

# BC Council of Garden Clubs

## Part One

### Constitution

All existing articles of the Constitution are hereby revoked, and the following articles are submitted in their place.

#### ARTICLE 1 – NAME AND STRUCTURE

1. The name of the unincorporated organization is the B.C. Council of Garden Clubs hereinafter referred to as the “Council”. The governing body of the Council shall be as defined in Bylaws: Article 3 (1) of Part One of the Constitution and hereinafter referred to as the “Executive”.

#### ARTICLE 2 – PURPOSES

1. The purposes of the Council are:
  - a. To provide and manage the scholarship and bursary fund set out in Part Two of this Constitution (“Scholarship Trust Fund”) which shall provide assistance to students to further their education in horticulture;
  - b. To speak with a unified voice for hobby horticulture and to help in furthering interest in conservation and civic beautification;
  - c. To act as a medium of exchange for new ideas in horticulture and associated fields;
  - d. To encourage affiliated member clubs undertaking multi-club, national and international shows;
  - e. To issue a publication relating to the business of the Council and any horticultural information that would be of interest to the members of the Council;
  - f. To sponsor training classes for horticultural judges and to publish a “Judging Standards” book for non-specialized shows; and
  - g. To provide a Speakers’ List on horticultural subjects.

#### BYLAWS

##### ARTICLE 1 – MEMBERSHIP

1. Membership shall be open to all horticulture and [Floral Arts and Design](#)<sup>1</sup> organizations in British Columbia. They shall be known as “Affiliated Club Members” (ACM).

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<sup>1</sup> Amendment #1: Article 1, Item 1 adopted at the March 22, 2014 Annual General Meeting

2. Membership dues are payable in full by ACM's on or before December 31<sup>st</sup> for the following calendar year. The amount shall be set by the ACM's at the Annual General Meeting (AGM) to take effect for the membership year following the Annual General Meeting.
3. Every ACM must uphold the Constitution and comply with these Bylaws.
4. On becoming a Member, all ACM's shall receive, without charge a copy of the Constitution and By-laws of the Council, a copy of the Directory and a copy of the Speakers' List or as requested.
5. All ACM's shall report to the Council the names and addresses of their President, Secretary, and designated liaison person. This information should be provided in conjunction with the payment of membership dues.
6. An ACM shall cease to be a Member of the Council:
  - a. By delivering its' resignation in writing to the Secretary of the Council or by mailing or delivery it to the address of the Council;
  - b. On being expelled; or
  - c. On having been a ACM not in good standing, eg on being in default of dues payment prior to March 1<sup>st</sup>.
  - d. An ACM may be expelled by a special resolution of the Members passed at a general meeting. The notice of the special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Member 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.

## **ARTICLE 2 – MEETING OF MEMBERS**

1. The Annual General Meeting shall be held in the period from March 1<sup>st</sup> to April 30<sup>th</sup> of each year.
2. All other meetings shall be called general meetings. A general meeting shall be held in October of each year.
3. The Executive may call a general meeting at any time by giving the Members at least fourteen (14) days notice of the time and place, and by sending agendas to the Members at least seven (7) days before the scheduled date of the meeting by pre-paid mail or permanent copy electronic mail (e-mail). The notice required for a meeting can only be waived by the unanimous consent of all Members entitled to attend the meeting: this to be done by information the President at least three (3) days prior to the meeting.
4. If the President of the Council is unable to preside at any meeting, the following in the order given will preside in his or her place:
  - a. The First Vice-President;
  - b. The Second Vice-President

Failing any of the above being able to preside, one of the other members of the Executive must preside as chairperson at any of the meetings.

5. Fifteen percent (15%)<sup>2</sup> of the ACM's shall constitute a quorum at the AGM and at any general meeting.
6. A simple majority of the ACM's present at the meeting is required to adopt any resolutions except those resolutions which amend the Constitution for which a two-thirds (2/3) majority of the ACM's present, plus any proxy votes, is required. The Notice of Meeting must include notice of any new resolutions to be presented at the meeting.

