Meeting and others when required. AGM minutes will be posted on the BRAGS website annually.

(3) shall keep all financial records at their personal residence, ensuring that such records are kept in a safe and secure location.

(e) Immediate Past President

(1) shall assist in an advisory capacity and be a member of the Nomination Committee.

PART V - DIRECTORS

5.1 The Directors of the Society shall be the members of the Executive Committee as will the chairmen of Standing Committees.

5.2 The number of Directors shall be not less than three (3) or a greater number as deemed necessary from time to time by the Board of Directors.

5.3 There shall be the following Standing Committees whose duties, plans and activities shall be subject to the direction and control of the Directors. Additional Standing Committees are to be added at the discretion of the Board.

(a) Membership

(b) Nominations

(c) Publicity

(d) Rhododendron Festival

5.4 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for expenses necessary and reasonably incurred on behalf of the Society.

PART VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

6.1 The Nomination Committee shall consist of three (3) members appointed by the Executive committee to serve for a two-year period. The Immediate Past President shall be a member of the Nomination Committee.

6.2 The Nomination Committee shall nominate candidates for the office of President, Vice President, Secretary, Treasurer and Chairmen of Standing Committees. These candidates are to be elected at the Annual General Meeting.

6.3 Any member may nominate a member for election to any Director position, except to the Nomination Committee.

6.4 In the event more than one member is nominated to any office, an election by secret ballot shall be required.

6.5 Nominations by members shall be in writing, signed by the nominee and two (2) members making the nomination and forwarded to the Nomination Committee not less than fourteen (14) days before the Annual General Meeting, at which time nominations close.

6.6 There shall be no nominations from the floor at an Annual General Meeting.

6.7 The Nomination Committee, in consultation with the Executive committee, shall appoint a member to fill any vacancy in the event a Director ceases to hold office.

PART VII - PROCEEDINGS OF THE BOARD OF DIRECTORS

7.1 The Directors shall meet not less than four (4) times a year for the dispatch of business.

7.2 Any two (2) or more of the Directors may at any time requisition a meeting of the Board and the President shall forthwith summon a meeting of the Board.

7.3 No business shall be transacted at any meeting of the Board unless a quorum of a majority of the members of the Board be present in person at such meeting.

7.4 An Officer/Director shall cease to hold office as a Director -(a) if absent for more than three consecutive Directors' meetings without leave.

(b) by a written resignation to the Secretary of the Board.

(c) by failing to renew their membership.

7.5 The Board of Directors may by ordinary resolution remove an Officer/Director –

(a) the notice of ordinary resolution shall be accompanied by a brief statement of the reason for the proposed expulsion.

(b) the person who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the Board meeting before the resolution is put to a vote.

PART VIII - FINANCIAL

8.1 The Board may at its discretion raise money for the purposes of the Society in such manner and on such terms as it may prescribe in and by resolution of the Board.

8.2 The Directors shall ensure the Society has at least one (1) account with a chartered bank, credit union or trust company for the deposit of funds.

8.3 In investing the funds of the Society, the Board shall be limited to Government insured securities.

8.4. The Directors must ensure that proper accounting records are kept in respect of all financial or other transactions.

8.5 Accounting records shall be available at the registered office of the Society and shall be open to inspection by any Director or member on reasonable notice to the Society.

8.6 The fiscal year of the Society shall terminate on the 31st day of October of each year.

8.7 At every Annual General Meeting, the Board shall present a statement of income and expenditures, assets and liabilities for the period ending the 31st day of October and a budget for the coming year.

8.8 Borrowing is not permitted.

PART IX - AUDITOR

9.1 At each Annual General Meeting, the Directors may appoint an auditor for the ensuing year.

9.2 No member or employee of the Society shall be appointed Auditor.

PART X - SEAL

10.1 The Board of Directors may adopt a seal which shall be the common Seal of the Society, which common seal shall be under the control of the Directors; and the responsibility for its custody and use shall, from time to time, be determined by the Directors.

PART XI - AMENDMENTS

11.1 This Constitution and these By-laws may be amended at any general meeting by a three quarters vote of the members present in good standing, provided that fourteen (14) days written Notice of Motion shall have been given to all members entitled to receive notice.

PART XII - PARLIAMENTARY AUTHORITY

12.1 Roberts' Rules of Order, newly revised, shall govern the proceedings of the Society in all cases not provided for in these By-laws.

For the purpose of these Constitution and By-laws, interpretation for the following terms shall apply:

Society: Burnaby Rhododendron and Gardens Society

Member: A paid-up Member of the Society in good standing

Board: The Board of Directors elected at an Annual General Meeting to serve the Society

Officer: An elected Member serving on the Board of Directors as an Executive Director

Director: An elected Member serving on the Board of Directors and/or as Chairman of a Standing Committee

Standing Committee: A Committee of Members appointed to serve the Society