



SOCIETY ACT

I CERTIFY THIS IS A COPY OF A DOCUMENT FILED ON

COPY OF RESOLUTION

MAR 13 2014

The following is a copy of

- checkbox a special resolution* passed
checkbox an ordinary resolution
checkbox a directors' resolution

Signature of CAROL PREST, REGISTRAR OF COMPANIES, PROVINCE OF BRITISH COLUMBIA

in accordance with the by-laws of the Society on the 11 day of NOVEMBER, 2013

*RESOLVED

TO PASS THE AMENDED PENINSULA GARDEN CLUB PURPOSES & BYLAWS DATED NOVEMBER 11, 2013
SEE ATTACHED

Dated this 10 day of DECEMBER, 2013

PENINSULA GARDEN CLUB

(Name of Society)

Signature of E. Marie Peach

E. MARIE PEACH, TREASURER

(Relationship to Society)

* Strike out words which do not apply.

- (a) No special resolution has effect until accepted by the Registrar of Companies.
(b) Send, in duplicate, to the Registrar of Companies.
Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.
Location Address: 200 - 940 Blanshard Street, Victoria BC V8W 3E6 together with applicable fee.
Telephone number: 1 877 526-1526.]

Filing Fee: \$50.

Additional information and forms are available on the Internet at: www.bcregistryservices.gov.bc.ca

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment.

Peninsula Garden Club

2. Purpose

The purpose of the PGC is to serve the gardening community of the Saanich Peninsula by disseminating garden and horticultural information through demonstrations, talks, lectures and newsletters.

Bylaws

Membership

1. Membership is open to any person who subscribes to the Purpose and Bylaws of the club.
2. There are two categories of membership: Regular and Honorary Life.
 - a. **Regular members** pay the annual fee and are entitled to all Club privileges, to hold office and to participate in all activities of the Club. Voting privileges will be limited to one vote per member, for motions presented at regular monthly meeting or the Annual General Meeting (AGM).
 - i. **Senior members** are sixty-five years of age or older.
 - ii. **Family members** live in the same home or are part of the immediate family, e.g. husband and wife, mother and daughter.
 - b. **Honorary Life membership** may be awarded to any person who has maintained active, continuous membership for ten years and has served above and beyond all expectations. There will be a maximum of ten members, at one time, who hold an Honorary Life membership. Such Honorary Life members shall be entitled to full membership privileges for life without payment of annual fees.
 - i. Nominations for an Honorary Life member will be made in writing to the Executive by any member in good standing.
 - ii. Such nominations must be approved by the Executive.
3. Members in good standing are defined as persons who have their current annual fees fully paid.
4. Annual membership fees will be recommended by the Executive and ratified by the members at the AGM.
5. The membership year is defined as the twelve months following the start date of the membership.
6. All members in good standing may speak to motions and may vote at PGC meetings
7. A member may be expelled by special resolution passed at a PGC meeting. The resolution must be accompanied by a statement of reasons for the proposed expulsion. The subject of the proposed expulsion must be given an opportunity to be heard at the PGC meeting before the special resolution is put to a vote.
8. PGC membership ceases when the member: resigns in writing, is expelled by special resolution, fails to pay annual fees or dies.

Leadership of the Club

9. Executive:
 - a. The ongoing leadership of the Club shall be provided by an up to eight member Executive elected by the general membership and comprised of the following roles: President, Vice-President, Past-President, Secretary, Treasurer and three Directors*.

- i. **President** is responsible for chairing meetings and for the effective operation of the PGC in meeting its goals.
- ii. **Vice-President** is responsible for special projects as assigned by the executive and shall act as President as required.
- iii. **Past-President** is responsible for providing leadership, support and knowledge to the current Executive.
- iv. **Secretary** is responsible for the custody of all written communication (except financial records).
- v. **Treasurer** is responsible for providing leadership for all financial operations.
- vi. **Directors x 3** are responsible for special projects as delegated by the Executive.
- b. Roles and detailed responsibilities are outlined in specific role descriptions for each executive member.
- c. Term of office for Executive members is one year, unless re-elected at the AGM. The maximum term for any one office is three consecutive years.
- d. Vacancies of Executive Members that occur during a term of office may be filled at the discretion of the Executive for the balance of the original term of office. Those appointed will be ratified at the next PGC meeting. The balance of the original term of office is not considered as part of the maximum term of three consecutive years for any one office.

