

Constitution of the Community Garden Society of Inuvik

Article I. Name

Section 1.1.

The name of this body shall be the Community Garden Society of Inuvik, hereinafter, the Organization.

Article II. Mission

Section 2.1.

The mission of the Organization as a not-for profit organization is to utilize the space that we occupy to allow for the production of a variety of crops in an area where fresh, economical produce is often unavailable.

Section 2.2.

The motto of the Organization is “promoting community through gardens” or “civitati faventes hortis”.

By-laws of the Community Garden Society of Inuvik

Article 1. Membership

Section 1.1.

Membership in the organization shall be based on application, payment of dues, and signing of the member contract as set by the Community Garden Society of Inuvik, hereafter referred to as the Organization. Various categories of membership may be established by the Organization.

Section 1.2.

Institutional memberships in the Organization may be established, and shall be based on application and payment of dues, as set by the Organization.

Section 1.3.

Membership will be for one calendar year beginning with the designated month in which dues are due.

Section 1.4.

Membership dues will be set at the discretion of the Board of Directors prior to the Annual General Meeting.

Section 1.5.

Membership will be restricted as per the age of majority in the Northwest Territories.

Section 1.6.

Membership will not be restricted by race, creed, gender, sexual orientation, national origin, or other prohibited ground of discrimination as outlined in the Northwest Territories Human Rights Act.

Section 1.7.

To be considered a member in good standing, members must abide by the terms outlined in the membership contract, amended from time to time by the Organization. Members must indicate their agreement and commitment to abide by these terms by signing the membership contract annually.

Should a member fail to abide by or sign the membership contract, he/she will be considered a member not in good standing. Members not in good standing will be sent written notice of their status of not in good standing by regular mail or e-mail to their last known address. Corrective action may also be taken towards members not in good standing, including but not limited to loss of their plot and revoking of their membership.

Section 1.8.

Members may withdraw their membership by notice in writing to the Organization.

Article II. Offices and Duties

Section 2.1. Chairperson

The duties of the Chairperson shall be to:

- a) Act as primary contact between the coordinator and the Organization's Board of Directors and members.
- b) Conduct the meetings of the Organization's Board of Directors.
- c) Serve as a member of and conduct the meetings of the Executive Committee of the Board of Directors.
- d) Serve as the official representative of the Organization.

Section 2.2. Vice-Chair

The duties of the Vice-Chair shall be to:

- a) Assume chairperson responsibilities in the event of the absence of the chairperson.
- b) Serve as a member of the Executive Committee of the Board of Directors.

Section 2.3. Secretary

The duties of the Secretary shall be to:

- a) Record the minutes of the general meetings of the Organization.
- b) Coordinate all official correspondence of the Organization.
- c) Maintain files of pertinent information.
- d) Serve as a member of the Executive Committee of the Board of Directors.

Section 2.4. Treasurer

The duties of the Treasurer shall be to:

- a) Oversee all financial transactions of the Organization.
- b) Serve as a member of the Executive Committee of the Board of Directors.

Section 2.5. Board of Directors

- a) The Board of Directors shall consist of at least 6 but no more than 10 individuals drawn from a variety of backgrounds and expertise.
- b) Candidates for the Board of Directors will be nominated by and elected by the Organization's members at the Annual General Meeting. The Board of Directors are elected to staggered terms in order to maintain continuity.
- c) Meet at least quarterly from the date of the Annual General Meeting.
- d) All Board of Directors shall have signing authority with a minimum of two signatures required.
- e) The duties of the Board of Directors shall be to:
 - 1) Provide general oversight for the activities of the organization.
 - 2) Set policy and procedures for the Organization.
 - 3) Approve members to chair standing and ad hoc committees, and approve members of the committees.
 - 4) Approve all hired positions.
 - 5) Approve all financial actions of the Organization.
 - 6) Monitor the work of paid employees.
 - 7) Monitor the work of committees.
 - 8) Establish ad hoc committees as needed.
 - 9) Delegate responsibilities as needed.
 - 10) To declare a conflict of interest if needed.
 - 11) Attend seventy percent (70%) of scheduled Board of Directors meetings held as of each successive scheduled meeting of the Board of Directors throughout the membership year, as defined in section 1.3.
- f) Members of the Board of Directors and/or of the Executive Committee not fulfilling position duties as outlined throughout Article II, or who had inappropriate conduct on behalf of the Organization may be subject to removal from the Board of Directors. In such instances, termination from the Board of Directors would occur through a majority vote in favour of the termination at a Board of Directors meeting where quorum has been established.

