



Voice for the BC landscape horticulture industry

BC LANDSCAPE & NURSERY ASSOCIATION BY-LAWS

PART 1. INTERPRETATION

- 1.1 **Definitions.** In these By-laws, unless the context otherwise requires:
- (a) "CNLA" means the Canadian Nursery Landscape Association and its successors;
 - (b) "Code of Ethics" means the code of ethics of the Association attached hereto as Schedule "A";
 - (c) "directors" means the directors of the Association for the time being;
 - (d) "person(s)" in reference to membership may refer to an individual or a business;
 - (e) "Landscape Business" means the design, planting, installation or maintenance of gardens and other landscape projects;
 - (f) "Nursery Business" means the production or distribution of plant materials, including, but not limited to, trees, shrubs, vines and other plants having persistent woody stem or stems, and all herbaceous annuals, biennials, or perennials, generally used for outdoor or indoor planting;
 - (g) "registered address" of a member means his address as recorded in the register of members;
 - (h) "duly appointed representative" means the owner, officer, director, or employee of a member company; and
 - (i) "*Society Act*" means the *Society Act* (British Columbia) from time to time in force and all amendments to it.
 - (j) "In person" refers to a member that is present at a meeting either in the meeting room or participating online.
- 1.2 **Society Act Definitions.** The definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws.
- 1.3 **Number and Gender.** Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.



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- 1.4 **Headings/Captions.** The headings appearing in these By-laws have been inserted for convenience of reference only and in no way define, limit or enlarge the scope or meaning of these By-laws.



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PART 2. MEMBERSHIP

- 2.1 **Classes of Membership.** The Association shall have the following classes of membership:
- (a) Active;
 - (b) Associate;
 - (c) Satellite;
 - (d) Interim;
 - (e) Horticulturist;
 - (f) Honourary;
 - (g) Out of Province;
 - (h) Student; and
 - (i) **Alumni**
- 2.2 **Active Membership.** A sole proprietor, partnership or corporation actively engaged in the Nursery Business, the Landscape Business, or both, in British Columbia for at least two years and who has a reputation for trustworthy dealings may apply to become an Active Member of the Association.
- 2.3 **Associate Membership.** A sole proprietor, partnership or corporation actively engaged in a trade or service allied to the Nursery Business, the Landscape Business, or both, in British Columbia may apply to become an Associate Member of the Association.
- 2.4 **Satellite Membership:** All Active and Associate members in good standing may apply for a satellite membership for any alternate location that shares the same trade name and ownership. Satellite member locations will receive regular membership communications and an annual membership decal. Parent companies and satellite operations will have one combined vote.
- 2.5 **Interim Membership.** A sole proprietor, partnership or corporation actively engaged in the Nursery Business, the Landscape Business, or both, in British Columbia for less than two years may apply to become an Interim Member of the Association.
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- 2.6 **Horticulturist Membership.** An individual who is:
- (a) an employee or ex-employee of an Active Member, or an employee or ex-employee of a non-member company, related to the industry, or
 - (b) an employee or ex-employee of a government agency, public space, not-for-profit organization, or educational institution, allied to the Nursery Business, the Landscape Business, or both,
- 2.7 **Honourary Membership.** Individuals who have contributed significantly to the Nursery Business, the Landscape Business, or both, in British Columbia, may be elected an Honourary Member of the Association by the directors. Honourary memberships may be granted for one year or may be granted for the lifetime of the individual where the contributions of that individual have been unusual or distinguished.
- 2.8 **Out of Province Membership.** A sole proprietor, partnership or corporation actively engaged in the Nursery Business, the Landscape Business, or both, outside of British Columbia and who is a member in good standing of a landscape and/or nursery association recognized by the Board of Directors may apply to become an Out of Province Member of the Association.
- 2.9 **Student Membership.** An individual enrolled in a full-time or part-time high school, vocational school, college or university horticulture program may apply to become a Student Member of the Association at the discretion of the Board of Directors.
- 2.10 **Alumni Membership.** An individual, previously in the industry and a previous member of BCLNA may continue their membership as an alumni member.
- 2.11 **Voting Rights.** Active Members and Associate Members shall be entitled to one vote at all meetings of Members. Interim Members, Horticulturist Members, Honourary Members, Out of Province Members, and Student Members, and Alumni shall not be entitled to vote at any meetings of members.
- 2.12 **Application for Membership.** An individual, sole proprietor, partnership or corporation seeking membership in the Association shall apply for membership to the directors. All applications for membership shall be made on the form of application approved by the directors from time to time. All applications for Active Membership, Associate Membership, Interim Membership, Horticulturist Membership or Out of Province Membership shall be sponsored by at least two members in good standing who are either Active Members or Associate Members. All applications for Student Membership shall be sponsored by at least one member in good standing who is an Active Member, an Associate Member or a Horticulturist Member.



