

# **GOLDENROD COMMUNITY GARDEN**

## ***ARTICLES AND BY-LAWS***

Proposed updated bylaws for consideration by the membership at the Annual General Meeting of Members to be held on 12th October 2022 in the City of Ottawa.



# Goldenrod Community Garden Articles

Articles relating generally to the establishment, purpose and governance of the Goldenrod Community Garden, hereafter referred to as the “Organization”.

These articles are enacted by the Goldenrod Community Garden on [date approved at AGM].

## a) Article 1: Name and Location

The name of the Organization is Goldenrod Community Garden. The Organization is located in Kitchissippi Ward of the City of Ottawa, Canada.

The Goldenrod Community Garden is sited on lands belonging to the National Capital Commission, adjoining the north-east corner of the Tunney’s Pasture complex where Goldenrod Avenue meets Parkdale Avenue, and with the Sir John A. MacDonald Parkway and the Ottawa River to the north. The land has been secured through a lease with the NCC, signed by Just Food on behalf of the Organization. Just Food is a local non-profit organization that serves as the liaison between the City of Ottawa and the City’s community gardens.

## b) Article 2: Purpose

The Organization is organized exclusively for non-profit, community-building purposes. The purpose of the Organization is to create a gardening community and provide a site or sites in Kitchissippi ward of the City of Ottawa for residents to grow their own food, that:

1. Supports **relationships, mental health and well being** through a physical space where people can gather and garden together;
2. **Stewards the environment**, provides connection with nature, and restores relationships with the land through a space that is beautiful and operated sustainably;
3. Provides **opportunities to give** and receive;
4. Is **welcoming, inclusive and diverse**, that values and includes Indigenous people and works to actively include low-income people and other under-represented groups;
5. Provides opportunity to **educate and learn in community**, on gardening, food, and related topics.

## c) Article 3: Exemptions

At all times the following shall operate as conditions restricting the operations and activities of the Organization:

1. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons, except that the

Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purpose set out in Section 1.2.

#### **d) Article 4: Membership and Board of Directors**

This Organization shall have Members. The eligibility, rights and obligations of the Members will be determined by the corporation's by-laws.

The management of the affairs of the Organization shall be vested in a Board of Directors, as defined by the Organization's by-laws. No Director shall have any right, title, or interest in or to any property of the Organization.

Members of the initial Board of Directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified or removed as provided in the by-laws.

#### **e) Article 5: Liability**

No Member, Officer or Director of this Organization shall be personally liable for the debts or obligations of this Organization of any nature whatsoever, nor shall any of the property of the Members, Officers or Directors be subject to the payment of the debts or obligations of this Organization.

#### **f) Article 6: Duration / Dissolution**

The duration of the Organization's existence shall be perpetual until dissolution. Upon the dissolution of the Organization, the assets of the Organization shall be distributed for one or more tax-exempt purposes, or shall be distributed to the local government, for a public purpose.

# Goldenrod Community Garden By-laws

A by-law relating generally to the transaction of the business and affairs of the Goldenrod Community Garden, hereafter referred to as the "Organization."

## 1 General

### 1.1 Terms

In this by-law and all other by-laws of the Organization, unless the context otherwise requires

- a) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Organization as amended and which are, from time to time, in force;
- b) "Board" means the board of directors of the Organization;
- c) "Director" means an individual occupying a position of director of the Organization;
- d) "Meeting of members" includes an annual general meeting of members or a special meeting of members; "special meeting of members" includes a meeting of all members entitled to vote at an annual general meeting of members;
- e) "Member" means a person who has been accepted into membership of the Organization;
- f) "Members" means all classes of membership in the Organization as set out in Section 2;
- g) "Plot-holder" means a member of the Organization who has paid the annual fee and has been assigned a plot to garden;
- h) "Friend of the Garden" (or "Friend") means a member of the Organization who has paid the annual fee or contributed the required volunteer hours and has not been assigned a plot; and
- i) "Membership agreement" means the annual agreement signed by each member, which includes the garden rules and terms of membership.

### 1.2 Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

### 1.3 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Organization may be signed by any two of the Officers or Directors to which signing authority has been granted through a resolution of the board. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

## **1.4 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct, or authorize.

## **1.5 Financial Year**

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

## **1.6 Governance**

Together these by-laws and the membership agreement outline the core structure and operations of the Organization.

# **2 Members**

## **2.1 Membership Conditions**

Membership in the Organization shall be available only to individuals interested in furthering the Organization's purposes and who have applied for and been accepted into membership in the Organization by the manner determined by the board. Membership in the Organization is annual and subject to renewal in accordance with the policies of the Organization.