Section 2.6. Coordinator

The duties of the Coordinator shall be to complete duties as assigned by the Board of Directors and as outlined in Coordinator Job Description. The Coordinator shall have signing authority with a minimum of one Board of Director signature accompanying.

Section 2.7. Casual Staff

The duties of Casual Staff positions (such as, and not limited to, Assistant Coordinator, Senior Intern, Junior Intern, Summer Student) shall be assigned by the Coordinator under discretion of the Board of Directors as outlined in the relevant Job Description as so prepared by the Board of Directors.

Section 2.8. Remuneration to Directors

No remuneration is provided to Directors or other officers as they serve as volunteers of the Organization.

Article III. Elections

Section 3.1. Eligibility of Directors

All members in good standing of the Organization shall be eligible for any position on the Board of Directors with the exclusion of all paid staff members. All members elected to the positions on the Board of Directors must be members in good standing of the Organization. Members accepting nominations to the Board of Directors must be present to accept such a nomination or if absent from the meeting must have sent written notice to the Organization prior to the election stating that they wish to let their name stand for election to the Board of Directors.

Section 3.2. Election of Directors

The membership of the Organization elects the Board of Directors by a show of hands with 50% + 1 majority of members present at the Annual General Meeting or General Meeting and by proxy votes of members.

Section 3.3. Election of the Executive Committee

The Board of Directors elects four (4) officers: Chairperson, Vice-Chair, Secretary and Treasurer from among the members of the Board.

Section 3.4. Voting

All individual members in good standing have voting privileges at the Annual General Meeting and at other meetings involving the membership at large. Institutional memberships are entitled to attend meetings and receive the Organization's publications, but are not entitled to voting privileges.

Section 3.5. Proxy Voting

Proxy voting is permitted only if both the member giving the proxy and the procurator are members in good standing and that the proxy is given in writing.

Section 3.6. Length of Office

The length of office for Board of Director positions will be as follows:

A minimum of three (3) directors but no more than half of the directors on the Board shall service two-year terms, and the remaining directors shall serve an initial one-year term in order to achieve staggered terms. Thereafter, all terms for Board members shall be two years.

Section 3.7. Resignation from the Board

Notwithstanding section 3.6, Directors may resign their position on the Board of Directors with two (2) weeks' written notice to the Chairperson of the Organization.

Section 3.8. Election for Board Vacancies

Notwithstanding sections 3.1-3.5, the Board of Directors will take nominations in the event of a vacancy and will vote to fill all vacancies with a qualified member in good standing for the remainder of the vacant term.

Article IV. Meetings

Section 4.1.

The Annual General Meeting of the Organization shall be held between April and June on a date established by the Board. Notice of the Annual General Meeting shall be distributed at least thirty (30) days in advance to all members. The notice will also be posted in prominent locations around town no less than 30 days in advance. This notice shall include AGM agenda topics.

Section 4.2.

The fiscal year end of the Organization is December 31 of each calendar year. An audit of accounts is not required.

Section 4.3.

The Organization may borrow funds for capital or operating expenditures upon the approval of the membership by resolution at a general meeting of the Organization. An audit of accounts is required when funds are borrowed for capital or operating purposes.

Section 4.4.

Functions of the Annual General Meeting shall be to elect members of the Board of Directors, approve by-laws and constitutional changes if any, and approve annual reports of the standing committees. The Chairperson delivers an annual "State of the Society" address. Year-end financial reports are made available for the membership.

Section 4.5.

Books and records of the Organization are available for review by members in good standing at the office of the Organization at 79 Gwich'in Road, Inuvik, NT and are arranged by request to the Board of Directors.

Section 4.6.

The quorum for conduction of official Organization business at the Annual General Meeting shall be the members present with a minimum of twenty (20) members or twenty five (25) percent of the paid membership, whichever is less.

Section 4.7.

