

NEWFOUNDLAND ASSOCIATION OF VICTORIA SOCIETY

CONSTITUTION

1. The name of the Society is ‘NEWFOUNDLAND ASSOCIATION OF VICTORIA’.
2. The purposes of the Society are:
 - a) To establish an association for individuals from the Province of Newfoundland and Labrador living in the Province of British Columbia.
 - b) To become active, visible and involved in the community by making financial donations to charitable causes such as the establishment of a Scholarship / Bursary Fund or other worthy causes as approved by membership.
 - c) To promote our ethnic and cultural background, so other Canadians as a whole have a better understanding of the customs and lifestyle of the Province of Newfoundland and Labrador.
 - d) To rent, lease, purchase or obtain in any legal manner our own facility and property to be better able to achieve the purposes of the Society.
 - e) To raise funds for such purposes by any lawful means including the soliciting of grants and donation and to receive property by way of donations, gifts, legacy or otherwise for applications in achieving the foregoing purposes.

BY-LAWS

DEFINITIONS

“**Act**” means the *Societies Act* of the Province of British Columbia (including any replacement of that Act) from time to time in force and all amendments to it and regulations under it.

“**Board**” means the Board of Directors of the Society as defined in the By-Laws.

“**Directors**” means the directors of the Society elected or appointed pursuant to the Act or these Bylaws and “**Director**” means any one of the Directors.

“**Society**” means the Newfoundland Association of Victoria.

PART 1 - MEMBERSHIP

- 1.01 The members of the Society shall be the subscribers of the application and by-laws and such other persons as are admitted as members of the Society.

- 1.02 Membership is open to all persons being of the full age of nineteen (19) who subscribe to the objectives of the Society and participate in Society activities.
- 1.03 Every Member shall uphold the constitution of the Society and comply with these By-laws.
- 1.04 The membership of the Society shall consist of the following four classes:
- (1) Ordinary members
 - (2) Associate members
 - (3) Honorary members
 - (4) Life members

ORDINARY MEMBERS: The active, full participating person(s) born in Newfoundland and Labrador or their spouse, and any of the Ordinary Member's descendants and their descendants' spouses.

ASSOCIATE MEMBERS: The active, full participating person(s) from any Province or Country who are desirous of associating with Newfoundland and Labrador people and who support the objects of the Society. Associate Members shall be entitled to all rights and privileges of Ordinary members, except that may not hold the position of President or Vice President.

HONORARY MEMBERS: An individual, corporation, community leader or political leader, who has contributed services, expertise or funds, etc. in helping the Society achieve its objects, may be named and Honorary Member. Honorary Members are not required to pay the annual membership fee but are entitled to all other privileges of the Society. Honorary members shall not be entitled to notice of any meeting of the Society or to vote or to hold executive office. The decision to grant Honorary Memberships lies with the Executive on recommendation from any Ordinary Member.

LIFE MEMBERS: Any person who has distinguished himself or herself by dedicated, outstanding service to the Society is eligible for Life Membership upon the approval of the Society at an Annual General Meeting. Life Members shall not be required to pay the annual membership fee. They shall have all the privileges of their previous membership status.

- 1.05 The quota of Associate Members shall not exceed 45% of the total number of members within the Society.
- 1.06 Persons nineteen (19) years old or older, including the children of Ordinary and Associate Members, must make individual application for membership.
- 1.07 The Society shall recognize common-law marriages for all purposes, including accepting a common-law spouse as an Ordinary Member.

1.08 All members except Honorary and Life Members, shall pay an annual membership fee as may be fixed by the membership annually.

First time members, joining between September 1 and December 31, who pay their annual membership fee in full for the next fiscal year, receive their membership for the balance of the current year free of charge.

1.09 Membership cards shall be issued and will be valid for one (1) calendar year.

1.10 Members may be required to present membership cards at any meeting or gathering of the Society, to certify membership and for voting privileges within the Society.

1.11 The membership of any member in the Society shall be terminated in any of the following circumstances:

- a) Upon his or her death;
- b) Upon having been a Member Not in Good Standing for 12 consecutive months;
- c) If the member wishes to withdraw from the Society and has served notice of such withdraw upon the Executive.