- g) At the beginning of each season the Board will determine the rate for the annual fee. All Members must pay their annual fees.
- h) All Members must read and sign the membership agreement. Throughout the course of the gardening season, Members must respect and adhere to the membership agreement and to these by-laws.

## **2.2 Membership Categories**

Subject to the by-laws, there shall be two categories of Members of the Organization, namely Plot-holders and Friends of the Garden. Each Member, regardless of category, shall be entitled to receive notice of, attend and vote at all meetings of the members of the Organization, and to stand for election to the Board of Directors.

- a) Plot-holders: Each plot-holder Member will be assigned a garden plot. Plots will be assigned to returning plot-holders in good standing first, followed by other applicants on the waiting list. Prospective plot-holders may apply at any time by adding their names to the waiting list. Garden plots are primarily intended for Kitchissippi residents, but the Board can at their discretion allocate plots to gardeners outside Kitchissippi.

- b) Friends of the Garden: Each Friend of the Garden Member is entitled to participate in all activities of the Organization but will not be assigned a garden plot. There is no requirement for Friends to reside in Kitchissippi.
- c) Member in Good Standing: Any Member who is registered, pays their annual fee on time, and adheres to the Organization by-laws and the membership agreement is considered a Member in good standing, with full membership privileges

### **2.3 Conflict Between Members**

If Members have conflicts with each other that cannot be mutually resolved, the Board may intervene to facilitate a resolution.

### **2.4 Membership dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within the deadline provided by the Board, the Members in default shall automatically cease to be Members of the Organization.

### **2.5 Termination of Membership**

A membership in the Organization is terminated when:

- a) The Member fails to maintain any qualifications for membership described in Section 2 of these by-laws;
- b) The Member resigns by delivering a written resignation to the Chair of the Board of the Organization;
- c) The Member is expelled in accordance with Section 3.6 below or is otherwise terminated in accordance with the by-laws or membership agreement; or
- d) The Member's term of membership expires.
- e) Subject to the by-laws, upon any termination of membership, the rights of the Member, including any rights in the property of the Organization, automatically cease to exist.

### **2.6 Discipline of Members**

The Board shall have authority to provide a warning, suspend or expel any Member from the Organization for any one or more of the following grounds:

- a) Violating any provision of the articles, by-laws, or written policies of the Organization, including the membership agreement;
- b) Being disruptive or abusive to other Members;
- c) Engaging in behaviour in the Organization that poses a threat to the safety and security of the Organization or those using it;
- d) Participating in unlawful activity in the Organization;
- e) Violating the terms of their suspension/probation;
- f) Carrying out any other conduct which may be detrimental to the Organization as determined by the board in its sole discretion; or

- g) For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Organization.

In the event that the Board determines that a Member shall receive a formal warning, the president or other such officer as may be designated by the Board, shall provide a written warning to the Member and shall provide the reasons for the warning.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Organization, the president, or such other officer as may be designated by the Board, shall provide notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member in question may make a written submission to the Board or alternatively may request a meeting with the Board to provide a response. The Board will consider the response in arriving at a final decision. The Board's decision shall be final and binding on the member, without any further right of appeal during the gardening season.

The Member whose membership is revoked may make an appeal for reinstatement to the new Board elected after the following AGM by making a written submission to the president. If written submissions are received in accordance with this section, the new Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within twenty (20) days from the date of receipt of the submissions.

## **3 Directors**

### **3.1 Election and Term**

Subject to the by-laws, the Members will elect the Directors at the first meeting of Members and at each succeeding annual general meeting. The Directors shall be elected to hold office for a term expiring not later than the close of the following annual general meeting. There will be a minimum of four (4) and maximum of nine (9) directors elected to the Board each year.

### **3.2 Vacancies**

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b) if the Director dies; or
- c) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.
- d) Any Director who misses three consecutive meetings without providing notice shall be deemed to have resigned their position.

- e) Any Director may request a leave of absence for personal reasons by providing written notice to the chair/president. The Board may accept this request at their discretion, and may alternatively request the Director to resign. In such case, the position of the Director on leave will be treated as a vacancy for the purposes of determining quorum, until such time as they return from leave.

### **3.3 Filling vacancies**

During the Board's term, should the number of active Board members fall below four, the Board will send out a request to the full membership for interim Directors. If more Members volunteer than places are available, the Board will call a special meeting and hold an election to select the new Board members to fill the empty positions.

### **3.4 Committees**

Committees may be established by the Board as follows:

- a) The Board may convene from their number or from the membership any committee, work group, task force or other titled group, collectively referred to herein as "committees," as it determines necessary to execute the responsibilities of the Board and to further the purposes of the Organization.
- b) The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- c) Any Member in good standing may join any committee. There is no limit to the number of Members that may serve on a committee and no limit to the number of committees on which a Member may serve.

