

Bylaws of Ladysmith Maritime Society

Part 1 -- Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time:

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 -- Members

Application for Membership

2.1 A person may apply to the Board, with the requisite dues, for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

Duties of Members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Membership categories

2.3 The Society has the following membership categories:

(a) Voting members

- (i) adult individual,
- (ii) couples where each adult has a vote,
- (iii) family where each adult has a vote,
- (iv) lifetime.

(b) Non-voting members

- (i) youth,
- (ii) honorary

Age of Members

2.4 For the purposes of these Bylaws, adults are 18 years or older and youths are under 18.

Amount of membership dues

2.5 The amount of the annual membership dues, if any, must be determined by the

Board and are payable in advance for the calendar year. Lifetime and honorary members pay no dues.

Member not in good standing

2.6 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.7 A member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purposes of consenting to a resolution of the voting members.

Cessation of membership

2.8 A person ceases to be member of the Society:

- (a) by delivering, mailing or e-mailing his or her resignation in writing to the address of the Society; or
- (b) on death; or
- (c) on being expelled; or
- (d) on having been a member not in good standing for 6 consecutive months.

Expulsion of members

2.9 A member may be expelled by a special resolution of the members passed at a general meeting. Notice of the special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion and the person who is the subject of the resolution will be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 -- General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place and in such manner as the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors;
- (d) election or appointment of directors;
- (e) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 20 voting members or 20% of all the voting members, whichever number is smaller.

Lack of Quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present, or until the meeting is adjourned or terminated.

Adjournments by the chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be

transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with the unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and any review of those statements;
 - (ii) receive any other reports of director' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint a professional accounting firm to conduct a financial review;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, each member in good standing is entitled to one vote and voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by way of secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting. In case of an equality of votes, the person chairing the meeting does not have a deciding or second vote in addition to the vote he or she may be entitled to and the proposed resolution shall not pass.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Absentee voting

3.16 Voting by absentee ballot in form approved by the directors is permitted.

No seconder Required

3.17 No resolution proposed at a meeting need be seconded and the person chairing the meeting may move or propose a resolution.

Matters decided at general meeting by ordinary resolution

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution.

Procedural rules at meetings

3.19 Matters of procedure at all meetings of the Society, including directors' meetings and committee meetings, if not covered by the Act or Bylaws, will be governed by Robert's Rules of Order.

Part 4 -- Directors

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 11 directors. The number of directors within that range may be determined from time to time at a general meeting.

Term of office for directors

4.2 Directors will be elected for 3 year terms, with one-third of the total number of directors being elected each year.

Election or appointment of directors

4.3 At each annual general meeting, the voting members must elect persons to fill the vacant director positions. An election may be by acclamation, otherwise it will be by ballot.

Directors may fill casual vacancy on Board

4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the next following annual general meeting, but is eligible for re-election at the meeting.

Part 5 -- Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate the proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors or 3 directors whichever is greater.

Committees

5.6 The Board may appoint such committees as it deems fit and, in doing so, may designate the chair of a committee and establish terms of reference for such committee.

Voting by Directors

5.7 Questions arising at a meeting of the directors or committees of directors shall be decided by a majority of votes and in case of an equality of votes, the chair does not have a second or casting vote.

No Secunder Required

5.8 No resolution proposed at a meeting of directors or committee of directors need be seconded and the person chairing the meeting may move or propose a resolution.

Resolutions on Writing

5.9 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 6 -- Board Positions

Election or appointment to Board positions

6.1 Directors must elect or appoint, from their number, persons to hold the following positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

6.3 The President is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- (f) maintain the register of members.

Absence of secretary from the meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members and other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes and charitable status;
- (e) overseeing any investments authorized by the Board.

Part 7— Remuneration of Directors and Signing Authority

Remuneration of Directors

7.1 These Bylaws do not permit the Society to pay a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing Authority

7.2 A contract or other record, including cheques on the Society's bank account, to be signed by the Society must be signed on behalf of the Society by any two of the president, vice-president, secretary, treasurer, executive director and operations manager provided that each cheque be signed by one officer and no cheque be signed by the payee.

Seal

7.3 The Society will not have a seal for the signing of documents.

Part 8— Borrowing

General

8.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they

decide and, in particular, but without limiting the generality of the foregoing, by the issue of debentures.

Special Resolution Required

8.2 No debenture may be issued by the Society without being approved by special resolution.

Restrictions on Borrowing

8.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

Part 9— Notices to Members

Form of Notice

9.1 A notice may be given to a member personally, by mail, by e-mail, or by fax at his or her registered address.

Receipt of Notices

9.2 A notice sent by mail shall be deemed to have been given on the second day after posting in a Canada Post mailbox. E-mails or faxes are deemed to have been received on sending.

Who Gets Notice

9.3 Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.

Part 10— Winding Up or Dissolution

10.1 In the event of winding up or dissolution of the Society, all funds and assets of the Society shall be disposed of as follows:

- (a) pay all outstanding debts and costs of the Society;
- (b) effect any necessary payment of a liquidator;
- (c) pay any and all outstanding wages and salaries of employees of the Society;
- (d) give, transfer and distribute to charities registered under the provisions of the *Income Tax Act*, the balance of any and all such funds and assets as may be designated by the members of the Society at the time of the winding up or dissolution of the Society;
- (e) in the event the foregoing provision cannot be carried out, such funds and assets shall be given, transferred and distributed to such organizations as may be determined by the members of the Society to be registered charities pursuant to the provisions of the *Income Tax Act* which have purposes similar to those of this Society.