

**CONSTITUTION and BY-LAWS**  
***Includes AMENDED by-laws***  
***Special Resolution Voted on***  
***Annual General Meeting***  
***APRIL 12, 2005***

**Form 3**

**SOCIETY ACT**

**CONSTITUTION**

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

**BY-LAWS**

In these By-laws, unless the context otherwise requires, **“Society”** means the Lower Mainland Newfoundland and Labrador Heritage Society.

**“Executive”** means the Elected Officers of the Society as defined in the By-laws.

## 1. MEMBERSHIP

- 1.01 The members of the Society shall be the subscribers of the application and by-laws and such other persons as are admitted as members of the Society.
- 1.02 Membership is open to all persons from the Province of Newfoundland and Labrador and their Sons, Daughters and Spouse, whether or not the dependents were born in the Province of Newfoundland and Labrador, providing they are of the full age of nineteen (19) who subscribe to the objects of the Society and participate in Society activities.
- 1.03 Persons who were not born in Newfoundland and Labrador but whose Grandparents were born in the Province of Newfoundland and Labrador can become Ordinary members providing proof of Grandparents place of birth can be shown to the Executive. Such proof should include, but is not limited to, the birth certificates of the Grandparents.
- 1.04 The **membership** of the Society shall consist of the following four membership categories:

**(A) Ordinary Members**

The active, full participating persons born in Newfoundland and Labrador or their sons and/or daughters and their spouse and their children and grandchildren nineteen (19) years and under, that subscribe to the application and By-laws.

**(B) Associate Members**

The active, full participating person or persons from any Province or Country who have paid their annual membership dues and who are desirous of associating with Newfoundland and Labrador people and support the objects of the Society. Associate Members shall be sponsored by an Ordinary Member and shall be entitled to all rights and privileges of Ordinary Members, **except** they may not hold Executive positions and they shall not be entitled to hold a vote.

**(C) Honorary Members**

May be open to an individual, corporation, community leader or political leader who has contributed services, expertise or funds, etc... in helping the Society achieve its objectives. Honorary Members are not required to pay membership dues but are entitled to all other privileges of the Society. Honorary Members shall not be entitled to notice of any meeting of the Society or to vote there at or to hold Executive office. The decision to grant Honorary Membership lies with the Executive on recommendation from any Ordinary Member.

**(D) Life Members**

Any person, who has distinguished him-herself by dedicated, outstanding service to the Society is eligible for Life Membership upon the approval of the Society at an Annual General Meeting. Life Members shall not be required to pay annual dues. They shall have all the privileges of their previous membership status, including the right to Vote.

- 1.05 Acceptance or rejection for Associate Membership shall be at the discretion of the membership on the recommendation of the Executive.
- 1.06 The Quota of Associate Members shall not exceed 25% of the total number of members within the Society.
- 1.07 Persons nineteen (19) years old or older must make individual application for membership either as an Ordinary Member or Associate Member depending on place of birth or ancestry. This includes the children of Ordinary and Associate Members.
- 1.08 When a person is applying for status as an Ordinary Member, the Membership Chairperson and the Executive must ascertain the applicant's place of birth and/or ancestry and may request to see the applicant's Certificate of Birth or other documents pertaining to place of birth or ancestry. Should the Membership Chairperson be in doubt, for any reason, then (s) he may be required to wait until the applicant provides the necessary documents or recommend to the Executive that the applicant be accepted as an Associate Member.
- 1.09 The association shall recognize common-law marriages for all purposes, including accepting a common-law spouse as an Ordinary Member.
- 1.10 Associate Members of the Society shall not be eligible to hold an elected position within the Society, but may serve on any committee.
- 1.11 All members, **except** Honorary and Life Members shall pay an **annual membership fee** as may be fixed by the membership annually.
- 1.12 Membership Cards shall be issued, and will be valid on April 1<sup>st</sup> of each year and shall expire on March 31<sup>st</sup> of the following year. Membership fees shall not be prorated.
- 1.13 Members may be required to present Membership Cards at any meeting or gathering of the Society, to certify membership and for voting privileges within the Society.
- 1.14 Persons sixty-five (65) years of age or over shall not be required to pay annual membership dues but shall have all the privileges of their membership status.
- 1.15 The membership of any member in the Society, except Honorary Members and Life Members, shall be terminated in any of the following circumstances:
  - (a) Automatically, if the required Annual Membership Fee for the ensuing year has not been paid thirty (30) Calendar days after the date of expiration.
  - (b) Any member, regardless of membership category, may be expelled from membership for just cause, as decided upon by the majority of the membership and upon recommendation of the Executive Board.
  - (c) If a member including Honorary and Life Members wishes to withdraw from the Society and has served notice of such withdrawal upon the Executive.
- 1.16 Membership Fees will not be refunded on termination or expulsion of membership.