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- 2.13 **Approval of Membership.** All applications for membership shall be reviewed by the directors. Upon approval by the directors, the applicant shall be a member of the Association. The directors may, for any reason whatsoever, reject an application for membership. If a person has been refused membership in the Association, then he may apply in writing to the directors for a hearing. Within 45 days of receipt of such notice, the directors will arrange a hearing date. At the directors' sole discretion, the hearing may be conducted in person or by review of written material submitted by the applicant. At the conclusion of the hearing, the directors shall vote again to either accept or reject the applicant's application for membership. The decision of the directors shall be final and binding on all parties.
- 2.14 **Determination of Membership Class.** The directors shall determine, in their sole discretion, a person's eligibility or continued eligibility to become or remain a member of a particular class set out in By-law 2.1 hereof. If the directors believe that a member has been wrongly classified, the directors may change the membership class of that member and the member shall pay any difference in membership dues required.
- 2.15 **Obligations of Members.** Every member shall:
- (a) uphold the Constitution;
 - (b) comply with these By-laws; and
 - (c) comply with the Code of Ethics.
- 2.16 **Dues.** Dues payable by each membership class shall be set by the directors from time to time by a resolution passed by a two-thirds majority of the directors present. Notwithstanding the foregoing, Honorary Members shall pay no dues.
- 2.17 **Termination of Membership.** A person shall cease to be a member:
- (a) upon delivering his resignation in writing to the of the Association or by mailing or delivering it to the address of the Association;
 - (b) in the case of an individual, upon his death, or in the case of a partnership or corporation, upon its dissolution.
 - (c) upon a change of control pursuant to By-law 2.19 hereof; or
 - (d) upon being expelled pursuant to By-law 2.21 hereof.



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Upon termination of membership, a person shall forthwith remove all logos, insignias, signs and other references to the Association from its letterhead, invoices, equipment and other items, which advertise or display his membership in the Association.

- 2.18 **Transfer of Membership.** Membership in the Association is not transferrable or assignable without the Board of Director's prior written consent. Active Memberships and Associate Memberships shall automatically terminate upon a sale of the business or upon a change in control of the ownership of the business unless the sale or change in control is consented to in writing by the directors. The reorganization of the business structure of a member, such as the incorporation or addition of partners that maintains some of the previous owners as owners, may not necessarily constitute a change in control thereby requiring a termination of a membership. The interpretation of this By-law is in the sole discretion of the directors.
- 2.19 **Change in Membership Status.** A member wishing to change its membership class must apply for membership in the new class pursuant to By-law 2.12 hereof. If the change in membership class is approved, a pro-rata portion of any dues already paid by the member shall be applied against the dues payable under the new class; however, no dues shall be refunded to a member if the dues payable under the new class of membership is less than that already paid by the member under its old classification.
- 2.20 **Discipline of Members.** The directors may suspend, expel or otherwise discipline any member for cause, including without limiting the generality of the foregoing:
- (a) non-payment of dues;
 - (b) violation of any provision of the Constitution, these By-laws or the Code of Ethics; and
 - (c) any conduct that, in the sole discretion of the directors, is prejudicial to the interests of the Association or its members.

Before a member is suspended, expelled, or otherwise disciplined by the directors, the Membership Committee shall provide the member with due notice and a reasonable opportunity for a hearing. At the Membership Committee's sole discretion, the hearing may be conducted in person or by review of written material submitted by the member. At the conclusion of the hearing, the Membership Committee shall, in its sole discretion, determine what form of discipline is appropriate in the circumstances.

