

Maritime Museum of British Columbia

Constitution and By-Laws

(with proposed amendments)

FORM 3

SOCIETY ACT

CONSTITUTION

The name of the society is “The Maritime Museum of British Columbia Society”.

The purpose of the society is to promote the maritime heritage and maritime culture of British Columbia, the Province’s standing in the Pacific maritime community, through the operation of a Museum in which:

- (a) artifacts, scientific and technological specimens, works of art, and archival material of a maritime interest are collected, stored, documented, preserved, studied, displayed and interpreted, and
- (b) to provide programs and activities of an educational and performing arts nature in support of the above objectives.

The society may solicit and obtain gifts, donations, bequests and other similar grants of property, either real or personal, in order to operate exclusively as a charitable organization.

No ownership or rights in the assets of the society shall vest in any member or employee, and this provision is unalterable.

The operations of the society are to be chiefly carried on in the Province of British Columbia.

In the event of the dissolution of the Society, all assets remaining after all debts have been paid or provision for payment has been made shall be paid, transferred or delivered among one or more organizations in British Columbia with charitable purposes similar to those of the society as approved by a resolution of the members of the Society. For the purposes of this clause an organization having charitable purposes include a not-for-profit organization registered as a charity with Revenue Canada, a municipality, regional district, the Province of British Columbia, and the Government of Canada. This clause is unalterable.

MARITIME MUSEUM OF BRITISH COLUMBIA SOCIETY
BY-LAWS

PART ONE – INTERPRETATION

- 1.1 In these By-Laws and the Constitution of the Society unless the context otherwise requires:
- (a) “Advisory Council” means any council appointed by the Board in accordance with these By-Laws;
 - (b) “appointed Trustee” means an individual appointed in accordance with these By-Laws as an appointed Trustee;
 - (c) “Board” means the Board of consisting of the Trustees elected at or appointed in accordance with these By-laws, and, at the discretion of the Past ~~President~~ **Chairperson**, the Past ~~President~~ **Chairperson**, acting as authorized by the Constitution and these By-Laws in managing or supervising the management of the affairs of the Society and exercising the power of the Society;
 - (d) “Board Resolution” means:
 - (1) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those Trustees entitled to vote at such meeting; or
 - (2) a resolution that has been submitted to all of the Trustees and consented to in writing by 75% of the Trustees who would have been entitled to vote on it at a meeting of the Board;
 - (e) “By-Laws” means the by-laws of the Society as approved by the members and filed in the office of the Registrar;
 - (f) “~~Chairman~~”, “~~Chairwoman~~”, “**Chairperson**” and, when used as a noun “Chair”, means the individual elected by the Board to that office pursuant to these By-Laws;

- (g) “Constitution” means the constitution of the Society as approved by the members and filed in the office of the Registrar;
- (h) “elected Trustee” means an individual elected as an elected Trustee in accordance with these By-Laws or elected or appointed as a replacement Trustee for an elected Trustee;
- (i) “Executive Director” means an individual appointed by the Board in accordance with these By-Laws to manage the facilities and operations of the Society;
- (j) “*Income Tax Act*” means the *Income Tax Act*, S.C. 1970-71-72, c.63 as amended;
- (k) “members” means those persons who become members in accordance with these By-Laws and have not ceased to be members and a “member” means any one of them;
- (l) “membership dues” means the fees, dues, subscriptions or levies, if any, set by the Board under By-Law 2.3;
- (m) “ordinary resolution” means for the members
- (1) a resolution passed at a general meeting of the Society by a simple majority of the votes cast **in person** by those members entitled to vote at such meeting or
 - (2) a resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote on it at a general meeting of the Society, and
- means for the Board
- (1) a resolution passed at a meeting of the Board by a simple majority of the votes cast by the Trustees in attendance at the meeting or
 - (2) a resolution that has been submitted to all of the Trustees and consented to in writing by 75% of the Trustees then in ~~the~~ office;
- (n) “Patron” means an individual appointed by the Board to be a patron of the Society;
- (o) “Past ~~President~~ / Chairperson” means the individual who is a member in good standing and who most recently held, but no longer holds, the office of ~~President or~~ Chairperson and who is no longer an appointed or elected Trustee;

~~(p)~~ “President” means an individual elected to the office of President in accordance with these By-Laws;

(p) “registered address”

1) of a member, means the last shown **postal and e-mail** address of the member as recorded in the register of members of the Society and

2) of the Society, means its address for the purposes of the Society Act

(q) “Registrar” means the Registrar of Companies for the Province of British Columbia.