### **ARTICLE 3 – ELECTION AND APPOINTMENT OF OFFICERS**

1. There shall be six (6) elected officers ("Officers"), these being the President, Secretary, Treasurer, First Vice President, Second Vice President, Communications Coordinator. These six (6) positions plus the Chairperson of the Scholarship Trust Fund (STF) and the immediate Past President constitute the Executive who all have voting privileges.
  - a. The Immediate Past President shall be a member of the Executive Board with voice and vote for a period of two years following the election of a new President to provide continuity and context. Thereafter, the Immediate Past President shall no longer be a member of the Executive Board but may attend Board meeting with voice and with no vote.<sup>3</sup>
2. Each year one person shall be elected by the accredited delegates at the AGM to the position of BC Council of Garden Clubs' Scholarship Trust Fund as a Trustee for the term of three (3) years or longer if mutually acceptable.
3. Elections shall be held each year at the AGM. Officers so elected shall take office at the conclusion of that meeting.
4. The President, Secretary and Second Vice-President shall be elected in odd numbered years. The First Vice-President, Treasurer and Director (Bulletin Editor) shall be elected in even numbered years.
5. A Nominations Committee to seek candidates for the Executive Board shall be formed by the Executive Board no later than five months prior to the Annual General Meeting.
  - a. The Executive Board shall appoint a Chairperson who is not a member of the current Executive Board
  - b. The appointed Chairperson shall recruit up to three additional members to form the Committee.
  - c. Committee members are subject to the approval of the Executive Board.
  - d. The Nominations Committee will appoint one of the committee members to conduct the elections at the Annual General Meeting.<sup>4</sup>

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<sup>2</sup> Amendment #5, adopted at the March 25, 2017 Annual General Meeting

<sup>3</sup> Amendment #3, Item 1 a) adopted at the March 12, 2016 Annual General Meeting

<sup>4</sup> Amendment #2, Item 5 adopted at the March 14, 2015 Annual General Meeting

6. Each ACM shall appoint one delegate (“Delegate”) to attend meetings on its’ behalf. No Delegate shall represent more than one ACM, thus each ACM in good standing shall have one vote at Council meetings.
7. Members unable to attend the AGM may submit their proxy vote, in writing in a sealed envelope, to the President no later than seven (7) days prior to the AGM which will only be opened at the time of voting.
8. Nominations will be accepted from the floor. The nominator must have the prior consent of the nominee, in writing, if absent.
9. The President shall not hold the same office for more than two consecutive terms but may stand for election to another office. The other Officers are not restricted to these terms.
10. Voting on elections and amendments to the Constitution shall be by secret ballot. If there is only one name proposed for each elected position, that person may be declared elected by acclamation.
11. A simple majority of the Delegates present, plus any received proxy votes is necessary to elect a person to the position of Officer.
12. Two scrutineers shall be elected by the voting ACM to count the ballots regarding elections and any changes to the Constitution. All ballots shall be destroyed after results have been confirmed unless there is an objection from the floor.
13. In the event that there is a vacancy of the Executive during the year, the Executive is empowered to appoint an Officer to take the place of the former Officer, and such person shall hold office until the next AGM.
14. The President shall appoint any chairperson or committee as deemed necessary by the Executive to carry out the business of the Council.

#### **ARTICLE 4 – POWERS AND DUTIES OF THE EXECUTIVE**

1. The Executive is empowered to remove from office, by two-thirds (2/3) majority, any Officer for acting against the interest of the Council, consistent failure to perform the duties entrusted to their office, or failure to attend at least three (3) consecutive Executive Meetings during that term.
2. The Executive is empowered to remove any Trustee pursuant to Article 12, Part Two of the Constitution.
3. The Executive shall meet no less than four (4) times in the calendar year at a place mutually agreed upon by all the members of the Executive.
4. Three (3) officers of the Executive constitute a quorum at Executive meetings.