### **3.5 Remuneration**

Serving on the Board of the Organization is a voluntary activity. No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Organization in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

## **4 Board Meetings**

### **4.1 Calling of meetings**

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this by-law.

### **4.2 Regular meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required



for any such meetings. Once approved, minutes of these meetings will be posted online on the Organization website.

### **4.3 Quorum**

At least 51% of the Board members must be present in a board meeting to make decisions.

### **4.4 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 4.2 of this by-law to every Director of the Organization not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual general meeting of the Organization.

### **4.5 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

### **4.6 Voting**

Each Director has one vote. The Board shall strive to reach consensus in its decision-making. However, if consensus cannot be reached on a question arising at any Board meeting, the question shall be decided by a majority of votes. In case of an equality of votes, the motion will be considered not passed.

### **4.7 Participation by telephone or electronic means**

If all of the Directors of the Organization consent, a Director may participate in a meeting of the Board or of a committee by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

## **5 Officers**

### **5.1 Officers**

The Board shall appoint four Officers from among the Directors – a chair/ president, secretary, treasurer and registrar – at its first meeting following the annual general meeting. These positions could be shared at the discretion of the Board. The Board may appoint any other such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

## **5.2 Offices Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed,
- b) the Officer's resignation, or
- c) such Officer's death.

## **5.3 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

## **5.4 Duties of the Chair/President**

The president shall perform the duties described in Section 4.5 and Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## **5.5 Duties of the Treasurer**

The treasurer shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## **5.6 Duties of the Secretary**

The secretary shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## **5.7 Duties of the Registrar**

The registrar shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## **5.8 Protection of Directors and Officers**

No Director, Officer or committee member of the Organization is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Organization or for joining in any receipt or for any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Organization or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Organization shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Organization with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have complied with and discharged their duties in accordance with the Organization's articles and by-laws and all applicable Laws.

## **5.9 Conflict of Interest**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Organization or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Organization shall disclose such conflict to the Board. No such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

# **6 Members' Meetings**

## **6.1 Annual General Meetings**

An annual general meeting will be held once a year on a day and at a place within Ottawa fixed by the Board (usually at the end of the gardening season). The business transacted at the annual meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous annual general and subsequent special meetings;
- c) Receipt of the annual report on activities of the Organization;
- d) Consideration of the financial statements;
- e) Election of Directors; and
- f) Such other or special business as may be set out in the notice of meeting.
- g) No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Organization of any matter that the Member proposes to raise at the meeting, so that such item of new business can be included in the notice of annual meeting.
- h) Members shall submit notice of a matter to be raised at the annual general meeting to the Board at least seven (7) days prior to the meeting, so that information about the matter can be included in the final reminder of the annual meeting.
- i) Decisions on projects that significantly alter the structural design of the Organization must be approved at an annual general meeting or a special meeting of Members.

## **6.2 Special Meetings**

The Directors may call a special meeting of the Members at their discretion. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting and shall call such a meeting within 21 days after receiving the requisition.

## **6.3 Notice**

Not less than 14 days and not more than 50 days written notice of any annual or special Members' meeting shall be given to each Member and each Director. Notice of any meeting where special business will be transacted must contain sufficient information to permit the

Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting. Any notice required to be sent to any Member or Director of the Organization shall be delivered personally, or sent by prepaid mail, facsimile, email, or other electronic means to any such Member or Director at their latest address as shown in the records of the Organization.

A reminder shall be sent out to all Members no less than four (4) days prior to the Members' meeting, which shall also include any matters raised by Members to be considered at the meeting that were not included in the original notice.

#### **6.4 Quorum**

A quorum for the transaction of business at a Members' meeting is equal to at least 15 percent of the plot-holder Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

If quorum is not met at the outset of a Members' meeting, the meeting shall be adjourned and re-convened at a date not later than 21 days from the date of the adjourned meeting. Quorum for the re-convened meeting is 10 percent of the plot-holder Members entitled to vote at the meeting.

#### **6.5 Chair of the Meeting**

The Chair/President shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

#### **6.6 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes provided that:

- a) Each Member shall be entitled to one vote at any meeting;
- b) Votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c) An abstention shall not be considered a vote cast;
- d) If there is a tie vote, the motion will be considered not carried.
- e) Whenever a vote by show of hands is taken on a question, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **6.7 Persons Entitled to Be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Organization (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the by-laws to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **6.8 Participation by Telephone or Electronic Means**

When an electronic venue has been established for a Members' meeting that permits all participants to communicate adequately with each other and participate in voting during the meeting electronically or in person, any Member may participate in the meeting by electronic means. A Member participating by such means is deemed to be present at that meeting.