(r) “Society” means **THE** MARITIME MUSEUM OF BRITISH COLUMBIA SOCIETY;

(s) “Secretary” means the individual **elected** by the Board to that office pursuant to these By-Laws;

(t) “*Society Act*” means the *Society Act R.S.B.C.* 1979, c. 390 as amended;

(u) “special resolution” means for the members

(1) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those members entitled to vote at such a meeting; or,

(2) a resolution consented to in writing by every member who would have been entitled to vote at a general meeting of the Society; and,

means for the Trustees

(1) a resolution passed at a meeting of the Board by a majority of not less than 75% of the votes cast by the Trustees in attendance at the meeting; or,

(2) a resolution consented to in writing by every Trustee then in office;

(v) “Secretary/Treasurer” means the individual elected by the Board to hold the offices of Secretary and Treasurer pursuant to these By-Laws;

(w) “Treasurer” means the individual elected by the Board to that office pursuant to these By-Laws;

(x) “Trustees” means those Trustees whose names were listed as Trustees as approved by the members when passing the special resolution to adopt these By-Laws and those persons who have become either appointed, elected or replacement Trustees in accordance with these By-Laws and, in either case, have not ceased to be Trustees, and “Trustee” means any one of them;

(y) “Vice-Chairperson”, ~~“Vice-Chairwoman”~~, ~~“Vice-Chairperson”~~ and means the individual elected by the Board to that office pursuant to these By-Laws;

(z) “Working Groups” means collections of individuals composed of staff, Trustees, and Volunteers organized by and responsible to the Executive Director to assist him/her in the operation of the Museum.

- 1.2 Except where they conflict with the definitions contained in these By-Laws, the definitions in the *Society Act* on the date these By-Laws become effective apply to these By-Laws and the Constitution.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART TWO – MEMBERSHIP

- 2.1 The ~~persons who are~~ members of the Society are those persons who are members of the Society in good standing on the date that these By-Laws are accepted for filing by the Registrar and any person whose application for membership is accompanied with the appropriate membership dues, if any, and is accepted for membership in accordance with policies approved by the Board and, in either case, has not ceased to be a member. The ~~directors~~ **Board** may, from time to time determine classes and the rights and privileges of each class of members.
- 2.2 Every member shall uphold the Constitution and comply with these By-Laws.
- 2.3 The Board may from time to time set the fees, dues, subscriptions or levies, if any, to be paid by members (“Membership Dues”).

In the absence of any determination of Membership Dues it shall be deemed that there are no annual or other membership dues. Once the amount of any annual Membership

Dues has been determined, that amount shall be deemed to be the annual Membership Dues in each succeeding membership year until that amount is changed.

- 2.4 The Board may determine the term of membership of each person admitted as a member of the Society. In the absence of any determination establishing a specific term for a member, a member shall continue as a member until he or she ceases to be a member pursuant to the By-Law 2.6.
- 2.5 Any member may withdraw from the Society by delivering his or her resignation in writing to the Secretary of the Society or delivering it to the address of the Society.
- 2.6 A person shall cease to be a member of the Society
- (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on his death or on his being found to be incapable of managing his own affairs by reason of mental or physical infirmity, or in the case of a corporation, on bankruptcy, insolvency, liquidation or dissolution;
 - (c) on being expelled according to By-Law 2.7; or
 - (d) by resolution of the Trustees on having been a member not in good standing, for three consecutive months.;
 - (e) by non-payment of Membership Dues for one year.
- 2.7 A member may be expelled by a special resolution of the members of the class of the member to be expelled passed at a general meeting of the members of that class.
- The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting of that class before the special resolution is put to a vote.
- 2.8 All members are in good standing except a member who has failed to pay the current annual Membership Dues or any other subscription or debt due and owing by the member to the Society and the member is not in good standing so long as the debt remains unpaid.

- 2.9 Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.
- 2.10 Membership in the Society is not transferable.