1.12 The membership of a person in the Society is not transferable.

1.13 Membership fees will not be refunded on termination of membership.

PART 2 – DIRECTORS AND OFFICERS OF THE SOCIETY

2.01 The Board shall consist of up to nine (9) elected Directors, four to be elected in odd years and five to be elected in even years.

2.02 The Directors shall be elected for a period of two years except where a board member becomes an Officer in year 2 of their term, his / her term is automatically extended one year.

2.03 The immediate past President automatically sits on the Board as an ex officio Director of the Society. He/she is invited to participate as a full Board member, including having voting privileges, but is not required to be counted for the purposes of establishing a quorum.

2.04 The Officers of the Society shall be:

PRESIDENT	VICE-PRESIDENT
SECRETARY	TREASURER

2.05 The Board itself shall, by secret ballot, appoint the Officers for a term of two years.

- 2.06 The quorum for a meeting of the Board is a majority of the then appointed Directors.
- 2.07 In the event of the resignation or withdrawal of a Director, the Board shall have the authority to appoint a substitute for the unexpired portion of such Director's term.
- 2.08 A Nominating Committee, consisting of members in good standing, shall be appointed each year by the Board to review nominations and, in the event that a sufficient number of nominations have not been made, to make additional nominations to ensure there are an adequate number of Directors.
- 2.09 The PRESIDENT shall:
- a) preside at all General and Board Meetings;
 - b) support the other Officers in the execution of their duties.
- 2.10 The VICE-PRESIDENT:
- a) carry-out the duties of the President in the absence of the President.
- 2.11 The SECRETARY is responsible for ensuring that necessary arrangements are made for:
- a) taking minutes of all meetings of the Society and Board;
 - b) maintaining the registry of Members;
 - c) keeping records of the Society except those required to be kept by the Treasurer;
 - d) conducting or supervising all correspondence on behalf of the Society; and
 - e) ensuring the annual report and other documents, as required by the *Act*, are filed accurately and within the designated time.
- 2.12 The TREASURER is responsible for ensuring that necessary arrangements are made for:
- a) receiving, receipting and banking monies for the Society received from Members and other sources;
 - b) ensuring all expenditures are authorized by the Board and all payments are made by cheque, signed by two (2) of the four (4) Officers of the Board;
 - c) keeping and filing the Society's financial records, reports and returns to comply with legal requirements; and
 - d) preparing the Society's financial statements.

PART 3 – MEETINGS

- 3.01 The Members shall assemble at least once a year for the purpose of conducting what shall be known as the "Annual General Meeting". This meeting shall be for the purpose of receiving annual reports of the Officers and committees and to elect Board members for the ensuing year.
- 3.02 The Society shall hold General Meetings at least quarterly.

- 3.03 The Annual General Meeting shall be held in the first quarter of the year to coincide with the General Meeting.
- 3.04 Board Meetings shall be called at the President's discretion and at least fifteen (15) days prior to a General or Annual General Meeting
- 3.05 Notice shall be given of every Annual Meeting and General Meeting, specifying the place, day and hour of the meeting, and should there be any special resolution to be submitted to the meeting the text of any to the resolution shall be set forth in such Notice. The period of Notice shall be as follows:

GENERAL MEETING	15 DAYS
ANNUAL GENERAL MEETING	15 DAYS

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.01 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;
 - c) consideration of any report of the Directors;
 - d) the election of Directors; and
 - e) business arising out of a report of the Directors not requiring the passing of a special resolution.
- 4.02 A quorum of Members at a general or annual meeting is 25% of the Members entitled to vote, or 10 Members entitled to vote, whichever is fewer.
- 4.03 No business, other than the election of a chairperson or the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.04 If at any time during a general or annual general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.05 If within 30 minutes from the time set for holding a general or annual general meeting a quorum is not present,
 - (a) in the case of a meeting convened on the requisition of Members, the meeting 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 Members present will, despite By-law 4.2, constitute a quorum for that meeting.