## **6.9 Election of the Board**

An Elections Officer will be appointed by the Board in advance of the annual general meeting. The Elections Officer must be a member in good standing and may not stand for election. The Elections Officer's duties are to plan the election, work with the Directors to publish all required notices to the Members, conduct the election in adherence to the election rules, certify the nominations, count the votes, and announce the elected Directors.

Any Member in good standing may nominate another Member or themselves to stand for election. There is no limit on the number of nominations. Nominations shall close at the annual general meeting following a last call for nominations by the Elections Officer. The Elections Officer shall provide information about each nominated candidate to the membership, provided it is received at least seven (7) days in advance of the annual general meeting.

Voting will be conducted by a show of hands from those present in person or electronically. The Elections Officer may, at their discretion, organise alternate means of voting if they deem it necessary. The nine (9) candidates who receive the highest number of the votes are elected to the Board. Should nine or fewer candidates be nominated by the close of nominations, the Elections Officer shall declare those candidates elected and a vote will not be held.

# **7 Adoption and Amendment of By-laws**

## **7.1 Amendments to By-laws**

The Members may from time to time amend this by-law by a majority of the votes cast at an annual general meeting or special meeting. The Board may from time to time amend this by-law other than provisions respecting Membership in Section 2 or to Members' meetings in Section 6.

Enacted by the Goldenrod Community Garden on [insert date].

## **i) Schedule A**

### **a. Role and Duties of the Chair/President:**

1. To represent the Association in the outside community, in particular: the City of Ottawa, through the Councillor's office; National Capital Commission; Just Food; and any other pertinent organization.
2. To seek outside funding from available sources for projects falling outside our normal activities.
3. To chair Board meetings and the Annual General Meeting, following the general rules of order.
4. To seek nominations to the Board, as needed.
5. To communicate with Directors on developing policy/rule developments.
6. To be available to any Garden Member, if required.
7. To act as spokesperson, or delegate a member, when pertinent.
8. To lead the annual work planning process of the Board.
9. Deal with disputes/complaints from and between Members.

### **b. Role and Duties of the Treasurer:**

1. To keep a record of all income and expense transactions.
2. To reconcile record with bank balance.
3. In a timely manner to deposit cash, cheques, and e-transfer payments into the Organization's bank account.
4. To have possession of client card issued by the bank; chose a PIN number for teller and ATM deposits and create security questions associated with use of card.
5. To create passwords for access to online banking and other related sites.
6. To ensure validity and accuracy of invoices presented for payment.
7. To prepare payments by cheque or e-transfer and secure required approvals from other signatories for all payments.
8. To establish and provide an email account to be associated with the GCG to accept and process e-transfers.
9. To present a financial status report to the Board of Directors on a monthly basis.
10. To prepare a year-end Financial Statement for approval of the Board.
11. To prepare the annual budget with input from Directors and committees.
12. To retain receipts and other financial documentation.
13. Facilitate the audit of the financial records if and when required
14. To complete and submit the Annual Information Return under the *Ontario Corporations Act* together with T2 to Revenue Canada, should the Garden become formally incorporated.
15. To prepare, when eligible, application for HST refund to Revenue Canada, should the Garden become formally incorporated.

**c. Role and Duties of the Secretary:**

1. Consult with the President to develop an agenda for Board meetings and for the Annual General Meeting.
2. Circulate the notice of Board meetings and agenda to all Directors.
3. Book meeting venues /establish virtual meeting venues for all Board meetings and Member meetings.
4. Post the notice of annual general meeting on the Goldenrod Community Garden website prior to meeting.
5. Place notice of the Garden registration in Kitchissippi Ward Newsletter
6. Circulate list of Members standing for election to the Board at the annual general meeting.
7. Record proceedings of Board meetings and annual general meetings, and draft minutes.
8. Circulate minutes of meetings to the Directors.
9. Post minutes of annual general meeting to the website.
10. Forward invoices for meeting room rentals (if applicable) to the Treasurer.

**d. Role and Duties of the Registrar:**

1. Develop the membership agreement and garden rules, updating these annually as required.
2. Provide registration forms, membership agreements and copies of the Garden articles and by-laws to all prospective Members.
3. Inform and remind Members regarding the deadline for registration.
4. Receive registration forms and payment from Members for plots.
5. Allocate plots to Members in accordance with established process and the standard operating procedures.
6. Prepare and provide information packages for all Members at the beginning of each gardening season, containing the Member letter, plot map identifying the Member's bed number, and copy of garden rules, articles, and by-laws.
7. Maintain a database of Members containing information necessary to communicate with them.
8. Maintain membership waiting list and manage the reallocation of plots to new Members should a plot be abandoned or a Member lose their gardening privileges.