

University of Victoria Campus Community Garden

CONSTITUTION

1. The group shall be known as *University of Victoria Campus Community Garden (CCG)*.
2. The purposes of the CCG are to:
 - a. Enhance the built environment at the University of Victoria;
 - b. To provide allotment garden space for students and staff of the University of Victoria community;
 - c. To provide volunteer opportunities for members of the campus;
 - d. To provide a physical space for education and research on topics related to urban agriculture such as food security, permaculture, composting, organic gardening, native plant propagation and healthy eating.

The gardeners are committed to promoting a clean and safe neighbourhood through the creation and maintenance of a community open space for cultural, agricultural and educational purposes.

3. The activities and purposes of the CCG shall be carried on without purpose of gain for its members, and any income, profits or other accreditations to the CCG shall be used in promoting the purposes of the CCG.
4. In all of its activities, the CCG shall not discriminate against any person or persons on the basis of gender, religion, creed, color, age, citizenship, place of origin, sexual orientation, marital status, appearance or physical or mental ability.
5. Upon the winding up or dissolution of the CCG, any assets remaining, after the satisfaction of its debts and liabilities, shall be given or transferred to such a student run university organizations promoting the objectives similar to those set out in Paragraph 2 (above) herein, as may be decided by the members of the CCG at the time of winding down or dissolution. This article is alterable.

BYLAWS

Bylaw 1: Interpretation

1. All references to the plural shall include the singular, and all references to the singular shall include the plural. All references to 'she' shall include 'he' and all references to 'he' shall include 'she'.
2. "Directors" shall be all those persons elected to the CCG Board of Directors to aid the affairs of the CCG as per bylaw 4.
3. "Special Resolution" shall mean a resolution requiring three-quarters [3/4] majority vote at a General Meeting, and fulfilling all other requirements as set out in Section I – Definitions of the Society Act.
4. "Society Act" means the Society Act of British Columbia.
5. "Good standing" shall refer to all members who uphold their duties as outlined in the Society Act, and who have paid their respective fees to the CCG, as per bylaw 2.1.
6. "Organization" shall refer to the UVic Campus Community Garden (CCG).
7. "Regular meeting" shall refer to regular meetings of the Board of Directors, not including General Meetings.
8. "Board" shall refer to the Board of Directors of the CCG.
9. "Board Member" shall refer to a Director of the CCG.
10. "In camera" shall refer to a private meeting of the Board of Directors, not open to the public.
11. "CCG Policy" shall refer to any respective policy document of the CCG, as per bylaw 6.

Bylaw 2: Membership

2.1 General Members

General Members of the CCG shall include all those who are currently registered as undergraduate students at the University of Victoria (including those who are on cooperative education work terms).

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2.2 Associate Members

Associate Members of the CCG shall be those persons who have submitted a membership agreement to the CCG and whose fee has been paid in full.

2.3 Allotment Plot Members

All members who have allotment plots will pay an additional annual fee that will be set by the Board of Directors.

2.4 Rights of Members

- a. All members in good standing shall have voting and speaking rights in Annual General Meetings, Special General Meetings, and elections of the CCG.
- b. All members in good standing shall be eligible to become Directors.
- c. All members shall be entitled, upon request, to a copy of the constitution and bylaws of the CCG, subject to the *Society Act*.
- d. Administrative documents of the CCG shall be open to inspection by any member upon reasonable request addressed to the Board, including minutes of *in camera* (closed, private) Board meetings.

2.5 Duties of Members

It is the duty of every member to uphold the constitution and comply with the bylaws and policy of the CCG in all matters respecting the CCG.

2.6 Cessation of Membership

A member shall cease to be a member of the CCG:

- a. Upon request.
- b. If a general member ceases to be a registered undergraduate student at the University of Victoria.
- c. If any member is no longer in good standing with the CCG.
- d. If any member does not pay his/her respective membership fees.