PART THREE – MEETINGS OF MEMBERS

- 3.1 General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Board shall decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- 3.4 The Society shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.5 Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business.
- 3.6 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.7 An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART FOUR – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is
 - (a) all business at an extraordinary general meeting except the adoption of the rules of order,
 - (b) all business that is transacted at an annual general meeting, except the following:
 - (1) the adoption of rules of order;
 - (2) consideration of the financial statements;

- (3) consideration of the report of the Board;
 - (4) consideration of the report of the auditor;
 - (5) fixing, between 7 and ~~15~~ 11, with 9 being the preferred size, the number of elected Trustees;
 - (6) the election of Trustees;
 - (7) the appointment of the auditor, if required;
 - (8) such other business that, under these By-Laws or any governing statutes ought to be transacted at a general meeting, or business which is brought under consideration by the report of the Trustees if the report was issued with the notice of the meeting.
- 4.2 If a quorum is not present, then no business, other than the election of an individual to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting.
- 4.3 If at any time during a 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.
- 4.4 A quorum at a general meeting is equal to twice the number of elected Trustees in office plus one.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, then the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum, as defined in By-Law 4.4, is not present within 30 minutes from the time appointed for the meeting, then the members present shall constitute a quorum.
- 4.6 The Chairman Chairperson, or in the absence of the Chairman, the Vice-Chairman, shall chair all general meetings; but if at any general meeting the Chairman or Vice-Chairman, or both, is not present within 15 minutes after the time appointed for the general meeting, or requests that he or she not chair that meeting, then the members present may choose one of the Trustees to chair that general meeting and if none of the Trustees present consent to chair the meeting, then the members present may choose one of their members to chair the meeting.
- 4.7 If an individual chairing a general meeting wants to step down for all or part of that meeting, he or she may designate an alternative, to chair the meeting or portion

thereof, an upon the designated alternate receiving the consent of a majority of the members present at the meeting, he or she may chair the meeting.

- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 10 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Every resolution proposed at a meeting shall be seconded and the individual chairing the meeting may move or propose a resolution.
- 4.11 In case of an equality of votes the individual chairing the meeting shall not have a casting or second vote in addition to the vote to which he may be entitled as a member.
- 4.12 A member in good standing, present at a general meeting, is entitled to one vote.
- 4.13 Voting is by show of hand or voice vote recorded by the secretary of the meeting unless a ballot is required pursuant to these By-Laws or by a ruling of the individual chairing the meeting.
- 4.14 The authorized representative of a corporate member is entitled to speak, vote and in all other respects exercise the right of the corporate member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.
- 4.15 Any issue at a general meeting which is not required by these By-Laws or the *Society Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.16 Voting by proxy is not permitted.
- 4.17 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 75% of the members who would have been entitled to vote on it at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such a resolution shall be filed with minutes of the proceedings of the members and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

- 4.18 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such a resolution shall be filed with the Registrar and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart and shall take effect on the date it is accepted by the Registrar.

PART FIVE – TRUSTEES

- 5.1 The Board comprises the elected Trustees, appointed Trustees and, at the discretion of the Past President ~~Chairperson~~ the Past President, ~~Chairperson~~.
- 5.2 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions to
- (a) all laws affecting the Society,
 - (b) these By-Laws, and
 - (c) rules, not being inconsistent with these By-Laws, which are made from time to time by the Society in general meeting.
- 5.3 No actions by the Society in general meeting invalidates a prior act of the Board that would have been valid if that action had not been made.
- 5.4 The property and affairs of the Society shall be managed by the Board.
- 5.5 Unless the members otherwise determine the number of elected Trustees shall be determined by Ordinary Resolution, normally being no fewer than ~~9~~ **7** nor more than ~~15~~ **11, with the preferred size being 9.**
- 5.6 Elected Trustees shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 5.7 Elections for elected Trustees shall normally be held at the annual general meeting and the **initial** term of office of elected Trustees shall be ~~two~~ **three** years. For purposes of calculating the duration of an elected Trustees' term of office, the term shall be

deemed to commence at the close of the annual general meeting at which such Trustee was elected. If, however, the Trustee was elected at an extraordinary general meeting his or her term of office shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting

- 5.8 Following the three year term, elected Trustees may subsequently be elected to ~~three~~ two, one year consecutive terms, but then must cease to be an elected Trustee for at least one year before being eligible for re-election. In order to facilitate a renewal through a rotation of Trustees, one Trustee must not stand for re-election each year, at least one half of the number of elected Trustees then in office shall be elected annually. The Governance Committee shall conduct a peer assessment process to guide the Nominating Committee in their recommendations.
- 5.9 In elections, where there are more candidates than vacant positions for elected Trustees, election shall be by secret ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.10 No member shall vote for more elected Trustees than the number of vacant positions for elected Trustees. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.11 Between successive annual general meetings the Board may appoint one or more appointed Trustees but not more than 1/3 of the number of elected Trustees fixed pursuant to these By-Laws and in effect at the last general meeting at which elected Trustees were elected. Any Trustee so appointed shall hold office only until the next following annual general meeting, but shall be eligible for election at that meeting.
- 5.12 An individual must be a member in good standing of the Society to be eligible to be an appointed or elected Trustee.
- 5.13 Every Trustee shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of elected Trustees would fall below six, then an individual previously elected or appointed as Trustee shall continue to hold office until the time a successor Trustee is elected or appointed.
- 5.14 Every Trustee shall unreservedly subscribe to and support the purposes of the Society.
- 5.15 The members may by ordinary resolution remove an appointed or elected Trustee, before the expiration of the Trustee's term of office and may elect or appoint an individual as a replacement Trustee and determine the term of the replacement Trustee but no Trustee shall be removed under this By-Law or under By-Law 5.18(f) until he

has been given notice of the proposed action and an opportunity to be heard by the members at a general meeting or at a meeting of the Board, as the case may be.

- 5.16 Despite the foregoing By-Laws, if a Trustee ceases to hold office during his or her term for any reason other than removal by ordinary resolution, the Board may appoint an individual as a replacement Trustee to take the place of that Trustee until the next annual general meeting.
- 5.17 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Trustees in office.
- 5.18 An individual shall immediately cease to be a Trustee of the Society
- (a) upon delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society;
 - (b) upon his or her death;
 - (c) if he or she would not qualify to be a director of a company under the provisions of the *Company Act* of the province of British Columbia;
 - (d) if an elected Trustee or an appointed Trustee, upon being removed by an ordinary resolution in the manner set out in By-Law 5.15; or
 - (e) if an elected Trustee or an appointed Trustee, upon being expelled from membership in the Society or who ceases to be a member in good standing of the Society.
- 5.19 No Trustee may be remunerated for being or acting as a Trustee but a Trustee may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- 5.20 Despite By-Law 5.19, persons who are paid staff of the Society, whether directly or indirectly, shall not be eligible to be Trustees of the Society.
- 5.21 The Board shall have the power to make expenditures and loans whether or not secured or interest bearing for the purposes of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by an individual donation, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

- 5.22 In investing the funds of the Society, the Board shall not be limited to securities and investments in which Trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. Subject to the provisions of the *Society Act*, a Trustee shall not be liable for any loss which may result from any such investment.

PART SIX – PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that five days' notice of such meeting shall be sent in writing to each Trustee. However, no formal notice shall be necessary if all Trustees were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
- 6.2 Any two Trustees may at any time, and the Secretary shall, within two weeks of the request of at least two Trustees, convene a meeting of the Board.
- 6.3 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be one-third of the elected Trustees in office at the time when the meeting convenes; but in no instance may the number necessary for a quorum be less than four.
- 6.4 The ~~Chairman~~ **Chairperson** shall chair all meetings of the Board; but if at any meeting the ~~Chairman~~ **Chairperson** is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, then the ~~Vice-Chairman~~ **Vice-Chairperson** shall chair that meeting. If the ~~Vice-Chairman~~ **Vice-Chairperson** is not then present or requests that she or she not chair that meeting, then the Trustees present may choose one of their number to chair that meeting.
- 6.5 If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Trustees present at such meeting, he or she may preside as chair.
- 6.6 For the purpose of the first meeting of the Board held immediately following the election of a Trustee or for the purposes of a meeting of the Board at which a Trustee is appointed, it is not necessary to give notice of the meeting to the newly elected or appointed Trustee for the meeting to be properly constituted.

