



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.

- 2.1 The applicant shall become a member upon payment of the membership dues and completion of the membership registration form.
- 2.2 Continuation of membership is by payment of the annual membership dues to the society.
- 2.3 Every member must uphold the constitution and comply with these bylaws.
- 2.4 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.
- 2.5 Membership privileges include voting at any general meeting. Other privileges may be granted or changed, at the discretion of the directors.
- 2.6 The annual membership dues shall be determined at the annual general meeting.

Part 3 - Meetings of Members

3. 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.
- 3.1 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.2 The directors may, whenever deemed necessary, convene an extraordinary general meeting.
- 3.3 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

4. 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.
- 4.1 A quorum must be present to conduct any business other than the election of a chair or the adjournment or termination of the meeting.
- 4.2 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.
- 4.3 A quorum is 12 members present or a greater number that the members may determine at a general meeting.
- 4.4 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.
- 4.5. 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.
- 4.6 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.
- 4.7 A resolution proposed at a general meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 4.8 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.
- 4.9 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.
- 4.10 A member in good standing present at a meeting of members is entitled to one vote.
- 4.11 Voting is by a show of hands.
- 4.12 Voting by proxy is not permitted.

Part 5 – Directors and Officers

5. Directors

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).

5.1 Management of Property and Affairs

The property and the affairs of the Society will be managed by the Board

5.2 Composition of Board

The Board will be composed of not less than seven (7) and not more than eleven (11) Directors, one of whom may be the immediate past-president of the Society, if any,

5.3 Directors Subscribe to and Support Purposes

Every Director has a fiduciary duty to the Society as a whole and will unreservedly subscribe to and support the purposes of the Society

5.4 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

5.5 Qualifications of Directors

Pursuant to the Societies Act, a person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- a. Is less than eighteen (18) years of age;
- b. Has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- c. Is an undischarged bankrupt; or
- d. Has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Societies Act

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is not:

- e. An Active member in good standing
- f. An Honorary member

5.6 Transition of Directors

Each Person who is a director on the date these Bylaws become effective will continue as a Director for the term to which he or she was originally elected.

5.7 Town of Comox Representative

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

5.8 Nominations of Directors

- a. At least five (5) months prior to an annual general meeting, the Board must appoint a nominating committee consisting of at least three (3) Persons, at least two (2) of whom shall be Directors and at least one (1) of whom is not a Director but shall be either an Active Member, or an Honorary Member.
- b. (b) Any Member in good standing may nominate a Person, who meets all of the qualifications of director, to stand for election as a member of the Board, provided that such nomination is made in writing and such nomination is delivered to the Address of the Society not later than five months prior to the next annual general meeting being held. A brief bio must accompany this submission
- c. The nominating committee will review each nominee considering the qualifications, skills, knowledge and experience of the nominee that complement the Board composition.
- d. If the nominating committee determines that there is one or more than one nominee that should be recommended to stand for election, the nominating committee will recommend to the Board that nominee or those nominees (as the case may be).
- e. The Board will approve a slate of nominees, if any.
- f. At the next annual general meeting, the Board will present the nominees, if any, to stand for election as Directors.
- g. No nominations may be made from the floor of the general meeting at which the Directors are to be elected.

5.9 Election or Appointment of Directors

Directors, other than the immediate past-president, will be elected by the Members at the annual general meeting and will take office commencing at the close of such meeting. Voting is generally by show of hands and voting by proxy is not permitted.

Between annual general meetings the Board may appoint one or more additional Directors, but any such appointment shall not cause the composition of the Board to exceed the maximum numbers of Directors set out in section 5.2 of these Bylaws. A director appointed by the Board between annual general meetings ceases to be a Director at the close of the next annual general meeting unless elected by the Members to continue in office.

5.10 Election by Secret Ballot

In elections where there are more duly nominated candidates for election than vacant positions for Directors, elections will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of votes received. A tie between two or more candidates for the final vacancy will be decided by run-off election between the tied candidates, following, if still necessary, by drawing lots.

5.11 Voiding of Ballot

No member will vote for more Directors than the number of vacant positions of Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.12 Past President

The Person who was the President immediately prior to the current President shall, if he or she consents to continue as a Director, be the past-president. The term of office as Director for a past-president is deemed to be extended until a new past-president arises, to a maximum of three (3) additional years.

5.13 Term of Office

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will be three (3) years.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at a general meeting other than an annual general meeting, his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such general meeting

5.14 Consecutive Terms and Term Limits

Directors may be elected for up to six (6) consecutive years (two terms). A person who has served six (6) consecutive years as a Director may be nominated for an additional 3-year term at the discretion of the board.

5.15 Extension of Term to maintain minimum number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires. Notwithstanding the foregoing, if no successors are elected as Directors and the result is that the number of Directors would fall below three (3) the Person or Persons previously elected as Directors may continue to hold office until such time as successor Directors are elected.

5.16 Appointment to fill Vacancy

If a Director ceases to hold office, the Board may appoint an eligible member as a replacement Director to take the place of such Director until the next annual general meeting. The

appointment of a member to fill a vacancy does not count toward the term limits described above.

5.17 Removal of Director

The Members may remove a director before the expiration of such Director's terms of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

5.18 Ceasing to be a Director

A person will automatically cease to be a director:

- a. Upon the date which is the later of the date of delivering his or her resignation in writing to the address of the Association and the effective date of the resignation stated therein; or
- b. Upon the expiry of his or her term, unless re-elected or
- c. Upon the date such Person is no longer qualified in accordance with section 5.5 or
- d. Upon missing three (3) consecutive meetings of the Directors or 50% of all directors' meeting in any one year, with a reason deemed acceptable to the Board
- e. Upon his or her removal; or
- f. Upon his or her death

5.19 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

Part 6 – Powers of the Board

6. Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in general meeting, but nevertheless subject to the provisions of:

- a. all laws affecting the Society; and
- b. these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

6.1 Duties of Directors

Pursuant to the Societies Act, every Director will:

- a. act honestly and in good faith with a view to the best interests of the Society;
- b. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c. act in accordance with Societies Act and the regulations thereunder; and
- d. subject to sections 6.2(a) to 6.2(c), act in accordance with these Bylaws.
- e. Without limiting sections 6.2(a) to 6.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

6.2 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of be inconsistent with the Societies Act, the Constitution or these Bylaws.

6.3 Executive Director

The Board will engage an executive director to be the Chief Executive Officer for the Society and the Board will be responsible to set the remuneration of the Executive Director and to evaluate the Executive Director's performance from time to time.

6.4 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Association in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and disbursement requirements of the Association.

Part 7 – Duties of Officers

7. 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.

7.1 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.

7.2 The Vice-President is to carry out the duties of the President during the President's absence.

7.3 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.

7.4 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.

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

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

Part 8 – Borrowing

8. 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.

8.1 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

9. 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

10. 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

11. *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

12. 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

13. 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.