

Bylaws of Colony Farm Park Association

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "Directors" means the directors of the Society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "Registered address" of a member means his/her address as recorded in the register of members;
 - (d) "Park" refers to the Colony Farm Regional Park of the Greater Vancouver Regional District;
 - (e) "Ordinary resolution" means a resolution passed by a simple majority of the votes cast by the members of the Society;
 - (f) "Special resolution" means a resolution passed in a general meeting by a majority of
of
not less than 75% who vote at the meeting. A special resolution is required to: amend the bylaws, change the objects, remove a director, expel a member, issue debentures and surrender the certificate of incorporation.
 - (g) "Representative" means to stand for or correspond to a diversity of park users or corporation.
 - (h) "Community group" means incorporated and non-incorporated groups with a particular well-defined interest in the park that is in harmony with Article 2 of the Constitution.
 - (i) "Task Group" means non-incorporated groups who perform specific activities to enhance and maintain Colony Farm Regional Park or other activity groups as may from time to time form when needs arise.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a person include a corporation.
3. The Colony Farm Land Use Plan is a document created through extensive public consultation which recognizes passive recreation, wildlife, and agricultural values at Colony Farm Regional Park and where these various activities can be applied. GVRD Parks and the Colony Farm Park Association are bound to uphold this document through a covenant placed on the title of the land when GVRD Parks acquired the land in 1996.

Part 2 - Membership

4. The members of the Society are the applicants for incorporation of the Society, and those

persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

5. A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member. There shall be five classes of memberships:
 - (a) individual and family members,
 - (b) community group members,
 - (c) corporate members which are non-voting,
 - (d) municipal and regional government representatives which are non- voting,
 - (e) Colony Farm Regional Park Community Garden Society members, which are non-voting.
 - (f) honorary lifetime members
6. Every member shall uphold the Colony Farm Land Use Plan, the Constitution and comply with these bylaws.
7. The amount of the first annual membership dues, if any, shall be determined by the directors, and, after that the annual membership dues, if any, shall be determined at the annual general meeting of the Society.
8. A person shall cease to be a member of the Society
 - (a) by delivering his/her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on his/her death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 4 consecutive months.
9.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
10. Every member of the Society shall be entitled to attend any meeting of the Society and to hold any office.
11. All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the Society and he/she is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

12. (1) General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide, and shall be held as often as the business of the Society requires.
- (2) The directors shall convene a general meeting within 60 days of receiving a petition signed by a minimum of 10% of the voting members of the Association.
13. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business, and notice of a general meeting shall be mailed thirty (30) days prior to the date of the meeting.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

15. Special business is
 - (a) all business at a general meeting except the adoption of rules of order; and
 - (b) 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 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 meeting is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. (1) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting

is adjourned or terminated.

- (3) A quorum is 5 if the membership is less than 50, or 10 percent (10%) if the membership is 50 or more.
17. If within thirty (30) minutes of the time appointed for a general meeting a quorum is not present, the meeting, if convened by the request of members, shall be terminated; but in any other case, it shall stand adjourned, and be reconvened after a period of 30 minutes, and at the reconvened meeting, the members present constitute a quorum.
 18. Subject to bylaw 19, the chair of the Society, the vice-chair or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
 19. If at a general meeting there is no chair, vice-chair or other director present within 15 minutes after the time appointed for holding meeting, or the chair and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chair.
 20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
 21. (1) A resolution proposed at a meeting need be seconded and the chair of a meeting may propose, but not move a resolution.
 - (2) In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member and the proposed resolution shall not pass.
 22. (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) A new member's voting privileges shall not come into effect until thirty (30) days after the member joins the Society.
 - (2) Voting is by show of hands, unless a majority of members decide to vote by ballot.
 - (3) Voting by proxy is not allowed.
 - (4) A community group may vote by its authorized representative, who is entitled to speak