- 6.7 Resolutions proposed at a meeting of the Board or a committee established by the Trustees shall be seconded. The person chairing a meeting may move or propose a resolution.
- 6.8 Any issue at a meeting of the Board which is not required by these By-Laws or the *Society Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board Resolution.
- 6.9 The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.10 Voting shall be by show of hands or voice vote recorded by the Secretary of the meeting except that, at the request of any one Trustee, a secret vote by written ballot shall be required.
- 6.11 A Board Resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.12 A Trustee who contemplates being or is temporarily absent from British Columbia may, by letter, facsimile, telegram, or **e-mail** ~~or telex~~, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn
- (a) no notice of meetings of the Board need to be sent to that Trustee; and
 - (b) any and all meetings of the Board, notice of which has not been given to that Trustee shall, if a quorum is present, be valid and effective.
- 6.13 A Trustee who is, directly or indirectly, interested in a proposed contract or transaction with the Society, including, but without limitation, a contract or transaction proceeding for remuneration or compensation for services provided to the Society, will disclose fully and promptly the nature and extent of his interest to each other Trustee.

PART SEVEN – PATRONS

- 7.1 The Board may appoint worthy individuals who support the objects of the Society to be Patrons of the Society.
- 7.2 The function and number of Patrons and the terms of each appointment shall be determined by the Board.

PART EIGHT – ADVISORY COUNCIL

- 8.1 The board may constitute one or more Advisory Councils to provide advice and counsel to the Board on issues of policy and profile and may appoint worthy individuals to it and determine the terms of each appointment.
- 8.2 The Board shall determine the size and composition and specific functions of the Advisory Council(s).
- 8.3 No Advisory Council shall have any power to direct the acts or operations of the Society.
- 8.4 The Advisory Council(s) may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on by the Board.

PART NINE – COMMITTEES

- 9.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Trustees as it thinks fit.
- 9.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 9.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed mutatis mutandis (with necessary changes and detail) by the rules set out in these By-Laws governing proceedings of the Board.
- 9.4 There may be an Executive Committee consisting of ~~Chairman, Vice-Chairman,~~ Chairperson, Vice-Chairperson, Past ~~President~~ Chairperson and such other Trustees as the Board may determine.

- 9.5 Subject to control of the Board, the Executive Committee shall have power to transact all business of the Society in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Committee or of any two members thereof.
- 9.6 The Board may create such standing and special committees as may from time to time be required, **including a Personnel Committee and Governance Committee.** Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.
- 9.7 The Trustees shall establish a committee (the “Personnel Committee”) to review and make regulations for the remuneration and compensation of valuable and necessary services provided to the Society by officers, consultants and persons, other than Trustees of the Society.
- 9.10 Trustees affected directly or indirectly by a proposed decision of a Personnel Committee will abstain from voting on the issue of the approval of that proposed decision.
- 9.11 The Trustees shall establish a committee (the “Curatorial Committee”) to review and make regulations and recommend policies for the management of the museum collections of the Society.

PART TEN – NOMINATING COMMITTEE

- 10.1 The Board shall appoint a Nominating Committee which shall consist of at least two elected Trustees of the Society.
- 10.2 The Nominating Committee shall select and present to the Secretary of the Society at least 14 days prior to the next Annual General Meeting a list of persons who have agreed to let their names stand for election as elected Trustees of the Society at the next annual general meeting.
- 10.3 The Nominating Committee shall also receive and forthwith forward to the Board the names of members of the Society who have provided the Nominating Committee with a written consent to stand for election at the next annual general meeting as an elected Trustee and whose nomination has been proposed in writing by three members then in good standing at least 10 days prior to the annual meeting.

- 10.4 The Nominating Committee shall provide the names of all nominated persons eligible for election as an elected Trustee to the Secretary of the Society at least seven days prior to each annual general meeting.
- 10.5 The Nominating Committee shall present to the Board at the first meeting of the Board held after the annual general meeting of each year a list which contains the names of the persons proposed by the Nominating Committee to be elected by the Board to the positions of officers of the Society.