Upon receiving an unfavourable decision, the member in question may make one appeal to the Board of Directors. At the directors' sole discretion, the appeal may be conducted in person or by review of written material submitted by the member. At the conclusion of the appeal, the Board of Directors shall, in its sole discretion, decide to uphold, amend, or revoke the decision of the Membership Committee. The decision of the appeal is final.



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Any dues of an expelled member will be refunded on a pro-rata basis.

- 2.21 **Complaints Against a Member.** If the directors receive a complaint about any of its members, the directors, in their sole discretion, may direct the Chief Operating Officer to investigate the complaint. The Chief Operating Officer shall present the results of his investigation to the Directors, who shall determine whether or not any disciplinary action pursuant to By-law 2.20 hereof is required.
- 2.22 **Waiver of Legal Rights.** Notwithstanding any other provision contained herein, membership in the Association is granted only upon the strict condition that the member shall not at any time, including during and subsequent to membership, bring any legal action, suit, claim, demand or proceeding of any nature, against the Association or any director, officer or employee of the Association, for any reason related to or arising out of that member's membership in the Association, including without limiting the generality of the foregoing, any proceeding arising from disciplinary action against the member; and acceptance of membership in the Association shall constitute conclusive and absolute evidence of a waiver by the member of all rights of action, causes of action, claims or demands that the member shall at any time have, including during and subsequent to membership, against the Association or any director, officer, employee or member of the Association. This By-law may be pleaded as a complete estoppel in the event that any legal action, suit, claim, demand or proceeding of any nature is commenced in violation hereof.
- 2.23 **Good Standing.** All members are in good standing except a member who has failed to pay within 90 days to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing if the debt remains unpaid after this period.



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PART 3.
MEETINGS OF MEMBERS

- 3.1 **General Meetings.** General meetings of the Association shall be held at such time and place, in accordance with the *Society Act*, as may be determined by the directors.
- 3.2 **Extraordinary General Meetings.** Any general meetings other than an annual general meeting are herein referred to as and may be called extraordinary general meetings.
- 3.3 **Calling an Extraordinary General Meeting.** The directors may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting, if requisitioned in accordance with the *Society Act*, shall be convened by the directors or, if not convened by the directors, may be convened by the requisitionists as provided in the *Society Act*.
- 3.4 **Notice of Meetings.** A notice convening a general meeting specifying the place, the day, and the hour of the meeting, and, in case of special business, the general nature of that business, shall be given as provided in the *Society Act* and in the manner specified in these By-laws to such persons as are entitled by law or under these By-laws to receive such notice from the Association. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at that meeting.



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PART 4.
PROCEEDINGS AT GENERAL MEETINGS

- 4.1 **Business at General Meetings.** All business shall be deemed special business, which is transacted at:
- (a) an extraordinary general meeting, other than the conduct of and voting at such meeting; and
 - (b) an annual general meeting, with the exception of the following:
 - i. the conduct of and voting at such meeting;
 - ii. the adoption of the minutes of the previous annual meeting;
 - iii. any business arising out of the minutes;
 - iv. the Chair's report;
 - v. the Treasurer's report and consideration of the financial statement;
 - vi. the Chief Operating Officer's report;
 - vii. the auditor's report, if any;
 - viii. the reports of all standing committees;
 - ix. the election of officers;
 - x. the election of director(s);
 - xi. the appointment of the auditor and the fixing of the remuneration of the auditor, if required; and
 - xii. such other business that under these By-laws ought to be transacted at an annual general meeting, or business, which is brought under consideration by a report of a director, issued with the notice convening the meeting.
- 4.2 **Quorum Required.** No business, other than the election of the chairman or adjournment of the meeting, shall be transacted at any general meeting unless a quorum of members entitled to attend and vote is present at the commencement of the meeting, but the quorum need not be present throughout the meeting.