2.7 Expulsion of Members

- a. Any member who acts in contravention of the constitution, bylaws, regulations, procedures, policies or principles of the CCG may be expelled by consensus or unanimous decision of the members at a General Meeting.
- b. The Board of Directors shall give the member whose standing is being considered fourteen [14] days written notice of the meeting at which this will be discussed and the reasons why her/his expulsion is being considered.
- c. The person who is subject to expulsion from the CCG shall be given an opportunity to be heard at the General Meeting before the resolution is put to vote.
- d. The member who has been expelled from the CCG is entitled to appeal the decision to a third party arbitrator agreed on by the expelled member and the Board.
- e. The decision of the third party arbitrator concerning the status of the membership in the CCG is binding.

2.8 Alteration of Membership Fees

- a. Any proposal for alteration of the University of Victoria Student CCG membership fees must be with accordance with the University of Victoria Students Society Bylaw 4.7 and all of its articles. This applies to general members of the CCG.
- b. Associate member fees and allotment plot member fees may be waived or reduced by the Board of Directors under extraordinary circumstances and upon review of the member's appeal for fee reduction.

2.9 Good Standing

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A member shall cease to be in good standing of the CCG under the following circumstances:

- a. When a member does not pay his/her respective fees, as per bylaw 2;
- b. When a member does not uphold the the Constitution and Bylaws of the CCG, in all matters respecting the CCG.

Bylaw 3: General Meetings

3.1 Annual General Meetings

The CCG shall hold an Annual General Meeting between the months of March and April. The date, time and place of the annual General Meeting shall be set by a majority vote at a meeting of the Board of Directors, and be held in accordance with the Society Act.

3.2 Special General Meetings

Special general meetings may be called (at any time between and during the months of September and July inclusive) by:

- a. A majority vote of seventy-five percent [75%] of the Board of Directors.
- b. A requisite in writing of one percent [1%] of the membership.
- c. As otherwise requested by the Society Act.

3.3 General Meeting Agendas

- a. The agenda for a General Meeting shall be prepared in advance by the Directors and be made publicly available at least two [2] weeks in advance of the meeting.
- b. If the membership calls a Special General Meeting. The agenda must be made publicly available at least ten [10] days in advance of the meeting.
- c. The agenda for the Annual General Meeting must include:
 - a. The presentation and adoption of an annual Financial Statement.
 - b. Presentation of the CCG Annual Report.
 - c. Reports of the activities of the organization, including that of the Directors, Staff and Volunteers.
 - d. Other items as necessary.
- d. "Special Resolutions": may be included on a General Meeting agenda if they are presented accompanied by a petition duly signed by not less than one percent [1%] of the membership, and delivered to the address of the CCG no later than fifteen [15] days prior to a General Meeting.
- e. Members may submit additional items for placement on the proposed agenda of the General Meeting, provided that the item is received by the Board of Directors at least fourteen [14] days prior to the date of the General Meeting.

3.4 Quorum for General Meetings

- a. There shall be two types of quorum for General Meetings:
 - a. A quorum of fifteen [15] members of the CCG is required for all business requiring a Special Resolution.
 - b. A quorum of ten [10] members is required for all business that is regularly required by the Society Act. In such cases the agenda shall be limited to the following items:
 - i. Adoption of financial statements.
 - ii. Presentation of the Annual Report
 - iii. Reports of the activities of the organization, including that of the Directors, Staff and Volunteers.
- b. Quorum shall not include members in bad standing with the CCG.
- c. At least one Director of the CCG shall preside at General Meetings. Directors of the CCG shall be considered part of regular quorum at General Meetings and maintain the same rights as general and

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associate members.

3.5 Notices for General Meetings

- a. Notice shall give not less than fourteen [14] days prior to a General Meeting.
- b. Notices of Annual and Special General Meetings shall clearly state the date, time, place and agenda of the meeting.

3.6 Voting at General Meetings

- a. Each general member in good standing of the CCG is entitled to vote at general meetings.
- b. Voting by proxy is not permitted at general meetings.

3.7 Standards of Process at General Meetings

Standards of conduct that promote free, fair, and equitable discussion and decision-making shall be decided upon by the Board of Directors, explained at each general meeting, and adhered to for that meeting.

