



Filberg Heritage Lodge and Park Association Constitution

1. The name of the society is “Filberg Heritage Lodge and Park Association”.
2. The purpose of the society shall be: to manage, operate, *preserve* and develop on behalf of the Town of Comox, *the historic, culturally and recreationally significant Filberg Lodge and Park situated in the Town of Comox, making it available to the community for their use and enjoyment.*

Bylaws of Filberg Heritage Lodge and Park Association

Part 1 - Interpretation

1. In these bylaws, unless the context otherwise requires:
 - a. “directors” means the directors of the society.
 - b. “Societies Act” means the Societies Act of British Columbia.
 - c. “Society” means Filberg Heritage Lodge and Park Association.
 - d. “Special Resolution” shall mean a resolution passed by a majority of 2/3 of members present.

Part 2 - Membership

2. The members of the society shall be divided into three categories:
 - a. Honorary Life Members are such persons as may be appointed, by resolution of the directors, in recognition of service to the society.
 - b. Active members are those members who volunteer for the society.
 - c. Associate members are members who pay dues, but are not volunteers.
3. The applicant shall become a member upon payment of the membership dues and completion of the membership registration form.
4. Continuation of membership is by payment of the annual membership dues to the society.
5. Every member must uphold the constitution and comply with these bylaws.
6. Any membership in the society may be terminated by a special resolution of the directors. The notice of a special resolution for termination must be accompanied by a brief statement regarding the proposed termination.
7. Membership privileges include voting at any general meeting. Other privileges may be granted or changed, at the discretion of the directors.
8. The annual membership dues shall be determined at the annual general meeting.

Part 3 - Meetings of Members

9. The annual general meeting shall be held each year in the month of March.

The fiscal year of the society shall be the calendar year.
10. Every general meeting other than an annual general meeting is an extraordinary general meeting.
11. The directors may, whenever deemed necessary, convene an extraordinary general meeting.
12. Fourteen (14) days' notice specifying the day, hour and place of the general meeting is required. In case of special business, the general nature of such business, shall be included in the notice to members. The accidental omission to give notice of meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4 – Proceedings at General Meetings

13. Special business is:
 - a. all business at an extraordinary general meeting except the adoption of rules of order.
 - b. all business conducted at an annual general meeting, except:
 - i. the adoption of rules of order;
 - ii. the considerations of the financial statements;
 - iii. the reports of the directors;
 - iv. the report of the chartered accountant;
 - v. the election of directors;
 - vi. the appointment of the chartered accountant; and
 - vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

14. A quorum must be present to conduct any business other than the election of a chair or the adjournment or termination of the meeting.

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

16. A quorum is 12 members present or a greater number that the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for the general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be terminated, but in any other case, it may stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

18. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19. If at a general meeting
 - a. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b. the president and all the other directors present are unwilling to act as chair,

the members present must choose one of their number to be the chair.

20. A resolution proposed at a general meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

21. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for 10 days or more, notice of the adjourned must be given as in case of the original meeting.

22. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he/she may be entitled as a member, and the proposed resolution does not pass.

23. A member in good standing present at a meeting of members is entitled to one vote.

24. Voting is by a show of hands.

25. Voting by proxy is not permitted.

Part 5 – Directors and Officers

26. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

- i. all laws affecting the society,
- ii. these bylaws, and
- iii. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- iv. Unless otherwise determined by a general meeting, the number of directors shall be no less than seven (7) and not more than eleven (11).

27. All directors must be active members of the society.

28. The Town of Comox shall at all times be entitled to have a representative act as liaison to the board. The representative is not entitled to vote.

29. A director may retire from the board upon giving one month's notice in writing to the president.

30. A director's position shall be considered vacated, if they fail to attend three consecutive meetings of the directors, or 50 percent of all directors' meetings in any one year, without a reason deemed acceptable to the board.

