

NEW MARINE CENTRE SOCIETY

CONSTITUTION OF THE NEW MARINE CENTRE SOCIETY

1. The name of the Society is the New Marine Centre Society (“the Society”)
2. The Purposes of the Society are to:

A. Operate a unique public facility or facilities to foster an appreciation of the Salish Sea Bioregion

B. Be a valued community organization

C. Undertake such other activities which from time to time may be deemed appropriate in pursuing the above purposes

BYLAWS OF THE NEW MARINE CENTRE SOCIETY

PART 1 – INTERPRETATION

1.1 In these By-Laws, unless the context otherwise requires:

(a) “Board” means the Board of Directors of the Society;

(b) “Director” means a director of the Board of the Society;

(c) “Centre” means The Shaw Centre for the Salish Sea located in the Town of Sidney, British Columbia, or such other centres or programs operated within the Salish Sea Bioregion as the Board may from time to time direct, having regard to any necessity for the members to amend the Constitution of the Society;

(d) “Member” means member of the Society;

(e) “Society” means The New Marine Centre Society;

(f) Words importing the singular include the plural and vice versa, words importing the female person include a male person and vice versa.

(g) “Consent resolution” means a directors’ resolution that may be passed without a meeting

1.2 The definitions in the Act apply to these Bylaws.

1.3 The Society shall ensure at all times that it operates as a Society as defined in the Society Act (British Columbia), and that all of its purposes shall be carried out on an exclusively charitable basis, and without purposes of gain for its members. (Previously unalterable).

1.4 The operations of the Society are to be carried out on the Saanich Peninsula (Previously unalterable).

1.5 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 – MEMBERSHIP

2.1 A person may apply for membership in the Society, and the person becomes a member on the directors' acceptance of the application

2.2 Every Member shall uphold the constitution and comply with these by-laws.

2.3 Members shall pay a current annual Membership fee, in cash, or in kind for service. The Board shall determine the fee payable by Members and determine what services are acceptable in-kind.

2.4 All Members aged 13 and above and in good standing are voting Members.

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or any other debt owing by the member to the Society, and the member is not in good standing for so long as the debt remains unpaid.

2.6 A Member ceases to be a Member:

(a) By delivery of a resignation in writing to the President or Secretary, either personally or by mailing or delivering it to the address of the Society;

(b) When Membership fees become six months in arrears;

(c) On death; or

(d) When the Member is expelled.

2.7 A voting member who is not in good standing may not vote at a general meeting.

2.8 Any Member may be expelled from the Society by a two-thirds vote of the Board.

2.9 Before a member is disciplined or expelled, he or she should receive written notice including reasons and be given a reasonable opportunity to make representations to the Society.

PART 3 – ANNUAL AND SPECIAL GENERAL MEETINGS

3.1 At least fourteen days (14) notice of the date, time and place of any general meeting of the Society shall be given to all Members. Written notice may be given by mail or by electronic means. A statement of the business to be considered at the meeting shall accompany the notice. If a special resolution is to be presented, a copy of the resolution shall accompany the notice.

3.2 Accidental omission to give notice of a meeting does not invalidate the meeting proceedings.

3.3 An Annual General Meeting will be held within each calendar year

3.4 The following business shall be transacted at Annual General Meetings:

(a) Presentation of the Minutes of the last Annual General Meeting;

(b) Presentation and consideration of the Financial Statements, the Treasurer's Report, the Auditor's Report, and the President's report, and such other reports as the President shall determine;

(c) Presentation of the nominations for the Board and elections for Directors to come into effect at the conclusion of the meeting;

- (d) Appointment of an Auditor;
- (e) Consideration of special resolutions; and
- (f) New business.

3.5 Proposals for consideration at the next AGM may be put forward by members as long as at least 5% of the membership support the proposal.

3.6 Other relevant matters may be brought forward for discussion and, by motion, may be referred to the Board for consideration.

3.7 In addition to Annual General Meetings, the Society may hold Special General Meetings.

3.8 A majority of Directors may call Special General Meetings.

3.9 The Board shall call a Special General Meeting on the written request of 10% of the voting Members. The request shall state the reason or reasons for the meeting, which should be directly related to the purposes of the Society as set out in the Constitution. Such a requested meeting shall be held within 21 days of receipt of the request. At a Special General Meeting the only business that may be considered is that stated in the notice of the meeting.

3.10 At all Annual or Special General Meetings a quorum is seven Members present. No business other than adjournment or termination of the meeting shall be considered when a quorum is not present.