#### **ARTICLE 5 – DUTIES OF OFFICERS**

1. These duties will be determined from time to time by the Executive.

## **ARTICLE 6 – DUTIES OF COMMITTEES**

1. These duties will be determined from time to time by the Executive.

## **ARTICLE 7 – FINANCE**

1. The fiscal year of the Council shall be January 1<sup>st</sup> to December 31<sup>st</sup>. The accounts of the Council shall be kept by the Treasurer and closed on December 31<sup>st</sup> of each year.
2. The annual accounts and financial statements of the Council shall be subject to financial review either by a qualified independent accountant or by at least two members appointed by the ACM's at the general meeting. No member of the present or elected Executive shall be appointed to review the financial records of the Council. The accountant's or the reviewer's report, as the case may be, shall be presented at the AGM with copies available for all ACM's in attendance or by request later.
3. Monies required for the operation of the Council shall be held on deposit in a Canadian chartered bank, credit union or trust company subject to Federal and/or Provincial guarantee of deposits. Monies not required for current operations shall be invested in Canadian financial institutions subject to Federal and/or Provincial guarantee of deposits.
4. The signing officers of the Council shall be any two of the following officers: President, Treasurer, Secretary, Vice-President and Past President.
5. The Council is not permitted to borrow funds.
6. All committees are required to submit a budget within two (2) months of taking office.

## **ARTICLE 8 – EXPENSES**

1. Any person incurring authorized expenses while engaged in the affairs of the Council shall be reimbursed for those expenses.
2. Receipts are required for reimbursement. Expenses for which receipts are not normally given, such as mileage, will be reimbursed at the discretion of the Executive, provided that authorization is requested in advance.
3. No member of the Executive or any committee of the Council shall receive any compensation or remuneration for services rendered on behalf of the Council.

## **ARTICLE 9 – AMENDMENTS**

1. Notice of any proposed amendment to the Constitution and/or Bylaw shall be presented in writing at any general meeting of the membership and voted on by the ACM's in good standing at the next AGM.
2. ACM's shall be advised of any proposed amendments in the first BC Council of Garden Clubs Bulletin published after the general meeting in which the proposed amendment was presented. This allows the ACM's to discuss the proposals and to prepare their Delegates to vote on the proposed amendment.

3. This Constitution and/or Bylaws may be amended by approval of a motion by a two-thirds (2/3) majority of votes cast at an AGM.

## ARTICLE 10 – RULES OF ORDER

1. *Robert's Rules of Order*, H.M. Robert et al (Cambridge, MA; Perseus Press, 2000), or later editions shall govern the Council in all procedural matters not contained in this Constitution and Bylaws.

## ARTICLE 11 – ADDRESS OF THE COUNCIL

1. The address of the Council shall be determined by the current President.

# PART TWO

## Scholarship Trust Fund

All existing articles of the Scholarship Trust Fund are hereby revoked, and the following Articles are submitted in their place.

- Article 1      **Name.** The name of the Scholarship Trust Fund is the BC Council of Garden Clubs' Scholarship Trust Fund, hereinafter called the "Fund".
- Article 2      **Purpose.** The purpose of the Fund shall be to assist Canadian students ordinarily resident in the Provincial of British Columbia to further their education in horticulture in a recognized accredited college or university through the granting of scholarships and bursaries.
- Article 3      **Fund.** The Fund shall consist of donations from garden clubs, bequests and other sources, and these donations shall become and remain part of the Fund. Only earned income from said Fund shall be dispersed annually in the form of scholarships and bursaries. Administrative expenses shall be borne by the Council.
- Article 4      **Administration of the Fund.** The Fund shall be administered by the Board of Trustees which consists of three Trustees elected by the ACM's pursuant to Bylaws, Article 3 (2) of Part One of the Constitution. The third year Trustee shall serve as the Chairperson, the second year Trustee shall serve as Treasurer and the first year Trustee shall serve as Secretary or in whatever capacity the Trustees mutually agree upon and is accepted by the Executive. The chairperson shall be responsible for maintaining the proper administration over all aspects of the Board of Trustees and the Fund.
- Article 5      **Procedure.** The Board of Trustees may adopt their own procedures to govern the administration of the Fund.
- Article 6      **Act by Majority.** Except where the Board of Trustees has delegated a power, authority, or discretion, the Trustees must either act unanimously, or if they are not unanimous

they must act by resolution passed at a meeting by a majority of the Trustees or by a resolution signed by a majority of the Trustees.