31. The directors shall have power to appoint a member as a director to fill a vacancy. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
32. Members of the Board of Directors will serve a 3-year term with the option of standing for a second 3-year term, for a total of 6 years of service to the Board.
33. A nominating committee of three (3) directors shall be appointed by the board prior to every annual general meeting and shall prepare a slate of nominees as required, for director positions.
34. No director shall be entitled to any remuneration for services other than those expenses incurred directly in the course of discharging any duty for the society.

Part 6 – Proceedings of Directors

35. The quorum necessary to conduct business is a majority of directors then in office.
36. The directors, by a majority, will decide on a date and time for all monthly meetings.
37. A meeting of the directors may be convened by the president or in writing by three (3) directors.
38. The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they see fit.
39. A committee so formed, in the exercise of the powers so delegated, must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
40. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
41. In the case of a tie vote, the chair does not have a second or casting vote.
42. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
43. 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.
44. The management of the business of the society shall be vested in the directors, who are subject to the provisions of the Societies Act of BC.

Part 7 – Duties of Officers

46. The president

- i. presides at all meetings of the society and of the directors.
- ii. is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

47. The other executive positions of the board may consist of a vice president, secretary and treasurer, or secretary treasurer who shall be elected by the board members.

48. The vice-president is to carry out the duties of the president during the president's absence.

49. The secretary, with the assistance of the executive administrator, must do the following:

- i. conducts the correspondence of the society;
- ii. issue notices of meetings of the society and directors;
- iii. keep minutes of all meetings of the society and directors;
- iv. have custody of all records and documents of the society except those required to be kept by the treasurer; and
- v. maintains the register of members.

50. The treasurer is to be responsible for:

- i. keeping the financial records, including books of account, necessary to comply with the Societies Act; and
- ii. rendering financial statements to the directors, members and others when required.

51. The offices of secretary and treasurer may be held by one person who would be known as the secretary treasurer.

52. In the absence of the secretary from a meeting the directors must appoint another person to act as secretary.

Part 8 – Borrowing

53. In order to carry out the purposes of the society, the directors may from time to time at their discretion borrow or secure the payment of any sum of money for the purposes of the society provided that the directors shall not issue debentures to secure the payment of any sum of money without the sanction of a special resolution of the society.

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

Part 9 – Audit of Accounts

55. The financial accounts of the society shall be reviewed annually by a chartered accountant. The chartered accountant’s report will be presented to the society at the annual general meeting.

Part 10 – Notices to members

56. A notice may be given to a member, either personally, by mail, by electronic means, or by advertisements in the local media.

Part 11 – Bylaws

57. *These bylaws must not be altered or added to except by a special resolution.*

Each member is entitled, and the society must give the member, without charge, a copy of the constitution and bylaws.

Part 12 – Access to Records

A member in good standing, upon providing not less than 14 days’ notice in writing to the Society, to inspect any of the following documents and records of the society at the registered office during the society’s normal business hours:

- a) The Constitution and Bylaws, and any amendments thereto;
- b) The statement of directors and registered office of the society
- c) Minutes of any General Meeting, including the text of each resolution passed at the meeting;
- d) Resolutions of the voting members in writing, if any;
- e) Annual financial statements relating to the past fiscal year that have been received by the members at a general meeting;
- f) The register of directors;
- g) The register of members;

- h) The society's certificate of incorporation, and any other certificates, confirmations or records furnished to the society by the registrar;
- i) Copies of orders made by a court, tribunal or government body in respect to the society;
- j) the written consent of a director to act as such; and
- k) the disclosure of a director or senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a member or other person, will not be entitled or have the right to inspect any other documents or records of the society at the Board's sole discretion.

Copies of documents to which a member is allowed to inspect may be provided upon request by the member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

Part 13 - Winding Up and Dissolution

The society is to be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used in the promotion of its objectives.

In the event of a winding up or dissolution of the society, all funds or other assets of the society remaining after the satisfaction of its debts and liabilities shall vest with the Town of Comox.