Bylaw 4: Board of Directors

4.1 Elections, Appointments and Terms of Office of the CCG Directors

Directors shall be elected by members in good standing of the CCG.

- b. All Directors shall have a one year term of the CCG board, and take office May 1st.
- c. Individuals cannot be elected to serve on the Board of Directors for any more than three [3] consecutive years.
- d. The date of elections shall be set by a majority vote at a regular meeting of the Board of Directors, and elections shall be held within one year of previous elections.
- e. A Director's position may be declared vacant when a Director resigns, is recalled, or when directorship ceases as per bylaw 4.5.
- f. If ever there are fewer than seven [7] Directors on the Board of Directors, the board shall hold a by-election within twenty-eight [28] days, and give no less than fourteen [14] days public notice.
- g. In cases where director positions are not contested or interim directors are needed, they may be appointed upon consensus or unanimous resolution of the Directors.

4.2 Composition of the Board of Directors

- a. Up to nine [9] but no less than five [5], general members in good standing of the CCG (as per bylaw 2.1).
- b. Up to four [4] associate members of the University of Victoria in good standing of the CCG (as per bylaw 2.2)

4.3 Duties and Powers of Directors

- a. Directors of the CCG:
 - a. Must manage, or supervise the management of, the affairs of the CCG.
 - b. May exercise all of the powers of the CCG.
 - c. Act honestly and in good faith and in the best interests of the CCG in exercising the powers and performing the functions as director.
 - d. Must collectively manage, administer and be responsible for the long-term and short-term planning of the CCG and its property, revenue and business subject to these bylaws.
- b. All directors shall uphold the CCG Constitution and Bylaws, CCG Policy and comply with the Society Act, with particular reference to Part III – Directors, Sections 24 through 31.
- c. The Board of Directors:
 - a. May make such rules, regulations and policies as it considers advisable for the conduct of the affairs of the CCG, provided they are consistent with the Constitution and Bylaws; at a minimum, these policies and rules should govern:
 - i. The hiring and firing of staff,

- ii. The role and conduct of members, Directors, and staff,
 - iii. The organizational structure of the CCG, including committees, and
 - iv. How the CCG deals with cases of harassment and discrimination of employees, members and directors;
- b. May enter into agreements on behalf of the CCG;
 - c. May acquire and deal with a trademark, trade name, copyright, patent or proprietary interest therein;
 - d. Shall represent the CCG as the employers of the staff of the CCG;
 - e. Shall ensure that the activities of the staff are appropriate to the purposes of the CCG;
 - f. Shall ensure the proper keeping of financial records, and;
 - g. Shall ensure the proper recording of minutes and administrative documents which shall be stored in the CCG office.

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- d. The Board is collectively responsible for all functions and duties listed in Bylaw 4 and may, as it deems appropriate, name individual Directors as primarily responsible for specific duties.
- e. The Board may designate committees and task forces consisting of such persons as the Board sees fit to carry out specified functions as determined by the Board; however, the Board reserves the right to make final and binding decisions on all matters.
- f. At least two [2] Directors shall sign the financial statements at an annual general meeting.
- g. All Directors are expected to regularly attend board meetings, and are expected to attend general meetings.
- h. Further duties and responsibilities of Directors may be outlined in CCG Policy.

4.4 Meetings of the Board of Directors

- a. Meetings of the Board of Directors shall be held a minimum of once per month.
- b. The agenda for each board meeting shall be posted outside the CCG office and on the CCG website at least forty-eight [48] hours prior to the meeting, and in accordance with UVSS Policy.
- c. Quorum required for the transaction of business of the Board of Directors shall be a minimum of five [5] directors.
- d. Meetings of the CCG Board of Directors shall be open to the public.
- e. The Board of Directors shall move 'in camera' to discuss personnel issues, business of confidential nature, or issues of extraordinary circumstances.
- f. Meetings of the Board of Directors shall be scheduled by:
 - a. An ordinary resolution of the Board of Directors.
 - b. A requisition, in writing, of twenty [20] members.
 - c. Voting by proxy shall not be permitted at board meetings.