PART ELEVEN – DUTIES OF OFFICERS

- 11.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the elected Trustees a ~~Chairman~~ **Chairperson** ~~or a President~~:
- (a) ~~where the Society has engaged an Executive Director, the Board shall by ordinary resolution elect a Chairperson, or by special resolution elect a President.~~
 - (b) ~~where the Society has not engaged an Executive Director, the Board shall by ordinary resolution elect a President.~~
 - (c) The ~~President~~ or **Chairperson** so elected shall hold office until the first meeting of the Board held after the next following annual general meeting. The ~~President~~ or **Chairperson** shall supervise the other officers in the execution of their duties and shall be responsible for chairing general meetings of the Society and meetings of the Board.
 - (d) **The President Chairperson shall be the Chief Executive Officer of the Society if no Executive Director has been appointed.**
- 11.2 The Board shall elect from among the Trustees a Vice-Chairman, ~~where the Trustees have elected a Chairman, a Vice President, where the Trustees have elected a President,~~ and Treasurer or Secretary/Treasurer. The Board ~~may~~ **shall** ~~appoint~~ **elect** from among the members a Secretary. The Board may by ordinary resolution elect or appoint officers of the Society as they deem necessary and determine the duties, responsibilities, and term of all officers.
- 11.3 A Trustee may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than 75% of the Trustees present.
- 11.4 If any officer not be able to complete his or her term for any reason, then the Board shall elect or appoint, as applicable, a replacement without delay.

- 11.5 Where a Vice-~~Chairman~~ Chairperson has been elected, the Vice-~~Chairman~~ Chairperson shall at all times be one of the Trustees and shall carry out the duties of the Chairman during the ~~President's~~ Chairperson's absence.
- 11.6 Where a ~~Vice-President~~ or Vice-Chairperson has been elected, that person ~~Vice-President~~ shall at all times be one of the Trustees and shall carry out the duties of the Chairperson ~~President~~ during the ~~President's~~ or Chairperson's absence.
- 11.7 The Secretary shall, or cause to be done and shall supervise,
- (a) conduct the correspondence of the Society,
 - (b) issue notices of meetings of all meetings of the Society and Trustees,
 - (c) prepare and keep minutes of all meetings of the Society and Trustees,
 - (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer,
 - (e) have custody of the common seal of the Society, and
 - (f) maintain the register of members.
- 11.8 The Treasurer shall
- (a) keep such financial records, including books of account, as are necessary to comply with the *Society Act*, and
 - (b) render financial statements to the Trustees, members and others when required.
- 11.9 In the absence of the Secretary from a meeting, the Trustees shall appoint another person to act as secretary at the meeting.
- 11.10 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 11.11 An officer may resign by actually delivering a notice in writing to the registered address of the Society.
- 11.12 Despite the foregoing By-Laws, the Board may appoint also a Secretary of the Board for purposes of preparation and custody of minutes of meetings of the Board and correspondence of the Board.

PART TWELVE – EXECUTIVE DIRECTOR

12.1 The Board may select and appoint an Executive Director of the Society, determine his or her title and set the terms of his or her duties, responsibilities and employment.

12.2 When no Executive Director has been appointed, the Chairperson shall be the Chief Executive Officer of the Society. When an Executive Director has been appointed, the Chief Executive Officer shall be the Executive Director.

12.3 The Executive Director may establish "Working Groups" composed of Staff, Trustees and Volunteers to assist him or her in the operation of the Museum.

PART THIRTEEN – SEAL

13.1 The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.

13.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two Trustees. The Secretary may affix the common seal of the Society to a true copy of any document, record or resolution of the Society for the purpose of authenticating the same.

PART FOURTEEN – BORROWING

14.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

14.2 No debenture shall be issued without the sanction of a special resolution, which resolution may refer to a particular issue of debentures or may confer on the Trustees a general power to issue debentures for a period not exceeding one year from the date on which the resolution is passed, or for an amount not exceeding a specified aggregate amount and such a period.

14.3 The Board may invest the funds of the Society in any securities or investments which, by Board Resolution, are considered to be in the best interests of the Society.

14.4 The members may by special resolution restrict the borrowing powers of the Board but a resolution so imposed expires at the next annual general meeting, and no such

restriction is effective against any person other than a member or a Trustee of the Society.

PART FIFTEEN – AUDITOR

- 15.1 This part applies only where the Society is required to or has resolved by its members or its Trustees to have an auditor.
- 15.2 The members, by ordinary resolution, may appoint an auditor annually at the annual general meeting, and, unless the Society is a “reporting society” under the *Society Act*, the Trustees may appoint an auditor from time to time if the members have not appointed an auditor. In any event, the Trustees may fill any vacancy in the office of the auditor.
- 15.3 An auditor may be removed at any time by an ordinary resolution of the members at a meeting called for that purpose.
- 15.4 An auditor shall be informed forthwith in writing of appointment and removal.
- 15.5 No Trustee or employee of the Society shall be auditor.
- 15.6 The auditor may attend and speak at general meetings and is entitled to receive every notice and other communication relating to a meeting that a member is entitled to receive in like manner as a member.