- Article 7 **Investment Authorized by Law.** The Board of Trustees may at any time and from time to time invest or reinvest the monies of the Fund (“Trust Funds”) providing such investment or reinvestments are authorized by law. Trust Funds shall be invested in accordance with the British Columbia *Trustee Act*, R.S.B.C., 1996, c.464. as amended from time to time.
- Article 8 **Professional Assistance.** The Board of Trustees shall not be required to act personally. Instead, prior to the investment of the Trust Funds and/or investment of the Fund portfolio, they may retain and rely upon the advice of professionals to assist them performing their duties. The Board of Trustees will not be liable for any neglect, omission, misconduct or default of any of those professions for any loss or damage resulting from any delegation to a professional or any action taken relying on the advice of a professional, notwithstanding that the retainer of that professional was not strictly necessary, provided that the professional was selected and retained in good faith after having prior authorization of the Council.
- Article 9 **Scope of Liability.** In the purported execution of the trusts and powers of this Agreement, a Trustee will not be liable for any loss or damage to the Fund resulting from an investment, act or omission made the Trustee, providing the Trustee acted in good faith, and the loss or damage did not arise from actual fraud on the part of the Trustee who is sought to be made liable. The other Trustees, if any, will not be liable for that loss or damage except to the extent that those Trustees participated in the fraudulent act or were acting in bad faith.
- Article 10 **Disagreement Among Trustees.** If a Trustee disagrees with a decision of the majority of the Trustees, that Trustee must execute any documents or do any acts as required to carry out the decision of the majority of the Trustees, but is exonerated from any liability resulting from executing those documents or doing those acts.
- Article 11 **Resignation of Trustee.** Any Trustee may resign if that Trustee has given no fewer than 30 days written notice of that Trustee’s resignation to, or has obtained the written consent of, the other Trustees.
- Article 12 **Removal of Trustees.** The Executive may by unanimous vote remove any Trustee, that removal to be effective when a copy of the resolution has been delivered to that Trustee and/or on any later date specified in the resolution. A Trustee may be removed for acting against the interests of the Council, consistent failure to perform the duties entrusted to their office, or failure to attend at least three (3) consecutive Board of Trustee Meetings during that term.
- Article 13 **Ceasing to Act.** On the resignation or removal of a Trustee, that Trustee will be entitled to be reimbursed out of the operating account of the Council for all expenses incurred by that Trustee in connection with settling that Trustee’s accounts as Trustee, and will

execute and deliver all documents and do any other acts necessary to transfer title to the Fund to the continuing Trustees including any new Trustee.

- Article 14     **Remuneration.** No Trustee shall receive any remuneration for his or her service.
- Article 15     **Scholarship Qualifications.** The Board of Trustees shall designate which British Columbia educational institutions have studies which qualify for scholarships and/or bursaries, stipulating that each recipient must be a Canadian citizen residing in British Columbia, and has demonstrated interest and ability in the field of horticulture.
- Article 16     **Signing Authority.** The Board of Trustees may retain such monies as are necessary, for its current operations, on deposit in a branch of a Canadian Financial Institution subject to Federal and/or Provincial guarantee of deposits. The signatures of any two of the three Trustees shall be required on all cheques and other transactions relating to the Fund. The retiring Chairperson and the three current Trustees shall meet with the officers of the Canadian Financial Institutions and shall provide the required documentation and signatures for transfer of responsibility each year after the AGM of the Council.
- Article 17     **Documentation.** Documentation of minutes of all meetings held by the Board of Trustees, shall be kept on file by the Secretary. A copy of these minutes shall be forwarded to the President of the BC Council of Garden Clubs. A Photostat copy of all documents in the Fund's investment portfolio shall be held by the Treasurer of the Board of Trustees and a copy of all these documents shall be provided to and held by the Treasurer of the BC Council of Garden Clubs. The Secretary of the Board of Trustees will advise the Treasurer of the Council, in writing, of the financial institution's name, location, account numbers where the Trust Funds are held.
- Article 18     **Accounting Records.** The Board of Trustees will keep accurate records of its' administration of the Fund and will have the accounts reviewed annually by an independent accountant selected by the Executive.
- Article 19     **Presentation of Accounting Records.** The Chairperson of the Board of Trustees shall present the audited Balance Sheet, Statement of Receipts and Disbursements, Statement of Investments held and Statement of Donations to the Fund to the Delegates at the AGM. Those ADM's not present can request copies of same.
- Article 20     **Disbursement.** Recommendations from the ACM's concerning any change in disbursements of the Trust Funds shall be submitted in writing to the Board of Trustees for their consideration. The final decision concerning the disbursement of the funds shall remain with the Board of Trustees.
- Article 21     **Receipts.** The Treasurer of the Fund shall issue official receipts for income tax purposes for all donations to the Fund made by taxable entities. These receipts shall show the Fund's official tax number.
- Article 22     **Dissolution of the Fund.** In the event the Fund at any time ceases to operate, the Trust Funds upon the Fund's dissolution shall be gifted to one or more horticultural

educational organizations registered as a charity under the *Income Tax Act* (Canada), as amended from time to time, as shall be directed by the ADM's of the Council. This clause is unalterable.

