

1. Head Office

- (a) Until changed in accordance with the *Canada Corporations Act*, the Head Office of the Congress shall be in the City of Vancouver, in the Province of British Columbia.

2. Membership

- (a) There shall be two classes of membership:
- (i) Individual Membership – shall mean or designate any person who wishes to maintain an interest in the Congress; said member shall be entitled to Congress privileges and activities, including voting. The fee for such membership and dues shall be determined by the Board of Directors from time to time and shall not be refundable.
 - (ii) Society Membership – shall mean any Canadian orchid society who wishes to support the Congress and shall be entitled to Congress privileges and activities, including voting. The fee for such membership and dues shall be determined by the Board of Directors from time to time and shall not be refundable.
- (b) Except as otherwise provided in these bylaws, applications for membership shall be screened by the Board of Directors, who shall have the sole authority to accept or deny such membership, and membership shall become effective only upon approval by the Board of Directors.
- (c) All members are in good standing except a member who has failed to pay its current annual membership fee or any other subscription or debt due and owing by him to the Congress and is not in good standing so long as the debt remains unpaid.
- (d) Any member may withdraw from the Congress at any time by delivering written notice to the Secretary of the Congress, but upon such withdrawal, the member shall not be entitled to any refund of any fees or dues that such member has paid.

Note: 2(a)(i) has
been removed.
COC AGM 2005

3. Fiscal Year

- (a) The Fiscal year of the Congress shall be the period from 1 January in any year to 31 December of that same year.

4. Meetings

- (a) The annual general meeting (“AGM”) of the Congress shall be held at least once every calendar year and not more than 15 months after the holding of the preceding AGM.

- (b) The AGM may be held in a different location each year insofar as is practical. Society Members, either individually or in co-operation may petition the Board of Directors for the right to host the AGM.
- (c) The responsibility of the Society Member selected to host the AGM shall be as determined by the Board of Directors from time to time.
- (d) The Board of Directors may, when necessary, convene a Special General Meeting. A Special General Meeting shall also be convened upon a written requisition signed by not less than 10% of the voting Members. The said requisition shall set out the object of the Special General Meeting proposed to be called and shall be delivered to the President of the Congress.
- (e) Upon receipt of such a requisition, the Board shall forthwith convene a Special General Meeting, and if said meeting is not convened within 45 days after the receipt of the requisition, the requisitioning member, or a majority of them may themselves convene a Special General Meeting.
- (f) Not less than 30 days notice of any general meeting of the Congress specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, shall be given by publication in the newsletter of the Congress, of where such publication is not practical, by sending it by regular mail to such persons as are entitled to receive notices from the Congress at the address as registered with the Congress.
- (g) Special General Meetings may be held by conference call at such time as may be agreed upon by a majority of Society Members.
- (h) Except as otherwise provided in these bylaws, each member in good standing shall be entitled to one vote at any meeting of the Congress. The votes of each Society shall be exercised by a member in good standing of the Society and shall be appointed, in writing, by the Society he/she is representing.
- (i) Proxy votes are permitted provided that voting instructions are given in writing to the person casting the vote.
- (j) The usual order of proceedings at the AGM shall be as follows:

- Call to order
- Declaration of Notice and Quorum
- Adoption of Minutes from the previous AGM
- Business Arising from the Minutes
- Correspondence
- Reports of the Officers
- Reports of other Committees

Amendments to Bylaws
Old business
Appointment of auditor
Election of Officers
New Business
Adjournment

- (k) The Board of Directors may authorize departure from this general order of business when such change appears to be necessary or desirable.
- (l) Members will appoint an auditor at each AGM whose annual audited report of the Congress finances will be presented to the members at the following AGM.
- (m) No business shall be conducted at either an AGM or a Special General Meeting unless of quorum of members is present, in person or by proxy, at the time when the meeting is called to order. Save as herein otherwise provided, a quorum shall consist of not less than 10 members of the Congress entitled to vote, but never less than 3 persons.
- (n) If, within one hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon a requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to the same time and place the following day, and if at the adjourned meeting a quorum is not present within half a hour from the time appointed for the meeting, the members present shall be a quorum.
- (o) The chairperson of the meeting may, with the majority consent of those members present, in person or by proxy, at a meeting at which quorum is present (and shall, if so directed by the members) adjourn the meeting from time to time and from place to place, but no business shall be conducted at any adjourned meeting other than the business left unfinished at the meeting where the adjournment took place.
- (p) A special resolution shall be as defined by the *Canada Corporations Act* from time to time.
- (q) 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 taken at the meeting.
- (r) Kerr King Rules of Order shall be the parliamentary authority of this Society.

5. Board of Directors

- (a) The property and business of the Congress shall be managed by a Board of Directors, comprised of a minimum of three directors, who must be

individuals, 18 years of age, with power under law to contract and must be members in good standing of a Society Member, also in good standing.