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- 4.3 **Quorum.** Subject to By-law 4.4, a quorum shall be 12% of the members in good standing entitled to vote at the meeting, but never less than 20 members in good standing entitled to vote at the meeting.
- 4.4 **Quorum not Present.** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, the chair shall adjourn the meeting and shall announce a time and place for a new meeting to take place. The time and place for the new meeting shall be at the chair's sole discretion and may be as early as 10 minutes following the adjourned meeting. Quorum for the new meeting shall be at least 20 members in good standing entitled to vote at the meeting.
- 4.5 **Chair.** The Chair or in his absence, the First Vice-Chair or in his absence, the Second Vice-Chair shall be entitled to preside as chairman at every general meeting of the Association. If at any general meeting neither the Chair nor the First Vice-Chair nor the Second Vice-Chair is present within fifteen minutes after the time appointed for holding the meeting or is willing to act as chairman, the directors present shall choose one of their number to be chairman or if all the directors present decline to take the chair or shall fail to so choose or if no director be present, the members present shall choose one of their number to be chairman.
- 4.6 **Adjournment.** The chairman may and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
- 4.7 **Resolutions.** Resolutions proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
- 4.8 **Voting.**
- (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is directed by the chairman or demanded by at least one member entitled to vote who is present in person. The chairman shall declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, and such decision shall be entered in the minutes of the meeting. A declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.



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- (b) No poll may be demanded on the election of a chairman. A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken as soon as, in the opinion of the chairman, is reasonably convenient, and at such time and place and in such manner as the chairman of the meeting directs. The result of the poll shall be deemed to be the resolution of and passed at the meeting at which the poll was demanded. Any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. A demand for a poll may be withdrawn. In any dispute as to the admission or rejection of a vote, the decision of the chairman made in good faith shall be final and conclusive.
- (c) In case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a casting or second vote.
- (d) Any corporation which is a member of the Association may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any general meeting of the Association. The person so authorized shall be entitled to exercise in respect of and at such meeting the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association personally present and shall be counted for the purpose of forming a quorum if present at the meeting. Evidence of the appointment of any such representative may be sent to the Association by written instrument, facsimile, email, or any method of transmitting legibly recorded messages.

4.9 **Proxy Voting.**

- (a) A member in good standing entitled to vote at a general meeting may, by means of a proxy, appoint a person as his nominee to attend, speak, act and vote for him and on his behalf at the meeting in the manner, to the extent, and with the power conferred by the proxy.
- (b) A proxy shall be in writing, dated as of the date on which it is executed, and shall be executed by the member or his attorney authorized in writing, or if the member is a corporation, under its common seal or by hand of its chair, managing director or other officer or attorney duly authorized.
- (c) Any person of full age may act as a proxy for one or more members whether or not he is entitled on his own behalf to be present and to vote at the meeting at which he acts as a proxy.
- (d) An instrument appointing a proxy is valid only for one meeting and any adjournment unless earlier revoked by the member.



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- (e) An instrument appointing a proxy shall be in the form following, or in any other form that the directors shall approve:

The undersigned hereby appoints _____, of _____ (or failing him/her, _____, of _____) as proxy for the undersigned to attend and vote for and on behalf of the undersigned at the general meeting (or extraordinary general meeting) of the Association to be held on (month, day) _____, 20____, and at any adjournment of thereof.

Signed this _____ day of _____, 20____.

- 4.10 **Action by Ordinary Resolution.** Unless the *Society Act*, the Association's Constitution or these By-laws otherwise provide, any action to be taken by a resolution of the members may be taken by an ordinary resolution.



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**PART 5.
CHAPTERS**

- 5.1 **Creation.** The Board of Directors may establish Chapters in various areas of British Columbia where a minimum of ten voting members express real interest in forming a Chapter of the Association.
- 5.2 **Function.** The function of a chapter shall be to observe the objects of the Association as they may apply to the Chapter's geographic area.
- 5.3 **Issue of Charter.** The Chapter shall upon formation submit its by-laws patterned after the Association's Constitution and By-laws, to the Board of Directors for approval. If approved, a Certificate of Charter shall be issued to the Chapter.
- 5.4 **Revocation of Charter.** The Board of Directors may revoke the Charter of any Chapter for a violation of the Constitution and By-laws of the Association.
- 5.5 **Right to Nominate Chair.** Each Chartered Chapter shall be entitled to elect one Chair who will report directly to the Board of Directors of the Association for a term of one or two years. If an election is not held, a representative may be appointed by the chapter, or failing that, by the Board of Directors. An alternate director may be elected to serve in the absence of the elected director.
- 5.6 **Dues.** The directors shall, in their sole discretion, determine what percentage of dues, if any, shall be returnable to a Chapter's treasury.