1.17 The members may by special resolution remove a director before the expiration of his/her term of office, and may elect a successor to complete the term of office.

1.18 The society will keep a register of its members.

The society will enter in the register the names of the applicants for incorporation and the name of every other person admitted as a member of the society, together with the following particulars of each member.

- (a) The full name and resident address
- (b) The date on which the person is admitted as a member
- (c) The date on which the person ceases to be a member
- (d) The category of membership

1.19 The Register of Members shall remain confidential, and cannot be used for solicitation purposes.

**2. OFFICERS OF THE SOCIETY**

2.01 The Officers of the Society shall be:

<b>President</b>	<b>Vice-President</b>	<b>Secretary</b>	<b>Treasurer</b>
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2.02 The **Executive** shall consist of seven **elected members**, and one non-elected member. The Past President automatically sits on the executive as the non-elected member. The seven elected members shall be the President, Vice-President, Secretary, Treasurer and three members at large.

2.03 The President, Vice-President, Secretary, Treasurer, and the Three Members at Large of the executive shall be elected for a two-year term of office. The election of the Executive shall take place at an Annual General Meeting.

2.04 Five (5) members of the Board shall constitute a Quorum.

2.05 In the event of the resignation or withdrawal of an Executive member or member at large, the Executive shall have the authority to appoint a substitute for the unexpired portion of such members term.

2.06 Any Executive member missing more than three consecutive executive meetings, without just cause, will be requested to resign from the executive.

**2.07 Duties of the President**

The President shall always act honestly and in good faith and in the best interests of the Society. He/she is required to exercise the care, diligence and skill of a reasonably prudent person.

The President is the chief executive officer of the Society and will give general direction and guidance to the executive and other sub committees.

1. The President of the Executive shall be elected for a period of two years.
2. The Duties of the President are:
  - a. To ensure the efficient discharge of Committee member's responsibilities.
  - b. has the option of presiding over all meetings of the Society, and of its Directors, or has the option of designating an ad hoc chairperson from the Executive Board.
  - c. may appoint a replacement to be responsible for duties during the absence of an Executive member to whom such duties are allocated.
  - d. The President will be assisted in his/her duties by the following:
    1. A vice-president for a term of two years;
    2. A secretary for a term of two years;
    3. A treasurer for a term of two years; and
    4. Various other members at large, as elected

**The President shall at all times maintain a close liaison with the Executive Board.**

**2.08 Duties of the Vice-President**

The Vice President shall always act honestly and in good faith and in the best interests of the Society. He/she is required to exercise the care, diligence and skill of a reasonably prudent person.

1. The Vice-President of the Society shall be elected for a term of two years.
2. The duties of the Vice-President are:
  - a. Responsible to the President and will assume the duties and responsibilities of the President in his/her absence.
  - b. Assist the President in the performance of his/her duties.
  - c. Oversee the proposal of members for election to the Executive, to be held at the General Meetings. These proposals may be either by a Nominating Committee or nominations from the floor.
  - d. Oversee the preparation of nominating agendas for election to be available to the Secretary or to a General Meeting
  - e. Perform such other specific duties as requested by the President.

**The Vice President shall at all times maintain a close liaison with the Executive Board.**

**2.09 Duties of the Secretary**

The Secretary shall always act honestly and in good faith and in the best interests of the Society. He/she is required to exercise the care, diligence and skill of a reasonably prudent person.

1. The Secretary of the Executive shall be elected for a period of two years.
2. The Secretary is responsible to the President.
3. The Duties of the Secretary are:
  - a. Preparation of agenda for Executive and General Meetings;
  - b. Record and prepare the minutes of the Executive and General Meetings.
  - c. Ensure that correspondence is prepared advising members of Society meetings and other specific information;
  - d. Conduct Society correspondence;
  - e. Prepare enough copies of agendas to distribute at committee or general meetings;
  - f. Have custody of all records and documents of the Society, except those required to be kept by the treasurer; keep a register of records to record the date and signature of any person removing and returning records;
  - g. Have custody of the common seal of the Society.
  - h. Perform other duties as requested by the President
4. **The Secretary shall at all times maintain a close liaison with the Executive Board.**

## **2.10 Duties of the Treasurer**

The Treasurer shall always act honestly and in good faith and in the best interests of the Society. He/she is required to exercise the care, diligence and skill of a reasonably prudent person.