- (b) The applicants for incorporation shall become the first directors of the Congress whose term of office on the Board of Directors shall continue until their successors are elected.
- (c) At the first meeting of members, the Board of Directors then elected shall replace the provisional directors named in the Letters Patent of the Congress.
- (d) The Board of Directors of the Congress shall be subscribers of the Charter and By-laws hereto.
- (e) The officers of the Congress shall be directors and shall constitute the Board of Directors of the Congress.
- (f) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.
- (g) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected
- (h) Each director shall become, upon his or her election or appointment, an Individual Member of the Congress and will be entitled to one vote at any meeting of the Society and the Board of Directors.
- (i) The directors of the Congress may administer the affairs of the Congress in all things and make or cause to be made for the Congress, in its name, any kind of contract which the Congress may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Congress is by its charter or otherwise authorized to exercise and do.
- (j) The directors shall have power to authorize expenditures on behalf of the Congress from time to time. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Congress in accordance with such terms as the Board of Directors may prescribe.
- (k) The Board of Directors shall take such steps as they may deem requisite to enable the Congress to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Congress.

- (l) Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Congress shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
- (m) A majority of directors in office, from time to time, but no less than three directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Congress.
- (n) Every director of the Congress and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Congress, from and against;
 - (i) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his office or in respect of any such liability;
 - (ii) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default
- (o) The Board of Directors may appoint committees at its discretion.
- (p) Should a vacancy occur on the Board of Directors, from time to time, the remaining member of the Board of Directors shall be entitled to appoint a person to fill the vacancy, and such person may serve as director until the AGM immediately following his or her appointment.
- (q) The minutes of the Board of Directors shall not be available to the general membership of the Congress but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

6. Officers

- (a) The officers of the Congress shall be the President, 1st Vice-President, 2nd Vice President, Secretary, Treasurer and Past President
- (b) Officers shall be elected for a term of one year at the AGM and shall hold office until the officers are elected at the following AGM.
- (c) The President shall serve no more than two consecutive one-year terms. All other officers shall be limited to four consecutive terms in their office.
- (d) Officers shall be subject to removal by resolution of the Board of Directors at any time.
- (e) The duties of officers shall be :

President

- (f) The President shall preside at all meetings of the Congress and the Board of Directors, serve as the official representative of the Congress, sign all contracts and obligations on behalf of the Congress, appoint committees in conjunction with the Directors as needed, serve as an ex-officio member of all committees except the Nominating Committee and provide a report at the annual business meeting.

First Vice-President

- (g) The first vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors

Second Vice President

- (h) The vice-president shall, in the absence or disability of the President and the First Vice President, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors

Secretary

- (i) The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, conduct the correspondence of the Congress and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall

be. The Secretary shall be custodian of the seal of the Congress, which shall be delivered only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

Treasurer

- (j) The treasurer shall have the custody of the funds and securities of the Congress and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Congress in the books belonging to the Congress and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Congress in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He or she shall disburse the funds of the Congress as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Congress. He or she shall also maintain a list of all members in good standing, present the audited financial statements of the Congress at the AGM, cause to be filed all necessary corporate documents with the appropriate governmental authority and perform such other duties as may from time to time be directed by the Board of Directors.

Past President

- (k) The past president shall act as the chairperson of the Nominating Committee.

7. Standing Committees

- (a) The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The directors shall determine the duties of such committees.
- (b) Standing Committees shall include, but not be limited to: Awards Committee, Newsletter Committee, Education Committee, and Conservation Committee.
- (c) All Standing Committees are responsible to the Board of Directors, who may remove any committee member, including the Chair or may add any committee member as required.

8. Execution of Documents

- (a) Contracts, documents or any instruments in writing requiring the signature of the Congress, shall be signed by any two officers and all contracts,

documents and instruments in writing so signed shall be binding upon the Congress without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Congress to sign specific contracts, documents and instruments in writing. The directors may give the Congress's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Congress. The seal of the Congress when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

9. Amendment of Bylaws

- (a) The by-laws of the Congress not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

10. Books and Records

- (a) The directors shall see that all necessary books and records of the Congress required by the by-laws of the Congress or by any applicable statute or law are regularly and properly kept.

11. Rules & Regulations

- (a) The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Congress as they deem expedient, provided that such rules and regulations shall have force and effect only until the next AGM, when they shall be confirmed, and failing such confirmation at such AGM, shall at and from that time cease to have any force and effect.

12. Interpretation

- (a) In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Approved . Vancouver, May 2, 2004

Amended. Calgary, October 2, 2005 (to delete section 2(a)(1) rescinding individual memberships in COC and to grant voting status only to societies that have paid current membership)