

MILNER GARDENS AND WOODLAND SOCIETY

CONSTITUTION

1. The name of The Society is the "Milner Gardens and Woodland Society" (hereinafter called "The Society").
2. The purposes of The Society are:
 - a) to protect, preserve and enhance the Milner Gardens & Woodland (hereinafter called "MGW") in accordance with covenants and trusts between Vancouver Island University and major donors;
 - b) to promote local and regional awareness of the beauty of the gardens and the importance of the old forest ecosystem of the woodland;
 - c) to encourage the use of MGW for educational and community purposes by providing a venue to practice the art and science of horticulture and conservation;
 - d) to promote the development of a volunteer group for MGW
 - e) to solicit, receive, and manage donations and gifts of real or personal property for support of MGW;
 - f) to advise the Executive Director of MGW in the preparation of an annual operating budget for approval by the Vancouver Island University President;
 - g) to serve in an advisory capacity to the Executive Director for the management and operation of MGW; and,
 - h) to support events as recommended by the Executive Director.
3. The Society shall operate in compliance with the established operating policies of the Board of Vancouver Island University.
4. The Society shall be operated exclusively as a charitable institution without financial gain to its members and all profits and other accretions to the assets of The Society shall be used to promote its purposes as set forth in paragraph two. This provision shall not prevent the payment of reasonable remuneration to any employee of The Society in return for services actually rendered to The Society. This provision is unalterable.
5. If, upon liquidation, winding up, bankruptcy or dissolution of The Society, there remains, after the satisfaction of all its debts and liabilities, any assets or funds whatsoever, the same shall not be given to or distributed among the members of The Society, but shall be given or transferred to Vancouver Island University or, if Vancouver Island University has been renamed, to its successor institution. This provision is unalterable.

MILNER GARDENS AND WOODLAND SOCIETY

BYLAWS

BYLAW 1- Interpretation

- 1.1 In these bylaws, unless the context otherwise requires:
- a) "The Society" means the Milner Gardens and Woodland Society;
 - b) "Directors" means the directors of The Society, either by election or appointment; as defined Part 3;
 - c) "Society Act" means The Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - d) "MGW" means the Milner Gardens & Woodland;
 - e) "Foundation" means the Vancouver Island University Foundation;
 - f) "Executive Director" means the person appointed by Vancaouer Island University to serve as chief executive officer of MGW.
- 1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 In these bylaws words importing the singular include the plural and vice versa; and words importing a male person include a female person, a corporation, and a society.

BYLAW 2 - Membership

- 2.1 All adult members of the public who are 18 years of age or older, who are members of the Milner Gardens & Woodland shall be deemed to be members of The Society:
- 2.2 Every member shall uphold the constitution and comply with these bylaws.
- 2.3 A person shall cease to be a member of The Society:
- a) When they are no longer a member of Milner Gardens & Woodland
 - b) by delivering his/her resignation in writing to the Secretary of The Society
 - c) upon his/her death
 - d) on being expelled by a resolution approved by 75% of the members present at a general meeting

BYLAW 3 - Directors of The Society

- 3.1 Elected Directors shall serve a term of two years, which is renewable for up to three further terms, upon re-election.
- 3.2 At least 90 days prior to the Annual General Meeting, the Society Chair shall appoint a Nominating Committee, consisting of a Chair and not less than three other Society members.
- 3.3 The Board shall be comprised of not fewer than 15 persons and not more than 20 persons and shall include:
- a) The President of Vancouver Island University
 - b) An administrator of Vancouver Island University appointed by the President
 - c) One member from the Vancouver Island University Board of Governors
 - d) A representative from the Vancouver Island Foundation appointed by the Foundation Board
 - e) The Executive Director of Milner Gardens & Woodland
 - f) Such other persons who have been nominated to serve as Directors and are elected by the membership at the Annual General Meeting of The Society
- 3.4 Members of the Society at large who wish to nominate other members to serve on the Board of Directors, must obtain and complete the appropriate nomination form, which shall be available from the office of the Executive Director. Such nominations must be submitted to the Chair of the nominating committee no later than 30 days prior to the Annual General Meeting. Nominations from the floor at the Annual General Meeting will not be accepted.
- 3.5 The Society dues, if any, shall be determined by Directors
- 3.6 The Directors may exercise all such powers and do all such acts and things as The Society may exercise and do, unless such powers, acts or things are by these bylaws, or by statute or otherwise, lawfully directed or required to be exercised or done by The Society in general meeting, but subject, nevertheless, to the provisions of:
- a) all laws affecting The Society;
 - b) these bylaws; and,
 - c) rules, not being inconsistent with these bylaws, which are made from time to time by The Society in a meeting.
- 3.7 A person shall cease to be a Director of The Society:
- a) by resigning in writing to the Secretary of The Society; or,
 - b) on death; or,