General Meetings of the Organization may be held between July and May on a date established by the Board. Notice of a General Meeting shall be distributed at least thirty (30) days in advance to all members. The notice will also be posted in prominent locations around town no less than 30 days in advance. This notice shall include agenda topics.

Section 4.8.

Functions of a General Meeting are to update the membership on Organization activities and any other business as may be so determined by the Board of Directors.

Section 4.9.

The quorum for conduction of official Organization business at a General Meeting shall be the members present, unless by-law and/or constitutional changes will be approved, in which case quorum rules from sections 6.1 and/or 7.2 apply.

Section 4. 10.

Monthly or quarterly Board of Directors' meetings may be called by the Chairperson to conduct other business. The Chairperson may also call additional meetings of the Board of Directors at any time, if felt to be necessary by the Chairperson for proper conduction of Organization business. Quorum for conducting these meetings will require 50% +1 of the Board of Directors in office. These meetings will be open to the general public and members. All minutes will be made available as requested.

Article V. Dissolution of the Organization and Disposal of Property

Section 5.1.

In the event of dissolution of the Organization, all of its assets and funds remaining after payment or provision for payment of all debts and liabilities of the Organization shall be distributed to one or more organizations which are registered as a not-for-profit with Revenue Canada and which the Organization has designated as a recipient by a simple majority of members present. Notification to the membership shall be provided in writing at least thirty (30) days prior to the meeting at which such a vote is to be taken.

Article VI. By-laws

Section 6.1.

By-laws may be added or amended by presenting them at a meeting of which notice of this proposed by-law or amended by-law has been given to all members thirty (30) days prior to this meeting. By-laws or amendments to by-laws shall be presented to the membership by the Board of Directors. Individual members can submit proposed by-laws or amendments to the by-laws to the Board of Directors for referral to the membership. Upon approval of a two-thirds majority of the membership that are in good standing present at the meeting, the by-law shall go into immediate effect unless otherwise specified.

Article VII. Adoption of the Constitution

Section 7.1.

Adoption of the constitution of the Community Garden Society of Inuvik shall require a two-thirds affirmative vote of all people attending the meeting. Notice must be given to all interested persons at least thirty (30) days prior to the meeting.

Section 7.2. Amendments

- a) Proposed amendments to this constitution shall be presented to the membership by notice at least thirty (30) days prior to said meeting.
- b) Individual members may submit proposed amendments to this constitution to the Board of Directors for referral to the membership.
- c) Upon approval of two-thirds of the membership present at the meeting, the amendment shall become part of the constitution.

Article VII. Tax-Exempt Status

In accordance with the Canada Revenue Agency laws, the society will maintain its Non-Profit status. The act states that:

Organized and Operated Exclusively for Non-Profit Purposes

To qualify under paragraph 149 (1) (l), an association must be both organized and operated exclusively for social welfare, civic improvement, pleasure or recreation or for any other purpose except profit. An association may also be organized and operate exclusively for any combination of these purposes. When determining the purpose for which an association was organized, the instruments creating the association will normally be reviewed. These instruments may include letters, patent, articles of incorporation, memoranda of agreement, by-laws, and so on. The terms "social welfare", "civic improvement" and "pleasure or recreation" are not defined in the Act. In general terms, social welfare means that which provides assistance for disadvantages group or the common good and general welfare of the people of the community. Civic improvement includes the enhancement in value or quality of community or civic life. An example would be an association that works for the advancement of a community by encouraging the establishment of new industries, parks, museums, etc. Under the categories of social welfare and civic improvement, care must be taken to ensure that the purposes of the association are not those of a charity. Pleasure or recreation means that which provides a state of gratification or a means of refreshment or diversion. Examples include social clubs, golf clubs,

curling clubs, badminton clubs and so on that are organized and operated to provide recreational facilities for the enjoyment of members and their families. The phrase any other purpose except profit is interpreted as a catch-all for other associations that are organized and operated for other than commercial or financial reasons.

Article IX. Organizational Regulation

Section 9.1.

The Organization will adhere to the *Societies Act* of the Northwest Territories and ensure that all required documents are filed on a timely basis.

Section 9.2.

Notwithstanding Sections 6.1 and 7.2, no rescission, alteration or addition referred to thereof has any effect until it has been registered by the Registrar as set out in the *Societies Act* of the Northwest Territories.