

Bylaws of Grindrod Garlic Festival Society (the “Society”)

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.

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

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s approval of the application.

2.2 A person must be 18 years of age or older to be a member of the Society.

2.3 Membership is not transferable.

Annual Membership

2.4 An annual membership is for the calendar year in which it is accepted.

Duties of members

2.5 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.6 The amount of the annual membership dues, if any, must be determined at the annual general meeting.

Member not in good standing

2.7 A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, or any other subscriptions or debt due an owing by the member to the Society and the member is not in good standing for so long as those remain unpaid.

Member not in good standing may not vote

2.8 A voting member who is not in good standing:

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.9 A person’s membership in the Society is terminated:

- (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 or, in the case of a corporation, on dissolution,
- (c) on being expelled, or
- (d) if the person is not in good standing for 9 consecutive months.

Expulsion of member

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

- (a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (b) 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.

Part 3—General Meetings of Members

Time and place of general meeting

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

(b) An annual general meeting must be held once every calendar year.

Notice of general meeting

3.2 (a) Notice of the date, time and location of a general meeting must be sent to every member of the society

1. at least 14 days before the meeting, and

(ii) not more than 60 days before the meeting.

(b) Notice of the date, time and location of a general meeting may be given to a member, either personally, by electronic media, or by mail to the member at the member's registered mailing or electronic address.

(c) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

Ordinary business at general meeting

3.3 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

3.4 a) A notice of a general meeting must state the place, day and hour of the meeting and 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.

b) 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.

Chair of general meeting

3.5 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

3.6 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

3.7 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

3.8 The quorum for the transaction of business at a general meeting is 3 voting members.

Lack of quorum at commencement of meeting

3.9 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

3.10 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

3.11 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

3.12 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

3.13 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

3.14 (a) At a general meeting, voting 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.

(b) Members must be present at a general meeting to vote.

(c) To vote, a member must have been a member in good standing for a period of not less than 60 days preceding the day on which the meeting is held.

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 not permitted

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 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 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 11 directors.

Resident in B.C.

4.2 Directors will be normally resident in B.C.

Election or appointment of directors

4.3 (a) At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint those members of the Board whose staggered terms expire as follows:

(i) The President and Secretary will be elected for two year terms. The Vice President and Treasurer will be elected for a one year term in 2018, and for two year terms in subsequent years beginning in 2019.

(ii) The Directors at Large will be divided into two approximately equal groups (Group 1 and Group 2). Group 1 directors will each serve two year terms beginning in 2018. Group 2 directors will serve one year terms in 2018, and two year terms beginning in 2019 and in subsequent years.

(b) Separate elections must be held for each office to be filled.

(c) An election may be by acclamation otherwise it must be by ballot.

Directors may fill casual vacancy on Board

4.4 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, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.5 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.

Removal of a director

4.6 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.

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 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

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 a majority of the directors.

Resolution in writing

5.6 A resolution in writing, signed by a majority of 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 6 – Board Positions

Election or appointment to Board positions

6.1 (a) Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (i) president;
- (ii) vice-president;
- (iii) secretary;
- (iv) treasurer.

(b) Separate elections must be held for each position.

(c) An election may be by acclamation otherwise it must be by ballot.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 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

6.4 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

6.5 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) conducting the correspondence of the Board;
- (d) filing the annual report of the Society and making any other filings with the registrar under the Act;
- (e) keeping the records of the Society in accordance with the Act.

Absence of secretary from meeting

6.6 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

6.7 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
- (e) keeping the financial records, including books of account, necessary to comply with the *Society Act*.

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.

7.2 A director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Signing authority

7.3 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.

Part 8 - Borrowing

Authority to issue debentures

8.1 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.

Special resolution to issue debenture

8.2 A debenture must not be issued without the authorization of a special resolution.

Restriction of borrowing powers

8.3 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 9 – Inspection of Records

9.1 The books and records of the Society, other than the register of members, shall be open to inspection by directors or members in good standing upon written request to the Board and the Board or officer having custody of the records will appoint a time and place for inspection within a reasonable time.

9.2 Inspection of the books and records of the Society by a person other than a member or director is at the discretion of the Board, and excludes the register of members.

Part 10 – Disposal of Assets

Special Resolution

10.1 A special resolution is required to wind up or dissolve the Society.

10.2 Upon the winding up or dissolution of the Grindrod Garlic Festival Society, any funds or assets of the society remaining, after all debts have been paid or provision for the payment has been made, are to be paid or transferred to a recognized charitable organization or to trustees on trust for a charitable purpose, with a similar purpose of promoting local food and agriculture as that of the Grindrod Garlic Festival Society, and preferably located in the North Okanagan.