- c) on being expelled by a resolution approved by 75 percent of the Directors at a meeting of the Directors; or,
 - d) by missing three successive meetings without valid reasons.
 - e) in the case of those Directors who are appointed to be Directors by virtue of their position (i.e. the President of VIU, etc.) shall cease to be a Director should they cease to hold the position that made them a Director.
- 3.8
- a) The Directors may at any time make an appointment to fill a vacancy.
 - b) A Director appointed by the Directors shall hold the position *pro tempore* until the next Annual General Meeting.
- 3.9
- a) The Directors may name and delegate to committees, consisting of persons they deem fit, any, but not all, of their powers.
 - b) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report their actions to the Directors.
 - c) Subject to the directions of the Directors, a committee shall determine its own procedure.
 - d) The members of a committee may meet and adjourn as they think proper.
- 3.10 The fiscal year of The Society shall be determined by resolution of the Directors.

BYLAW 4 - Officers

- 4.1
- a) The officers of The Society shall be a Chair, one or more Vice-Chairs, a Secretary, and a Treasurer, to be elected from members of the Board of Directors, by the Directors at a meeting of the Board of Directors, following the Annual General Meeting..
 - b) The officers term of office shall be for one year, renewable
 - c) The officers of The Society and the Executive Director of MGW shall constitute the Executive Committee.
- 4.2
- a) The Chair as chief executive officer of The Society shall preside at all meetings of The Society and the Executive Committee.
 - b) The Chair, in consultation with the Executive Committee, shall prepare the agenda for meetings of The Society.
- 4.3 A Vice-Chair shall carry out the duties of the Chair, if absent, and perform such duties as may be delegated.

- 4.4 The Secretary under bylaw 9 shall:
- a) maintain the correspondence of The Society;
 - b) cause notice of meetings of The Society to be issued to all directors;
 - c) cause minutes of all meetings of The Society and Executive Committee to be kept and distributed to all Directors;
 - d) maintain custody of all records and documents of The Society except those required to be kept by the Treasurer; and,
 - e) maintain the register of the Directors.
- 4.5 The Treasurer under bylaw 10 shall:
- a) maintain such financial records, including books of account, as are necessary to comply with the Society Act; and,
 - b) render an annual financial statement as directed by bylaw 10.3 to all Directors.
- 4.6
- a) The Directors may at any time appoint a Director to fill a vacant office.
 - b) An officer appointed by the Directors shall hold the position *pro tempore* until the next Annual General Meeting.

BYLAW 5 – Meetings of The Society

- 5.1 The first Annual General Meeting of The Society shall be held within six months of the date of incorporation and thereafter the Annual General Meeting shall be held within 90 days following the end of each fiscal year.
- 5.2 Notice to members of the Annual General Meeting shall be made at least 60 days prior to the meeting
- 5.3 Minutes of the previous Annual General Meeting shall be made available to all members attending the current meeting
- 5.4 Each resolution or motion proposed at a meeting shall be seconded and the Chair of the meeting may move or second a resolution or motion and may vote.
- 5.5
- a) each member present is entitled to one vote
 - b) voting by proxy is not permitted
 - c) voting is by a show of hands, unless otherwise decided
 - d) to be approved, a resolution or motion requires the support of a simple majority of the members present.

BYLAW 6– Meetings of The Board of Directors

- 6.1 Meetings of Board of Directors shall be held at least quarterly.
- 6.2 Additional meetings may be called by the Chair in consultation with the Executive Committee.
- 6.3 Notice of meetings of the Board of Directors shall specify the place, day, and hour of the meeting, and the general nature of business.
- 6.4
 - a) The Executive Committee shall meet at the call of the Chair with the agenda developed in consultation with the Executive Committee.
 - b) Minutes of the Executive Committee meetings shall be distributed to all Directors.
- 6.5 A quorum consists of fifty percent of the Directors, then in office, plus one, including at least one elected Officer (Chair, Vice-Chair(s), Secretary, Treasurer).
- 6.6 Each resolution or motion proposed at a meeting shall be seconded and the Chair of the meeting may move or second a resolution or motion and may vote.
- 6.7
 - a) Each Director present is entitled to one vote.
 - b) Voting is by show of hands, unless otherwise decided.
 - c) Voting by proxy is not permitted.
 - d) To be approved, a resolution or motion requires the support of a simple majority of the Directors present.

BYLAW 7 - Indemnity of Directors

- 7.1 The Directors shall not be relieved from the duty to act in accordance with the Society Act, the Constitution and these bylaws nor from liability that by virtue of any rule of law would otherwise attach to a Director in respect of negligence, default, breach of duty or breach of trust, but the Directors are hereby exonerated from any loss which may arise through any bona fide application of the funds, property, and assets of The Society for the purposes of The Society as set forth in the Constitution.
- 7.2 The Society may, subject to the provisions of the Society Act, indemnify Directors or former Directors of The Society and their heirs and personal representatives, against all costs, losses, damages, charges and monetary claims suffered or incurred by such Directors which may arise in connection with the activities of The Society or the performance of their duties as Directors, if they acted honestly and in good faith with a view to the best interests of The Society and exercised the care, diligence and skill of a reasonably prudent person, and with respect to any criminal or administrative proceedings they had reasonable grounds for believing that their conduct was lawful. The indemnity authorized by this bylaw shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a Director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this bylaw.