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PART 6. DIRECTORS

6.1 **Management of Association.** The directors shall manage, or supervise the management of, the affairs and business of the Association and shall be authorized to exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Association;
- (b) these By-laws; and
- (c) rules, not being inconsistent with these By-laws, which are made from time to time by the Association at a general meeting.

No rule made by the Association at a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

6.2 **Number of Directors.** The following persons shall be directors of the Association:

- a) the Chair;
- b) the First Vice-Chair;
- c) the Second Vice-Chair;
- d) the Treasurer;
- e) the chair of the Growers Committee;
- f) the chair of the Garden Centre Committee;
- g) the chair of the Landscape Professionals Committee.
- h) the Past Chair
- i) Director(s) at Large

6.3 **Qualifications of Directors.** A director shall be a voting member or a duly appointed representative of a voting member of the Association as qualification for his office.



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- 6.4 **CNLA Director(s).** The Association's representative(s) to the CNLA shall be elected at an annual general meeting for a two-year term to hold office until his successor is elected. The person(s) elected to represent the Association on the CNLA board of directors must meet the qualifications required by the CNLA.
- 6.5 **Elected Directors.** All directors elected pursuant to By-law 6.2 (k) shall retire from office at the annual general meeting at which their term expires when their successors shall be elected.
- 6.6 **Retiring Directors.** A retiring director shall be eligible for re-election.
- 6.7 **Failure to hold an Annual General Meeting.** Where the Association fails to hold an annual general meeting in accordance with the *Society Act*, the directors then in office shall be deemed to have been elected or appointed as directors on the last day on which the annual general meeting could have been held pursuant to these By-laws and they may hold office until other directors are appointed or elected or until the day on which the next annual general meeting is held.
- 6.8 **Early Termination of Directors.** If a director misses more than four meetings of the directors in any twelve month period for any reason whatsoever, excluding bona fide business of the Association as determined in the directors' sole discretion, his term of office shall automatically expire at the next annual general meeting, notwithstanding that he may have been elected for a longer term. Any director whose term of office expires pursuant to this By-law shall still be eligible for re-election.
- 6.9 **Removal of Directors.** Notwithstanding By-law 6.8 hereof, the members may by special resolution remove a director before the expiration of his period of office, and may by ordinary resolution appoint another person in his stead.
- 6.10 **Remuneration of Directors.** No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.



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PART 7.
PROCEEDINGS OF DIRECTORS

- 7.1 **Calling of Meetings.** The directors shall meet at the call of the Chair at such time and places as may be necessary for the transaction of business of the Association or upon the requisition in writing of three directors. Reasonable notice of such meeting specifying the place, day and hour of such meeting shall be given by mail, postage prepaid, addressed to each of the directors at his address as it appears on the books of the Association, or by leaving it at his usual business or residential address or by telephone, facsimile, email, or any method of transmitting legibly recorded messages. It shall not be necessary to give notice of a meeting of directors to any director:
- (a) who is not at the time in the Province of British Columbia; or
 - (b) if such meeting is to be held immediately following a general meeting at which such director shall have been elected or is the meeting of directors at which such director is appointed.
- Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director shall not invalidate the proceedings at the meeting.
- 7.2 **Waiver of Notice.** Any director of the Association may file with the Chief Operating Officer a document executed by him waiving notice of any past, present or future meeting or meetings of the directors being, or required to have been, sent to him and may at any time withdraw such waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until such waiver is withdrawn no notice need be given to such director of any meeting of directors and all meetings of the directors so held shall be deemed not to be improperly called or constituted by reason of notice not having been given to such director.
- 7.3 **Chair.** The Chair, or in his absence the First Vice-Chair or in his absence the Second Vice-Chair shall preside as chairman at every meeting of the directors, or if neither the Chair nor a Vice-Chair is present within fifteen minutes of the time appointed for holding the meeting or is willing to act as chairman, the directors present shall choose one of their number to be chairman of the meeting.
- 7.4 **Proceedings at Meetings.** The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. The chairman of any meeting shall have the right to vote only in the case of an equality of votes.



