



ANNUAL GENERAL MEETING
June 4, 2024
Lecture Theatre 7-212
Winter Garden, UNBC
6:00 pm – Membership Renewals
7:00 pm – Business Meeting
Agenda

Call to Order

1. Approval of the Agenda
2. Adopt minutes of the June 13, 2023 Annual General Meeting
3. Treasurer's Report
4. President's Report
5. Bylaw Amendment
6. Nomination Report
7. Adjournment
8. Presentation – 'What's New in Gardens' - Jos van Hage

Door prizes



ANNUAL GENERAL MEETING
June 13, 2023
Lecture Theatre 7-212
Winter Garden, UNBC
7:00 PM
Minutes

Call to Order – 7:03 pm

1. Approval of the Agenda

1st – Trine Helsoe

2nd – David Pow

Carried: Yes

2. Adopt minutes of the October 25, 2022 Annual General Meeting

Motion: *that the minutes of the 2022 Annual General Meeting be adopted by the general members present at the 2023 Annual General Meeting of the David Douglas Botanical Garden Society*

1st – David Claus

2nd – David Pow

Carried: yes

3. Treasurer's Report

Motion: *that the 2022 financial statements of the DDBGS be adopted as presented.*

1st – Hugue Massicotte

2nd – Trine Helsoe

Carried: Yes

****Note**** May require a policy review if expenses are over \$500,000

4. President's Report

Linda Naess thanks the members for their time on the Board



AGM 2023
President's Report.d

5. Linda Naess calls upon David Claus to present the Nomination Report

6. Nomination Report

7. Adjournment 7:40 pm

8. Presentation – David Douglas Botanical Garden Expansion Project

Door prizes

NOMINATION REPORT

Good evening Ladies and Gentlemen:

The David Douglas Botanical Garden Society Board consists of 15 Board of Director positions. Two of these positions are appointed by UNBC which leaves 13 elected positions. The General Membership at the Annual General Meeting fills these seats on the Board.

Directors are elected for a two-year term and may serve a maximum of 3 consecutive terms.

The Executive is elected from among the Board membership at the first meeting of the new Board. There are also standing committees whose chairs typically step forward from the Board membership.

There are three Directors who have 1 year left on their terms to serve on the Board as they were elected to two-year terms one year ago:

Judy Tompkins
Esther Prosser
Karen Kellett

There is one Director who has completed more than 3 terms but has agreed to let their name stand for re-election one final year:

Linda Naess

There is one Director who has served their six-year term:

David Pow

The following Director was appointed by the Board in the past year and has agreed to let their name stand for election:

Catriona McLennan

That leaves 8 positions vacant.

There are two Directors who have completed their first term and have agreed to let their name stand for re-election:

Marie Gendron
Teresa Blow

There is one Director who has completed their second term and has agreed to let their name stand for re-election:

Carolyn Rowland

That leaves 5 positions open.

I will again name the nominees and will call for additional nominations three times:

The floor is open for nominations.

First call – Alexandra Lalande

Second call - none

Third call - none

Nominations close.

Directors will either be elected by acclamation (if one or less nominations are made from the floor) or by secret ballot (if more than one nomination is made from the floor).

All in favor of holding by show of hands – none opposed – carried
All in favor, carried

Motion – Linda Naess, Teresa Blow, Marie Gendron, Catriona McLennan, Alexandra Lalonde, Carolyn Rowland be elected
All in favor, carried

Congratulations – Ladies and Gentlemen, your Board of Directors for the next year:

Linda Naess
Esther Prosser
Karen Kellett
Judy Tompkins

and elected tonight:
Carolyn Rowland
Marie Gendron
Teresa Blow
Catriona McLennan
Alexandra Lalonde

And UNBC appointees:
Doug Thompson
David Claus

It is noted that the Board of Directors are empowered to fill vacancies between Annual General Meetings.

It is also noted that the Executive positions of President, Vice President, Treasurer and Secretary are elected at the first Board Meeting following this Annual General Meeting.

IF A VOTE IS REQUIRED:

If a vote is necessary to fill the Director's positions it must be by ballot unless the meeting unanimously decides that a show of hands is sufficient.

If a vote is held, appoint two trusted non-candidates to scrutinize and count the ballots and report the results to you for announcement.

After the vote, a motion to destroy the ballots should be called.

Bylaws of David Douglas Botanical Garden 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 acceptance of the application.

Duties of members

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

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A 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 if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

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

- a) An annual general meeting must be held once in each calendar year with *30 days* minimum membership notice.
 - 1) Changes to Society Bylaws must be adopted at an annual general meeting*
- b) Subject to a) the directors may at any time call a general meeting.

Ordinary business at general meeting

3.2 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

3.3 A notice of a general meeting must state 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.

- a) Special business is

- (1) all business at an extraordinary general meeting except the adoption of order; and
- (2) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

- b) The text of any special resolution must be included in the notification.

Chair of general meeting

3.4 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

3.5 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

3.6 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

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 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

3.9 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

3.10 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

3.11 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

3.12 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

3.13 At a general meeting, voting must be by a show of hands, an oral vote, *electronic vote via email* 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.

Announcement of result

3.14 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

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 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 3 and no more than *13* elected directors.

Two of the directors of the society shall be appointed by University of Northern British Columbia and shall be known as the appointed directors.

- i. The term of office of each appointed director is at the pleasure of the University
- ii. If an appointed director resigns their office or otherwise ceases to hold office the University shall appoint a successor

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election of directors must elect the Board.

- i. Directors unable to be present must consent in writing to be elected.
- ii. The term for each director shall be 2 years. Effort shall be made to ensure an overlap of terms so that not all directors reach an end of term in the same year.
- iii. Directors shall retire from office at the annual general meeting concluding their term of office. Any other time requires written notice and is effective upon receipt or date specified.

Directors may fill casual vacancy on Board

4.3 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

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the next annual general meeting and is eligible for election at that meeting.

4.5 Directors absent for more than 3 consecutive Director's meetings will be considered inactive and must declare intent to return or vacate their position

PART 5 – DIRECTORS’ (BOARD) 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.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

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

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

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.

6.2.1 Each Committee shall have a Director as a member of that Committee

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

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.

Signing authority

- 7.2** 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 — Unalterable Clauses in Original Constitution

- 8.1** The affairs of the Society shall not be carried on for profit or gain. The income, property or assets of the Society shall not be payable or otherwise available for the personal benefit of any member of the Society (except on receipt of full and valuable consideration), and shall be used only for promoting the purposes of the Society.
- 8.2** On the winding up and dissolution of the Society, after all debts of the Society have been paid or provision for payment has been made, the assets remaining shall be paid, transferred or delivered to an organization chosen by the members having purposes that are similar to the purposes of the Society.
- 8.3** Bylaws 8.1 and 8.2 are unalterable.