- 7.3 The Directors may, from time to time, cause The Society to enter into a contract to indemnify any Director, officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of The Society or any corporation controlled by it.

BYLAW 8 - Borrowing

- 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 such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 8.2 No debenture shall be issued without the sanction of a special resolution passed by 75 percent of The Directors.
- 8.3 The Directors may, by special resolution of 75 percent, restrict the borrowing powers but a restriction so imposed expires at the next annual general meeting.

BYLAW 9 - Contracts and Execution of Documents

- 9.1 No contract shall be entered into by The Society, nor any document executed on behalf of The Society without prior resolution of the Directors.
- 9.2 The Directors shall make rules for the execution of documents and shall ensure control and consistency in respect of the making of commitments and obligations of The Society.

BYLAW 10 - Books of The Society

- 10.1 The Directors shall cause Minutes to be made in books provided for that purpose of:
- a) all appointments of officers made by the Directors;
 - b) the names of the Directors present at every meeting of the Directors; and,
 - c) all resolutions and proceedings of meetings and all meetings of the Directors; and any such Minutes as aforesaid if purporting to be signed by the Secretary of the meeting at which such appointments were made or such Directors were present, or such resolutions were passed or proceedings had, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.
- 10.2 The Secretary shall keep or cause to be kept a book or books wherein shall be recorded:
- a) a copy of the Constitution of The Society and of these bylaws and of any amendments thereto; and,
 - b) the names, alphabetically arranged, current addresses as far as can be ascertained, and dates of service of all persons who are or have been Directors.

- 10.3 The books, accounts, and records of The Society shall be open to inspection by any member of The Society at all times.

BYLAW 11 – Financial Records, Accounting, and Audit

- 11.1 The Directors shall cause to be kept proper accounting records for The Society and all corporations in which The Society holds 50 percent or more of the share capital and without limiting the generality of the foregoing shall cause records to be kept of every sum of money received and disbursed by The Society and said corporations, every sale and purchase by The Society and said corporations, every asset and liability of The Society and said corporations, and every other transaction affecting the financial position of The Society and said corporations.
- 11.2
- a) At each Annual General Meeting, the Directors shall appoint an Auditor qualified under the Society Act.
 - b) The Auditor shall hold office until the next Annual General Meeting, or until a successor is appointed.
 - c) The Directors fix the remuneration of the Auditor, if required.
- 11.3 The Directors shall at least once in every fiscal year cause to be prepared and audited, financial statements of The Society and of each corporation in which The Society holds 50 percent or more of the share capital. The financial statements shall consist of an income statement, a statement of surplus, a balance sheet, a statement of changes in financial position and such other statements, including consolidated financial statements as required.
- 11.4 The Directors shall produce a written report in each year of the operation of The Society containing a statement of The Society's general policies, business and major transactions during the year and shall table the report at the Annual General Meeting.
- 11.5 The Directors shall cause the Directors' Report, the Auditor's Report and the audited financial statements and consolidated financial statements (if any) of The Society to be delivered within ninety days after the Annual General Meeting of The Society to Vancouver Island University.

BYLAW 12 - Remuneration and Expenses of Directors and Officers

- 12.1 No Director or officer shall be remunerated for being, or acting as, a Director or officer of The Society. A Director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the activities of The Society.

BYLAW 13 - Investment Powers of Directors

- 13.1 In investing monies of The Society in accordance with its purposes the Directors shall not be restricted to securities permitted by law to a trustee but may invest such monies in such manner and in such securities, properties and investments as the Directors in their absolute discretion deem in the best interests of The Society with liberty to vary and transpose the same from time to time.

BYLAW 14 - Alterations

- 14.1 Except where specified to be unalterable, the provisions of the Constitution and bylaws may be amended by special resolution.

BYLAW 15 - Notices

- 15.1 Any notice to be given to a Director pursuant to these bylaws shall be delivered or sent to the Director at the address as set forth in the Register of Directors, which may be personally, or by e-mail, or by FAX or, by prepaid mail (during periods of normal postal service).
- 15.2 a) A notice if delivered, is deemed to be received on the day of delivery.
- b) A notice sent by mail is deemed to be received on the 5th day following that on which the notice was posted, and in proving that notice has been posted it shall be sufficient to prove that the envelope or other wrapper containing the notice was properly addressed and posted in a Canadian government postal receptacle, postage prepaid.

BYLAW 16 - Bylaws

- 16.1 Each member is entitled to a copy of the Constitution and bylaws of The Society, without charge.
- 16.2 a) These bylaws shall not be altered or added to except by 75 percent of the Directors present and voting at a meeting.
- b) Notice of changes to these bylaws shall be circulated to the Directors two weeks prior to the meeting at which they will be discussed.