*A Director in the Society Act is defined as a trustee, officer, member of an executive committee and a person occupying any such position by whatever name.

10. Committees:

- a. Many PGC functions are managed by special purpose committees. Coordinators for these committees are approved by the Executive. Such committees include: Publicity, Program, Parlor Show, Plant Stall, Plant Sales, Refreshments, Library, Membership, Raffle, Newsletter "Gleanings", Master Gardeners, Web Site Management, Garden Visits and others as required.
- b. Coordinators and other members in good standing are able to attend Executive meetings, with advanced notice, but do not have the right to vote or make motions.

Nominations for Executive Officers

11. The Past President will establish a Nominating Committee, including a chairperson, to secure candidates for membership to the Executive. The Committee will publish and announce the proposed slate of nominees to the members not less than one month prior to the AGM. Further nominations will be accepted from the floor at the AGM, if prior consent has been received from the nominee.
12. The Chair of the Nominating Committee shall preside over the election at the AGM. The election will have a secret ballot (for multiple nominations) or election by acclamation (no contest).

Meetings

13. A minimum of nine General meetings will be held annually at a regular time, to be determined by the Executive.
14. Meetings of the Executive shall be held prior to each General meeting, at times established by the Executive. Extraordinary meetings of the Executive may be called by any two Executive members.
15. All Coordinators meet with the Executive twice a year to discuss relevant concerns.

16. The AGM shall be held in November each year at a time and place to be determined by the Executive.
17. Quorums for meetings shall be:
 - a. Monthly General meetings: 15 members
 - b. Executive meetings: one half of the current Executive
 - c. AGM: 25 members
18. Monthly General meetings consist of the Business meeting and Program
19. General meetings may include:
 - a. Approval of previous meetings minutes
 - b. Business arising from the minutes
 - c. President's report
 - d. Treasurer's report
 - e. Committee reports
 - f. Other agenda items
 - g. Election of officers (as appropriate)
 - h. A Parlour Show
 - i. Guest speaker presentation
 - j. Raffle draw
 - k. Plant Stall
 - l. Social break including refreshments
 - m. Expert advice from Master Gardeners
 - n. Access to an extensive library on gardening

Club Funds

20. The PGC fiscal year is from October 1 to September 30.
21. Signing authority for disbursement of PGC funds shall be vested in the Treasurer, the President and Vice-President, two of whom are required to sign for any transaction.
22. An annual audit of the PGC accounts shall be conducted by an independent auditor appointed and approved by the Executive.
23. Proposals for allocation of PGC funds for any one expense in excess of five hundred dollars shall be ratified by a majority vote at a General meeting.
24. Borrowing money for or in the name of the PGC shall not occur by any member or members of the PGC.
25. In the event that the club disbands, any funds and property remaining after settlement of accounts will be dispensed for the benefit of horticulture on the Saanich Peninsula.

Newsletter "Gleanings"

26. A newsletter containing PGC announcements, reports of activities and events, members' submissions and other items of interest will be published for members.
27. There will be a minimum of eight issues per year.
28. The Newsletter editor is responsible for developing the newsletter in conjunction with the Executive and Coordinators.

Amendments to Constitution and Bylaws

29. Amendments to the Constitution and Bylaws may be proposed by any member of the PGC.
30. All amendments will be ratified by a seventy-five percent majority of the members present at a PGC meeting.
31. One month's notice of the proposed amendment is required in writing to all members.

32. Accidental omission to give notice of a meeting or non-receipt of notice to any entitled member does not invalidate proceedings at that meeting.
33. The Constitution and Bylaws will be reviewed periodically, at least every 5 years, to update and ensure it is current and applicable.