Article 23     **Effective Date.** The above revised Constitution, By-laws ad Scholarship Trust Fund Articles shall be effective as at the AGM of the BC Council of Garden Clubs on October 19, 2002.

Article 24     This is the last Article of the Scholarship Trust Fund.

Original Document Signed August 19, 2002 by:

Bernice Booth, President

Diana Flostrand, Treasurer

Lorna Herchenson, Secretary

Don Violette, First Vice-President

Marie Gautier, Second Vice-President

Ilean Hamel, SFT Chairman

Pete Greenaway, Immediate Past President

## AMENDMENTS:

Amendments are shown in the main document in blue with footnotes indicating Amendment number and date of adoption.

	<b>Adopted/Rejected</b>	<b>Date</b>	<b>Summary</b>
Amendment #1	Adopted	March 22, 2014	Added "Floral Arts" to Article 1 - Membership
Amendment #2	Adopted	March 14, 2015	Changes to Article 3, Item 5 - Nominations Committee
Amendment #3	Adopted	March 12, 2016	Addition of Article 3, Item 1 a) defining term of Past President
Amendment #4	Adopted	March 12, 2016	Article 3, item 1 – renaming Bulletin Editor as Communications Coordinator
Amendment #5	Adopted	March 25, 2017	Article 2, Item 5 amending Quorum to 15%
Amendment #6			

## ADDENDUM #1

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**Adopted March 22, 2014 Annual General Meeting** the amendment to the Constitution to amend Article 1, Item 1 to read as follows:

Article 1 – Membership

1. Membership shall be open to all horticulture **and Floral Arts and Design** organizations in British Columbia. They shall be known as “Affiliated Club Members” (ACM).

## ADDENDUM #2

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**Adopted at the March 14, 2015 Annual General Meeting** of the BC Council of Garden Clubs the amendment to the Constitution to Article 3 – Item 5 to read as follows:

Article 3: ELECTION AND APPOINTMENT OF OFFICERS

5. A Nominations Committee to seek candidates for the Executive Board shall be formed by the Executive Board no later than five months prior to the Annual General Meeting.
  - a. The Executive Board shall appoint a Chairperson who is not a member of the current Executive Board
  - b. The appointed Chairperson shall recruit up to three additional members to form the Committee.
  - c. Committee members are subject to the approval of the Executive Board.
  - d. The Nominations Committee will appoint one of the committee members to conduct the elections at the Annual General Meeting.

## ADDENDUM #3

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**Adopted at the March 12, 2016 Annual General Meeting** of the BC Council of Garden Clubs the amendment to the Constitution Article 3 – Item 1 a) to read as follows:

- 1 a) The Immediate Past President shall be a member of the Executive Board with voice and vote for a period of two years following the election of a new President to provide continuity and context. Thereafter, the Immediate Past President shall no longer be a member of the Executive Board but may attend Board meeting with voice and with no vote.

## ADDENDUM #4

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**Adopted at the March 12, 2016 Annual General Meeting** the amendment to the Constitution Article 3 Item 1 to read as follows:

1. There shall be six (6) officers (“Officers”), these being the President, Secretary, Treasurer, First Vice President, Second Vice President, ***Communications Coordinator***. These six (6) positions plus the Chairperson of the Scholarship Trust Fund (STF) and the immediate Past President constitute the Executive who all have voting privileges.

## ADDENDUM #5

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**Adopted at the March 25, 2017 Annual General Meeting** replacing Twenty percent (20%) with Fifteen percent (15%)/

### ARTICLE 2 – MEETING OF MEMBERS

5. **Fifteen percent (15%)** of the ACM in good standing shall constitute a quorum at the AGM and at any general meeting.