- 4.06 The President shall preside as the chairperson of all general and annual general meetings, but if at a meeting the President is not present and able to preside within 30 minutes after the time set for holding the meeting, the Vice-President shall preside as chairperson of that meeting. If neither the President nor Vice-President is present and able to preside within 30 minutes after the time set for holding the meeting, the Directors present may choose one of their number to preside as chairperson of that meeting and, if no Director present is chosen and willing to so preside, the Members present must choose one of their number to preside as the chairperson of the meeting.
- 4.07 Any issue at a General or Annual General Meeting not required by these By-laws or the *Act* to be decided by special resolution must be decided by ordinary resolution.
- 4.08 A resolution proposed at a General or Annual General Meeting must be seconded. The chairperson of the meeting may propose a resolution or second a resolution proposed by another Member.
- 4.09 A Member in good standing who is present at a general meeting is entitled to one vote.
- 4.10 In case of an equality of votes the chairperson of the meeting does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the proposed resolution does not pass.
- 4.11 Voting at a General or Annual General Meeting shall be by a show of hands, an oral vote or another method that adequately discloses the intention of the Members except that if during the meeting, before or after such a vote, two or more Members request a secret ballot or a secret ballot is directed by the chairperson of the meeting, voting must be by secret ballot. In the case of a vote by secret ballot, the ballots will be counted by the Secretary or, if the Secretary isn't present at the meeting, by the chairperson of the meeting. All ballots will be destroyed promptly after vote is counted and the results announced.
- 4.12 The chairperson of a General or Annual General Meeting must announce at the meeting the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 4.12 Unless otherwise noted in these By-laws, all votes shall be carried by a simple majority-(50%+1).
- 4.13 Voting by proxy is not permitted.

PART 5 – COMMITTEES

- 5.01 Special Committees may be appointed by the President, with the approval of the Board of Directors, or by the Board itself, and the Committees shall perform such duties as may be set forth at the time of their appointment. Upon completion of the task for which the Special Committee was formed, such committee shall be dissolved.
- 5.02 A committee shall elect its own Chairperson unless otherwise appointed by the Board.

- 5.03 All Committees shall meet at least once per year at the call of the Chairperson thereof.

PART 6 - BORROWING

- 6.01 No borrowing shall be permitted in the name of the Society.

PART 7 - GOOD STANDING

- 7.01 All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the Society. He or she is not in good standing so long as the debt remains unpaid.
- 7.02 A Member not in good standing may attend a general meeting but is not entitled to speak or vote, propose or second resolutions or be counted as part of the quorum for the meeting.

PART 8 - RULES OF ORDER

- 8.01 Subject to the *Act*, these By-laws and any applicable resolutions of the Members or Directors, all matters of procedure shall be resolved in accordance with the rules set out in Roberts Rules of Order, most current edition.

PART 9 - NOTICES TO MEMBERS AND DIRECTORS

- 9.01 A notice may be given to a Member or Director, either personally or by mail to such Member or Director at the person's Registered Address, or via electronic means to the person's email address, so long as the email address has been provided by the person for the purpose of receiving notices from the Society.
- 9.02 A notice sent by mail shall be deemed to have been given on the second business day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle with adequate postage affixed. A notice sent by email is deemed to have been given on the day that the notice is emailed if sent before 4:00 pm local time on a business day and on the next following business day if sent on or after 4:00 pm local time on a business day or on a day that is not a business day, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and sent and that no return email was received indicating that the notice was undeliverable. In this bylaw, "business day" means any day other than a Saturday, Sunday or statutory holiday in British Columbia.
- 9.03 Notice of a General Meeting shall be given to every Member, entitled to such notice, shown on the register of Members on the day notice is given
- 9.04 No other person is entitled to receive notice of a General Meeting.

PART 10 – INDEMNIFICATION

- 10.01 Subject to the provisions of the *Act*, each officer, director, employee or agent of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being, or having been an officer, director, employee or agent of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer, director, employee or agent. “Derelict” shall mean grossly negligent, criminally negligent, intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

PART 11 – COPIES AND ALTERATIONS

- 11.01 On being admitted to membership, each Member is entitled to, and the Society shall give to the Member without charge, a copy of the constitution and By-laws of the Society.
- 11.02 These By-laws shall not be altered except by special resolution. The resolution must be passed by not less than three-fourths of the members entitled to vote who are present at a duly constituted General or Annual General Meeting of the members.

PART 12 – PREVIOUS BY-LAWS

- 12.01 These By-laws repeal and replace the By-laws of the Society in effect immediately prior to these By-laws coming into effect.
- 12.02 Nothing in these By-laws affects the validity of anything done prior to the date these By-laws come into effect that was validly done in accordance with the bylaws then in effect.