and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors and Officers

23. (1) The directors, who must be members in good standing in the Society, may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not 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
 - (a) all these statutes 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 general meeting.
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
24. (1) The chair, vice-chair, secretary, treasurer, and three or more other persons shall be the voting directors of the Society.
- (2) The number of elected directors shall not be less than seven (7) directors and not more than fifteen (15) directors and the directors shall be responsive to Colony Farm Regional Park community groups, task groups and the broader community.
25. (1) The Society shall elect/appoint each year one half of the number of directors and each director shall be elected/appointed to serve for two (2) years from the adjournment of an annual general meeting until the adjournment of the second subsequent annual general meeting with the exception of the first AGM where half of the directors shall be elected/appointed for a one year term.
- (2) An election shall be by acclamation, unless a majority of members decide to vote by ballot.
- (3) There may be a voting position on the board of directors for a representative from the Colony Farm Regional Park Community Garden Society.
- (4) There may be a non-voting position on the board of directors for a representative from the GVRD Parks Department, the City of Coquitlam, City of Port Coquitlam, and the Kwayhquitlam First Nations.
26. (1) The directors shall select one of their number to be chair of the Society, and shall select from their number a vice-chair, secretary, and treasurer.

- (2) The term of the chair shall be two years, and shall be limited to 2 consecutive terms.
 - (3) The directors may from time to time appoint a member as a director to fill a vacancy caused by a directors pre-mature departure from his/her position.
 - (4) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
 - (5) A director's term shall cease if he/she misses three (3) consecutive meetings without just cause; the director shall be excused from the absences only in the event that a majority of the other directors votes to find that there was just cause for the absences.
 - (6) Directors may be re-elected but may not serve more than three (3) consecutive terms.
27. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
28. The members may by special resolution remove a director before the expiration of his/her term of office, and another director may be elected/appointed by ordinary resolution, to complete the term of office.
29. 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/her while engaged in the affairs of the Society and which are given prior approval by the directors.

Part 6 - Proceedings of Directors

30. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (2) The quorum shall be a majority of the directors then in office.
 - (3) The chair shall be chairperson of all meetings of the directors, but if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-chair shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
 - (4) At any time, on the request of 2 directors, the secretary shall convene a meeting of the directors.
 - (4) Directors shall be notified of meetings at least one week in advance.
31. (1) The directors may delegate specified powers and duties to committees and each committee shall have a director appointed by the directors as a committee member.

- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every action or recommendation to the next meeting of the directors.
- (3) The chair may choose to sit as an ex-officio member of any committee established by the directors.
32. A committee shall select a chair of its meeting; but if no chair is selected, or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.
33. The members of a committee may meet and adjourn as they think proper.
34. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meetings of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the director, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
35. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, cable, e-mail or facsimile, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) no notice of meeting of directors shall be sent to that director; and
 - (b) any and all meetings of the directors of the society, notice of which has not been given that director shall, if a quorum of the directors is present, be valid and effective.
36. (1) Questions arising at a meeting of the directors or committee of directors shall be, whenever possible, decided by consensus. When the chair deems that no consensus can be reached about a question, it shall be decided by a majority of votes. When votes are necessary, they shall be conducted according to Robert's Rules of Order.
- (2) In case of an equality of votes the chair does not have a second or casting vote.
37. A resolution proposed at a meeting of directors or a committee of directors need be seconded and the chair of a meeting may propose but not move a resolution.
38. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

39. (1) The chair shall preside at all meetings of the Society and of the directors.
- (2) The chair is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- (3) The chair or his/her designated spokesperson is the official spokesperson of the Society.
40. The directors shall up-hold the principle of the Land Use Plan.
41. The vice-chair shall carry out the duties of the chair during his/her absence.
42. The secretary shall
- (a) conduct the correspondence of the Society
 - (b) issue notices of meetings of the Society and directors;
 - (c) keep minutes of all meetings of the Society and directors and make the minutes available to the members;
 - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) maintain the register of members.
 - (f) be responsible for filing the appropriate papers and fees each year to Victoria, necessary to remain a society.
43. The treasurer shall
- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) render financial statements to the directors, members and others when required.
44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- (2) When a secretary treasurer holds office the total number of directors shall not be less than seven (7) or the greater number that may have been determined pursuant to bylaw 23(2).
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as recording secretary at that meeting.