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- 7.5 **Participation by Electronic Means.** A director may participate in a meeting of the Board of Directors or of any committee of the directors by means of conference telephone or other communication facilities by means of which all directors participating in the meeting can hear each other and provided that all such directors agree to such participation. A director participating in a meeting in accordance with this By-law shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat.
- 7.6 **Quorum.** The quorum necessary for the transaction of the business of the directors may be fixed by the directors and if not so fixed shall be four directors.
- 7.7 **Validity of Acts.** All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such directors or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a director.
- 7.8 **Resolutions in Writing.** A resolution consented to in writing, whether by document, facsimile, email, or any method of transmitting legibly recorded messages or other means, by all of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and held. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart.



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PART 8. **COMMITTEES**

- 8.1 **Appointment of Committees.** The directors and the Chair may each appoint one or more committees consisting of such directors, members and other persons as they think fit and may delegate to any such committee between meetings of the Board of Directors such powers of the Board of Directors (except the power to fill vacancies in the Board of Directors, the power to change the membership of or fill vacancies in any committee of the Board of Directors and the power to appoint or remove officers appointed by the Board of Directors) subject to any conditions as may be prescribed. All committees so appointed shall keep regular minutes of their transactions, and shall report the same to the Board of Directors at such times as the Board of Directors may from time to time require. The directors shall also have power at any time to revoke or override any authority given to or acts to be done by any such committees except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of a committee and to fill vacancies in it. Committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. A majority of members of a committee shall constitute a quorum thereof.
- 8.2 **Commodity Group Committees.** Notwithstanding By-law 8.1, the Association shall have the following three commodity group committees:
- (a) the Growers Committee;
 - (b) the Landscape Professionals Committee; and
 - (c) the Garden Centre Committee.
- The purpose of each commodity group committee is to represent the respective needs and concerns of each commodity group, and to bring any problems and suggestions to the directors and members for action. The chairman of each commodity group, or his nominee, shall be an *ex-officio* director of the Association.
- 8.3 **Proceedings of Committees.** Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of members of the committee present, and in case of an equality of votes the chairman shall not have a second or casting vote. A resolution approved in writing by all members of the committee shall be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.
- 8.4 **Right to Speak.** The committee chair may attend and speak at board meetings.



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PART 9. OFFICERS

- 9.1 **Elected Officers.** Individuals shall be elected to fill the following offices at an annual general meeting:
- (a) Chair;
 - (b) First Vice-Chair;
 - (c) Second Vice-Chair;
 - (d) Treasurer and
 - (e) **Director(s) at Large**
- 9.2 **Qualifications of Elected Officers.** Any voting member or any duly appointed representative of a voting member of the Association may be elected to be an officer of the Association.
- 9.3 **Term of Office.** The Chair, First Vice-Chair, Second Vice-Chair, Treasurer and **Director(s) at Large** shall retire from office at each annual general meeting when his successor shall be elected. A retiring officer is eligible for re-appointment. No person shall hold more than one elected office at one time.
- 9.4 **Duties of Chair.** The Chair is the chief executive officer of the Association and shall supervise the other officers in the execution of their duties. The Chair shall be an *ex-officio* member of all committees and shall preside at all meetings of the members and of the directors, subject to the provisions of By-laws 4.5 and 7.3 hereof.
- 9.5 **Duties of First Vice-Chair.** The First Vice-Chair shall:
- (a) carry out the duties of the Chair in his absence; and
 - (b) fulfill any other acts or duties as may be required from time to time by the Chair or the directors.
- 9.6 **Duties of Second Vice-Chair.** The Second Vice-Chair shall:
- (a) carry out the duties of the First Vice-Chair in his absence; and
 - (b) fulfill any other acts or duties as may be required from time to time by the Chair or the directors.