3.11 All Members shall be entitled to vote at all Annual or Special General Meetings. Proxy voting is not allowed.

PART 4 – OFFICERS

4.1 The officers of the Society (“Officers”) shall be elected for a two-year term by the Directors at a meeting to be held as soon as practical immediately after the Annual General Meeting. When the President’s term does not continue following the AGM, the meeting shall be called to order by the Society Executive Director or his/her representative for the purpose of appointing a Chair for the meeting to elect the President.

4.2 The Officers of the Society shall be the:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer;

all of whom must also be Directors, and all of whom shall cease to be Officers, if they cease to be Directors.

4.3 A director may hold more than one position described in Section 4.2 excepting the combination of President and Vice-President.

4.4 Duties of Officers:

- (a) The President is the chief executive officer of the Society and shall preside at all meetings of the Society and is also an ex-officio and voting member of all other committees struck by the Board.

(b) The Vice-President shall carry out the duties of the President during the President's absence and shall render assistance to the President.

(c) The Secretary shall be responsible for:

i) The correspondence of the Society;

ii) Ensuring the issuance of notices of meetings of the Society and the directors

iii) Preparation of the Minutes of all meetings of the Society; and

iv) Ensuring that the records of the Society are available, made and kept in accordance with the Act, other than those which are the responsibility of the Treasurer, at the address of the Society for the prescribed period of time.

(e) The Treasurer shall be responsible for:

i) Ensuring the financial records, including books of account, necessary to comply with the Act, are made, kept and available.

ii) The investment of surplus or accumulated monies in such manner as the Board shall authorize;

viii) Rendering financial statements to the Directors, members and others when required.

iii) The provision of financial statements to the Members and others when required and approved by the Board.

Nothing in this provision shall prevent the Society from retaining such accounting or bookkeeping services as may be necessary to keep the financial matters of the Society in good and proper order.

4.5 The Officers of the Society normally shall be elected by the Board for two-year terms ending at the conclusion of the Annual General Meeting in the second year of office. Such appointments shall occur immediately following the Annual General Meeting. An Officer is normally eligible for reappointment once only. However, at the decision of the Board an officer could be invited to serve for a period in excess of two years or be re-appointed on more than one occasion. However, such extensions would be for no more than one year, requiring the Board to re consider and repeat the invitation if it so wishes after every period of 12 months.

4.6 The directors, at a properly convened meeting of the Board or by consent resolution appoint a Director to an office, when vacant. The appointee will hold office until the conclusion of the Annual General Meeting. If the period to the next AGM is three months or less this would not be counted as the first of a two year term.

PART 5 – BOARD OF DIRECTORS

5.1 There shall be a Board of Directors of the Society. It shall consist of not less than seven or more than thirteen Directors elected from and by the membership. No more than 49% of directors may be in receipt of remuneration under Section 5.8.

5.2. One of the designated number of Board voting members shall be elected by and from amongst the register of current volunteers within the Centre, who are also members of the Society.

5.3 Current employees of the Centre, who are also members are barred from being directors through election.

5.4 The Members shall elect the Directors of the Board for two-year terms ending at the conclusion of the second Annual General Meeting following their election. A Director is eligible for re-election twice. However, at the decision of the Board a director could be invited to stand beyond this term on more than one occasion. However, such extensions would be for no more than one year, requiring the Board to re consider and repeat the invitation to stand for election if it so wishes after every period of one year.

5.5 In the absence of a specific invitation as specified in Section 5.4, a Director may be re-elected after serving six consecutive years providing that person has not served as a Director for two years.

5.6 All directors must be qualified as defined by the Societies Act.

On election or appointment, each director must confirm in writing she or he is qualified, willing to perform the role and read, understand and accept the responsibilities laid out in the Act and these Bylaws, before participating in any Board meeting.

5.7 No Officer, Director, or Member of the Society shall be remunerated for acting as such, but an officer, Director or Member, may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society. (Previously unalterable.)

5.8 An Officer, Director or Member may receive remuneration for services provided to the Society in another capacity.

5.9 The affairs of the Society including the Centre shall be controlled by the Board, whose duty it shall be to formulate the general policies for the operation of the Centre, and for the care, custody and control of all Centre properties and records. The Board shall render, at least once a year, a report of the operation of the Centre to the Members of the Society.

5.10 The Board shall meet at the call of the President. The President shall Chair all meetings of the Board

5.11 A quorum for the transaction of business at a meeting of the Board shall be a majority of the Directors.

5.12 A Director may participate in meetings in person or by telephone or electronic audio link.

5.13 When an elected or ex-officio member of the Board has a direct or indirect material interest in a contract or transaction, or a proposed contract or transaction of the Society, or a matter that is to be the subject of consideration by the Directors, that person must disclose fully and promptly the nature and extent of the interest and leave the meeting unless asked by the Directors to be present to provide information. If asked to be present that person should refrain from any action intended to influence the discussion or vote or indeed participate in any related vote.