PART SIXTEEN – NOTICES

- 16.1 Notice of a general meeting shall be given to every person shown on the register of members as a member on the day the notice is given and the auditor. No other person is entitled to be given notice of a general meeting.
- 16.2 A notice may be given to a member or a Trustee either personally (by delivery, facsimile, telegram, ~~telex~~, e-mail, or any form of written electronic communication), by first class mail posted to such person’s registered address, by publication in a newspaper of general circulation in the City of Victoria, or by notice published in the journal of the Society.
- 16.3 A notice sent by mail or published in the journal of the Society shall be deemed to have been given on the second day following that on which the notice or the journal, as the case may be, was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canada Post Corporation post

office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, telegram, telex, e-mail, or other form of written electronic communication shall be deemed to have been given on the day it was so delivered or sent. A notice published in a newspaper of general circulation shall be deemed to have been given on the day it was published.

- 16.4 ~~If a number of days notice or a notice extending over any other period is required to be given, the date the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.~~

If a number of days notice or a notice extending over any other period is required to be given, the date the notice is given or deemed to have been given shall not be counted, nor the day on which the event of which is notice given shall be counted in the number of days required.

PART SEVENTEEN – MISCELANEOUS

- 17.1 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board shall be open to the inspection of members of the Society not being Trustees. In the absence of such determination by the Board, the documents, including the books of account, of the Society shall not be open to inspection of any member of the Society, not being a Trustee.
- 17.2 Any meeting of the Society, the Board, the Advisory Council or any committee may be held, or any member, Trustee or member of the Advisory Council or the committee may participate in any meeting of the Society, the Board, the Advisory Council or any committee, by conference call or similar communication equipment or device so long as all the member, Trustees, members of the Advisory Council or person participating in the meeting can hear and respond to one another. All such members, Trustees, members of the Advisory Council or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing By-Laws, shall be entitled to vote by a voice vote recorded by the Secretary of such meeting.
- 17.3 The rules governing when notice is deemed to have been given set out in these By-Laws shall apply mutatis mutandis to determine when a Board Resolution shall be

deemed to have been submitted to all of the Trustees and when an ordinary resolution shall be deemed to have been submitted to all of the members.

- 17.4 The Society shall have the right to subscribe to, become a member of and cooperate with any other society, foundation, corporation or association whose purposes or objective are in whole or in part similar to the Society's purposes.
- 17.5 Subject to an order of the Registrar pursuant to the *Society Act* stating that the Society is a "reporting society" as defined under the *Society Act*, the Society shall be deemed not to be a "reporting society".

PART EIGHTEEN – INDEMNIFICATION

- 18.1 Subject to the provisions of the *Society Act*, each Trustee or officer 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 or Trustee 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 or Trustee. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
- 18.2 Subject to the provisions of the *Society Act*, the Board is authorized from time to time to give indemnities to any Trustee or other person who has undertaken or is about to undertake any liability on behalf of the Society or any foundation or corporation controlled by it, and to secure such Trustee or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the Trustees under this paragraph shall not require approval or confirmation by the members.
- 18.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Society Act* or these By-Laws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.

- 18.4 Subject to the provisions of the *Society Act*, no Trustee or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other Trustee or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Trustees for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or from any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such Trustee or officer.
- 18.5 The Society shall, to the full extent permitted by the *Society Act*, indemnify and hold harmless, every person heretofore, now or hereafter serving as a Trustee or officer of the Society and his or her heirs and legal representatives.
- 18.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- 18.7 The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each Trustee and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each Trustee or officer held such office notwithstanding that he or she no longer continues to hold such office.
- 18.8 The failure of a Trustee or officer of the Society to comply with the provisions of the *Society Act* or of the Constitution or these By-Laws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 18.9 The Society may purchase and maintain insurance for the benefit of any or all Trustees or officers against personal liability incurred by any such person as a Trustee or officer.

PART NINETEEN – BY-LAWS

- 19.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide him or her with a copy of the Constitution and By-Laws of the Society.
- 19.2 These By-Laws shall not be altered or added to except by special resolution.