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9.7 **Duties of Treasurer.** The Treasurer shall:

- (a) monitor and review such financial records, including books of account, as are necessary to comply with the *Society Act*; and
- (b) render financial statements to the directors, members and others when required.

9.8 **Duties of the Director at Large.** The Director at Large shall

- (a) serve on the Board of Directors and supplement expertise in areas such as marketing, human resources, events or other needs as required by the Board of Directors.

9.9 **Appointment of Chief Operating Officer.** The directors may appoint a Chief Operating Officer to assist with the day-to-day management of the Association. The remuneration of the Chief Operating Officer shall be fixed by the directors. The duties of the Chief Operating Officer shall include:

- (a) issuing notices of meetings to the members and directors;
- (b) keeping minutes of all meetings of the members and directors;
- (c) conducting correspondence on behalf of the Association, retaining copies of all official letters and preserving all official documents;
- (d) collecting all fees and dues payable to the Association;
- (e) paying all accounts approved by the directors;
- (f) keeping an accurate account of all monies received or disbursed for the account of the Association;
- (g) filing any annual reports or other documents that may be required by statute;
- (h) retaining custody of the common seal of the Association;
- (i) maintaining the register of members; and
- (j) fulfilling any other acts or duties as may be required from time to time by the Chair or the directors.



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- 9.10 **Conflicts of Interest.** Every officer of the Association who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as an officer of the Association shall, in writing, disclose to the Chair the fact and nature and the extent of the conflict.



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PART 10.
EXECUTION OF DOCUMENTS

- 10.1 **General.** Documents required to be signed by the Association may be signed under seal or otherwise as may be required from time to time by the directors.
- 10.2 **Provision of Seal.** The directors may provide for a common seal for the Association and shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 10.3 **Use of Seal.** The common seal for the Association shall not be affixed to any instrument except in the presence of the following persons:
- (a) any two directors; or
 - (b) such person or persons as the directors may from time to time by resolution appoint,
- who shall sign such instrument. For the purpose of certifying under seal true copies of any document or resolution the seal may be affixed in the presence of any one of the foregoing persons.
- 10.4 **Cheques.** All cheques or other negotiable instruments drawn on the funds of the Association shall be signed by any two of the Chair, First Vice-Chair, Second Vice-Chair, Treasurer, Past Chair and any other additional signatories as may be designated by the Board of Directors from time to time.



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**PART 11.
BORROWING**

- 11.1 **General.** Subject to the *Society Act*, the directors may from time to time on behalf of the Association with the approval of the members at a general meeting:
- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
 - (b) issue bonds, debentures, and other debt obligations either outright or as security for any liability or obligation of the Association or any other person; and
 - (c) mortgage, charge, whether by way of specific or floating charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Association (both present and future).



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PART 12.
INDEMNITY AND PROTECTION OF DIRECTORS,
OFFICERS AND EMPLOYEES

- 12.1 **Indemnification of Directors.** Subject to the provisions of the *Society Act*, the directors shall cause the Association to indemnify a director or former director of the Association and the directors may cause the Association to indemnify a director or former director of a corporation of which the Association is or was a shareholder and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he is or they are made a party by reason of his being or having been a director of the Association or a director of such corporation, including any action brought by the Association or any such corporation. Each director of the Association on being elected or appointed shall be deemed to have contracted with the Association on the terms of the foregoing indemnity.
- 12.2 **Indemnification of Others.** Subject to the provisions of the *Society Act*, the directors may cause the Association to indemnify any director, officer, employee, contractor, consultant or agent of the Association or of a corporation of which the Association is or was a shareholder (notwithstanding that he is also a director) and his heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or them and resulting from his acting as an officer, employee or agent of the Association or such corporation.
- 12.3 **Failure to Comply.** The failure of a director or officer of the Association to comply with the provisions of the *Society Act* or of the Constitution or these By-laws shall not invalidate any indemnity to which he is entitled under this Part.
- 12.4 **Insurance.** The directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee, contractor, consultant or agent of the Association, or as a director, officer, employee, contractor, consultant or agent of any corporation of which the Association is or was a shareholder and his heirs or personal representatives against any liability incurred by him as such director, officer, employee or agent.