5.14 Where a direct or indirect material interest has been disclosed it should be recorded in the minutes of the meeting along with the action taken, or consent resolution of Directors or a record addressed to the Directors as specified by the Act.

5.15 At a Board meeting, all Directors of the Society shall be entitled to vote excepting where there is a conflict of interest (Section 5.13). In the case of an equality of votes, the Chairperson shall not have a casting or second vote.

5.16 The Directors present at a properly convened meeting of the Board, or through a consent resolution, may fill a vacant directorship by appointing a Member who will act as Director until the conclusion of the next Annual General Meeting. If the period to the next AGM is three months or less this would not be counted as the first of a two year term.

PART 6 – STANDING AND OTHER COMMITTEES

6.1 There shall be Standing Committees that shall be responsible for carrying out such duties as may be allocated by the Board in a properly convened meeting or by consent resolution.

6.2 The President shall appoint Chairs of the Standing Committees and their members. The Chairs of the Standing Committees shall report to the President and the Board.

PART 7 – SUSPENSION OR TERMINATION OF OFFICERS AND DIRECTORS

7.1 Any Director may be suspended from office or have their tenure of office terminated by a vote carried by two-thirds of the Board.

7.2 A Director whose office is terminated by the Board pursuant to Section 7.1 of these by-laws shall automatically cease to be a Director, Officer and Member of the Society without further action of the Board, or other Members.

7.3 A Director ceases to be a member of the Board if they miss three consecutive, regular meetings of the Board without obtaining the prior consent of the Board.

7.4 A Director who ceases to be a member of the Board pursuant to Section 7.3 of these by-laws shall automatically cease to be a Director and Officer without further action of the Board, or other Members excepting that described in Section 7.5.

7.5 Where as a director or officer is suspended or terminated under Sections 7.1, 7.2, 7.3 and 7.4 such suspension or termination will only be effected once the officer or director is so notified in writing by the President; or at some future date and time, or the occurrence of a specified event, if specified in the written notice.

7.6 In the event that a director wishes to resign from the role, such resignation only comes into effect once the director has notified the President of the act in writing; or the intention at some future date and time, or the occurrence of a specified event, if specified in the written notice.

PART 8 – SOCIETY EXECUTIVE DIRECTOR

8.1 The Executive Director is the senior manager of the Society and as such carries the responsibilities laid out in the Act.

8.2 The Executive Director is employed by the Society to manage its activities and internal affairs; as the Society's senior manager, the Executive Director reports to the Board of Directors and is responsible to it for ensuring that the Society meets its legal and fiduciary responsibilities.

8.3 The Executive Director shall be remunerated in his/her capacity as such, and not in the capacity of a Member of the Society.

8.4 The Executive Director shall be a non-voting ex-officio member of the Board

8.5 The employment of the Executive Director may be terminated by a two thirds majority decision of the Board.

PART 9 – RECORDS

9.1 The Society will keep the records of the Society for at least 10 years in accordance with the current BC Societies Act:

9.2 A member can inspect any record specified in the Act; and any portion of the minutes of a meeting of directors or of a consent resolution that contains a disclosure of interest.

9.3 A Director can, without charge inspect any record that the Society is required to keep.

9.4 Use of contact information obtained from an inspection of the register of directors is limited to matters related to the activities or internal affairs of the Society.

PART 10 – BORROWING

10.1 On the recommendation of the Board, and with a special resolution of the Members, the Society may raise or borrow any sum or sums of money for the purposes of the Society, either at one time or from time to time, and at such rate of interest, and in such manner and form, and upon such security as shall be specified in such special resolution and, for this purpose, the Society may mortgage, pledge, hypothecate and charge all or any part of the property of the Society now held or hereafter to be acquired.

PART 11 – SIGNING AUTHORITIES

11.1 The parties authorized to sign for the Society include any two of the following parties:

a) President or Vice-President;

b) Treasurer;

c) Secretary;

d) Society Executive Director;

e) or a person authorized to act in this capacity by the Board.

11.2 Two authorized signatures will be required for all banking transactions.

PART 12 – AMENDMENTS

12.1 The constitution and by-laws may be amended by a special resolution approved by the Members.

PART 13 – DISTRIBUTION OF ASSETS IN THE EVENT OF THE DISSOLUTION OF THE SOCIETY

13.1 Upon dissolution of the Society, and after payment of all debts and liabilities, the assets remaining shall be given or transferred to such other organization whose goals are to benefit Saanich Peninsula residents or to such other non-profit Saanich Peninsula charities as the Society may direct. (Previously unalterable.)

APPROVED BY THE MEMBERSHIP AT THE 2016 AGM, DECEMBER 13TH 2016