4.5 Recall of Directors and Cessation of Directorship

- a. An individual's status as Director of the CCG shall cease if the individual is no longer in good standing with the CCG.
- b. If a Director misses three [3] consecutive board meetings, his/her Directorship shall cease upon three quarter [3/4] majority vote of the Board of Directors.
- c. A Director who acts in contravention to the constitution and bylaws of the CCG may be recalled.
- d. If the Board decides to recall a Director on consensus or majority resolution, it shall be given written notice to the Director whose position is under question of the reasons why it believes the Director should be recalled.
- e. The decision about whether or not a Director has acted in contravention to the constitution and bylaws of the CCG and therefore should be recalled shall be made by an arbitration tribunal composed of:
 - a. One [1] member of the CCG nominated by the Director whose position is under question;
 - b. One [1] member of the CCG nominated by the Board or membership, depending on which body requested the recall, and
 - c. One [1] person agreed upon by both the Director in question and the Board or membership, depending on which body requested the recall.
- f. Both the Director whose position is under question and the Board have a responsibility to ensure that the decision about the Director's recall is made in a timely fashion.
- g. Between the time of written notice to the Director in question and the decision of the tribunal, the rights and duties specific to a Director of the CCG shall be temporarily suspended from the Director in question.

4.6 Remuneration

No remuneration shall be paid to a Director for being or acting as Director, but a Director shall be reimbursed for all expenses incurred by her/him while engaged in the affairs of the CCG, subject to the authorization of, and

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according to financial guidelines determined by the Board of Directors.

4.7 Garden Activities

The CCG Board of Directors is responsible for the oversight of activities relating to the garden including working with faculties to maximize the educational use of the garden.

Bylaw 5: Funds of the CCG

5.1 All banking shall be carried out subject to the rules and regulations of the UVic Students' Society as set out by the Board of Directors.

5.2 Fees

- a. Allotment Plot fee will be charged to all members who have an assigned allotment plot. The fee will be assessed and determined at the Spring meeting each year, to be implemented in the fall when plots are renewed.
- b. Associate Member fee will be charged to non-undergraduate members who wish to participate in the operations of the garden but do not have an allotment plot. The fee will be assessed and determined at the Spring meeting each year and membership will run from September to August.

5.3 Signing Officers

The signing officers of the CCG shall be updated to the UVSS Director of Finance at the beginning of each semester and shall be comprised of a minimum:

- a. Two [2] Directors of the CCG and;
- b. One [1] CCG staff person as decided by the majority vote at a regular meeting of the Board of Directors.

5.4 Financial Statements

One [1] annual financial statement must be adopted by the membership and signed by two [2] Directors at the Annual General Meeting.

5.5 Disbursement of Funds

All spending must be accounted for and must follow the guidelines of the CCG budget. Reimbursement with receipts is the preferred method of transaction but exceptions can be made.

5.6 Borrowing

The CCG Board of Directors shall not be permitted to borrow any monies in order to carry out the work of the CCG.

Bylaw 6: Staff and Contractors

- a. The CCG's work may require the employing of staff and contract employees who shall be hired in accordance with the UVSS Policy.
- b. Staff and the Board are subject to the policies, rules, and regulations established by the Board regarding:
 - a. The hiring and firing of staff;
 - b. The role and conduct of members, employees and Directors;
 - c. The organizational structure of the CCG;
 - d. How the CCG deals with cases of harassment and discrimination of members; Directors, and employees; and;
 - e. Other policies affecting the relationship between staff and the Board.

Bylaw 7: Records

Minutes are to record the proceedings of meetings, including those of the members, Directors, committees and

task forces. Minutes must be:

- a. Prepared for care of the CCG
- b. Submitted to the Board
- c. Kept at the address of the CCG

Bylaw 8: Amendments

The Constitution of the UVIC Campus Community Garden CCG may be amended on written published notice of one week and by a two-thirds majority vote at a quorate General Meeting.

Bylaw 9: Limitations

Nothing in this constitution shall be interpreted in a manner repugnant to the Constitution of the UVic Students' Society or to the declared policy of the UVic Students' Society Board of Directors.