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**PART 13.
AFFILIATIONS**

- 13.1 **General.** The Association may at the directors' discretion hold an affiliate membership in other organizations where it would be of benefit to the Association. In cases where the Association would collect dues on behalf of another organization, that organization in order to receive those dues would be required to:
- (a) hold an annual general meeting;
 - (b) supply minutes, agenda, and financial package for their upcoming annual general meeting to the Association at least 30 days prior to that organization's annual general meeting so the Association has sufficient time to circulate it to its members; and
 - (c) supply minutes of any other meeting that would pertain to the Association.



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PART 14.
SPECIFICATIONS AND STANDARDS

- 14.1 **Adoption of Specifications and Standards.** The directors may from time to time adopt any specifications or standards that, in the directors' sole discretion, are in the best interests of the Association and its members for the purpose of regulating the quality of goods and services supplied by the Association's members to the public.
- 14.2 **Failure to comply.** Failure of a member to comply with any specification or standard adopted by the directors pursuant to By-law 14.1 hereof may result in disciplinary action against that member pursuant to By-law 2.18 hereof.



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**PART 15.
AUDITOR**

- 15.1 **Application.** This By-law applies only where the Association is required or has resolved to have an auditor.
- 15.2 **Appointment.** At each annual general meeting, the Association shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting. The directors shall fill all vacancies occurring in the office of auditor.
- 15.3 **Removal.** An auditor may be removed by ordinary resolution.
- 15.4 **Notification.** An auditor shall be promptly informed in writing of appointment or removal.
- 15.5 **Prohibition of Appointment.** No director and no employee of the Association shall be auditor.
- 15.6 **Right to Speak.** The auditor may attend and speak at general meetings.



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**PART 16.
RECORDS**

- 16.1 **Place of Storage.** Documents of the Association shall be kept at the registered address of the Association unless the directors resolve otherwise.
- 16.2 **Inspection by Directors and Auditor.** A director and the auditor of the Association, if any, may inspect documents of the Association during normal business hours.
- 16.3 **Inspection by Members.** A member may inspect any documents of the Association during normal business hours at the place where the records of the Association are kept if he has served the Association with two clear days' notice of intention to inspect, in writing, stating the documents to be inspected, but the directors may determine that no member may inspect minutes of a meeting of the directors or a committee established by the directors.
- 16.4 **Copying.** Upon request, members and directors shall be given copies of any documents open to their inspection upon payment of not more than \$.50 per page.



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PART 17.
NOTICE TO MEMBERS

- 17.1 **Delivery.** A notice may be given to a member, either personally or by mail to him or her at the member's registered address, or by electronic mail at an address provided by the member. A notice sent by mail shall be deemed to have been given on the fifth day following the day on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by electronic mail shall be deemed to have been given on the day of sending.
- 17.2 **Entitlement to Notice.** Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given. No other person except the auditor and the directors of the Association shall be entitled to receive a notice of general meeting.



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PART 18.
BY-LAWS

- 18.1 **Copy to Members.** On being admitted to membership, a member is entitled to and the Association shall provide him with, without charge, a copy of the Constitution and By-Laws of the Association.
- 18.2 **Amendments.** These By-laws shall not be altered or added to except by special resolution.



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Schedule "A"

BC LANDSCAPE & NURSERY ASSOCIATION CODE OF ETHICS

As a member of the British Columbia Landscape & Nursery Association, I will strive to promote the following principles for my business and myself:

1. To dedicate myself and my business to the advancement of all matters aiding the development and improvement of my vocation and the industry;
2. To conduct myself and my business in a fair and just manner at all times, and to condemn unfair trade practices;
3. To practice fundamental honesty which is the foundation of all worthwhile endeavours;
4. To be proud of my occupation as a professional in the landscape and nursery industry and the opportunity it affords me;
5. To make no false claims in advertising my products or services;
6. To foster every movement toward a higher standard in the growth, sale, installation and care of horticultural products and services so that the consumer will be offered only true to name, first quality plants, products and services; and
7. To improve and adhere to the Constitution and By-laws of the Association.