Part 9 - Borrowing

46. The members may by special resolution authorize the directors to borrow funds to carry out

a specific project that advances the purposes of the Society. The directors shall not borrow money without the sanction of a special resolution passed at a general membership meeting.

Part 10 - Auditor

47. This Part applies only where the Society is required or has resolved to have an auditor.
48. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
49. At each annual general meeting the society shall appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next annual general meeting.
50. An auditor may be removed by ordinary resolution.
51. An auditor shall be promptly informed in writing of appointment or removal.
52. No director and no employee of the society shall be auditor.
53. The auditor may attend general meetings.

Part 11 - Notices to Members

53. A notice will be sent to a member in writing at his/her registered address.
55. A notice sent by mail shall be deemed to have been given on the second day following that 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. Members must be sent a notice thirty (30) days in advance of the meeting or event announced in the notice.
56. (1) Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day notice given;
 - (b) the GVRD Parks Central Area Headquarters, Colony Farm Regional Park Community Garden Society, City of Coquitlam, City of Port Coquitlam, the Kwayhquitlam First Nations; and
 - (b) the auditor, if Part 10 applies
- (2) No other person is entitled to receive a notice of general meeting.

Part 12 - Bylaws

57. The constitution, bylaws, and synopsis of the Land Use Plan will be made available to each member upon being admitted to the Society.

58. These bylaws shall not be altered or added to except by special resolution.

Mission Statement

The Colony Farm Park Association will work in partnership with GVRD Parks to manage Colony Farm Regional Park in a manner which respects the environment, the wishes of the general community and the principles of the Land Use Plan which recognizes wildlife values, passive recreation, and agriculture.

Constitution for Colony Farm Park Association

1. The name of the Association is the Colony Farm Park Association.
2. The goal of the Association is to protect and care for, in perpetuity, Colony Farm Regional Park, while upholding the principles of the Land Use Plan. The Association will work in partnership with the GVRD Parks Department to protect and enhance the wildlife areas of the park while maintaining recreational and agricultural opportunities in the park that are in harmony with nature, and to promote public knowledge and stewardship of the parks natural and agricultural areas. The purposes of the Association are:
 - 2.1 To uphold the principles of the Land Use Plan which outlines the wildlife, passive recreation, and agricultural values of the park.
 - 2.2 To encourage understanding and appreciation of the natural and agricultural features of Colony Farm Regional Park through interpretive, educational and other informational programs.
 - 2.3 To promote passive recreation and organic agriculture activities that are compatible with the overall goal of safeguarding and enhancing the natural and agricultural features of the parks.
 - 2.4 To advance region-wide stewardship and enjoyment of the broad range of natural and human-enhanced resources of Colony Farm Regional Park while being sensitive to the concerns of the neighbors of the park.
 - 2.5 To develop site-specific input and recommendations for Colony Farm Regional Park as well as advice about system-wide policies and practices that may affect Colony Farm Regional Park through representation on the Regional Council of Partnership Associations.
 - 2.6 To promote access and facilitate individual users, community groups, agencies, and Greater Vancouver Regional District Parks in achieving mutually beneficial and compatible goals.
 - 2.7 To maintain a broadly-based, inclusive Association with a representative executive that will actively advance mission objectives.
3. The operations of the Association are to be carried out mainly in the general vicinity of Colony Farm Regional Park and the Greater Vancouver Regional District. This Provision is unalterable in accordance with Section 22 of the Society Act.
4. The Association shall be conducted without the purpose of gain for its members and any income, surpluses, or other accretions to the Association shall be used in promoting the purpose of the Association. This Provision is unalterable in accordance with Section 22 of the Society Act.

5. In the event of the winding-up or dissolution of the Association, all the funds and assets of the Association remaining after payment or satisfaction of all cost, charges, expenses, debts and liabilities of the Association shall be given, transferred and distributed to such organizations that at the time of the winding-up or dissolution of the Association (a) are registered charities pursuant to the provisions of the Income Tax Act (Canada), (b) have purposes similar to those of the Association, (c) are designated by the members of the Association, and (d) are agreed to by Greater Vancouver Regional District Parks. This provision is unalterable in accordance the Society Act.