**1. The Treasurer of the Executive shall be elected for a period of two years.**

**2. The Treasurer is responsible to the President. The duties of the Treasurer are:**

- a. Keep a journal of all income and expenditures of the Society, along with receipts, bank statements and cancelled checks;
- b. In conjunction with the Social Committee, consult on event budgets.
- c. Present regular financial statements to the Executive and General meetings and a complete, Year end Financial Statement at the Annual General Meeting;
- d. Monitor all expenditures of the Society
- e. Deposit all funds received by the society
- f. Prepare checks for payment of Society expenses and to charitable donations. Ensure all cheques have the signatures of two authorized officers.
- g. Prepare year-end financial statements summarizing all assets held by the Society and its Committees, for attachment to the year-end report to Victoria.
- h. Perform other duties as requested by the President.

**3. The Treasurer shall at all times maintain a close liaison with the Executive Board.**

### **2.11 Duties of the Social Chairperson**

The Social Chairperson shall always act honestly and in good faith and in the best interests of the Society. He/she is required to exercise the care, diligence and skill of a reasonably prudent person.

1. The Social Chairperson of the Society shall be elected for a term of two years.
2. The Duties of the Social Chairperson are:
  - a. Planning and organizing of the Society entertainment program;
  - b. Preparation of event budget operation in conjunction with the Treasurer;
  - c. Arranging the hiring of accommodation, entertainment, food, decorations, removal of decorations, storage and procurement of same etc., within the guidelines authorized by the Executive Board;
  - d. Ensuring proper financial control is maintained of all revenues and accounts paid; ensure all cash and checks submitted to the Treasurer for deposit and that all payments are made through the Society bank account.
  - e. Maintain control over a petty cash fund, ensuring that receipts are available for all expenditures. Reconcile the Petty Cash Fund with the Treasurer.
  - f. Maintain proper records; submit all receipts to the Treasurer.
  - g. Ensuring advertising bulletins to members are prepared well in advance of functions; and
  - h. Select a committee of volunteers to assist with planning & preparation of Social functions
  - i. Perform other duties as requested by the President.

**The Social Committee Chairperson shall at all times maintain a close liaison with the Executive Board.**

## 2.12 Duties of the Membership Chairperson

The Membership Chairperson shall always act honestly and in good faith and in the best interests of the Society. He/she is required to exercise the care, diligence and skill of a reasonably prudent person.

1. The Membership Chairperson of the Society shall be elected for a term of two years.
2. The Duties of the Membership Chairperson are:
  - a. Maintaining a computerized list of all current members;
  - b. Procuring and issuing members identification cards and receipts, along with a copy of the Constitution, the Bylaws and brochures on the Scholarship Fund and the Society for each new member.
  - c. Collecting annual dues and preparing a financial statement for the Treasurer of funds for deposit;
  - d. Contact members as membership expires;
  - e. Keep a register of its members.
  - f. Enter in the register the names of the applicants for incorporation and the name of every other person admitted as a member of the society, together with the following particulars of each member:
    - (1) The full name and resident address;
    - (2) The date on which the person is admitted as a member;
    - (3) The date on which the person ceases to be a member;
    - (4) The category of membership.
  - g. Any other duties as requested by the President.

2. **The Membership Chairperson shall at all times maintain a close liaison with the Executive Board**

### **2.13 Duties of the Telephone Chairperson**

The Telephone Chairperson shall always act honestly and in good faith and in the best interests of the Society. He/she is required to exercise the care, diligence and skill of a reasonably prudent person.

1. The Telephone Chairperson of the Society shall be elected for a term of two years.
2. The duties of the Telephone Chairperson are:
  - a. Receives from the Membership Chairperson, an up to date list of members including their phone numbers and e-mail addresses;
  - b. Appoints a committee of volunteers to assist in contacting members for meetings or events;
  - c. Ensures that all members are contacted in a timely manner;
  - a. Perform other duties as required by the president.

**The Telephone chairperson shall at all times maintain a close liaison with the Executive Board.**

**3. MEETINGS**

3.01 The Members shall assemble at least once a year for the purpose of conducting what shall be known as the “**Annual General Meeting**”. This meeting shall be for the purpose of receiving Annual Reports of the Officers and Committees and to elect an Executive for the ensuing year.

3.02 The **Annual General Meeting** shall be held on the second **Tuesday of April in each year.**

3.03 The Society shall hold General Meetings Quarterly. Time and date of such meetings shall be mailed to members **at least 15 days in advance.**

3.04 Executive Meetings may be held on the second Tuesday of every other month.

3.05 Extra Executive Meetings shall be called at the President’s discretion.

**3.06** At all General Meetings of the Society, every Ordinary and Life Member of the Society shall have one vote. **VOTING BY PROXY IS NOT PERMITTED.**

3.07 Notice shall be given of every Annual Meeting and General Meeting, specifying the place, day and hour of the meeting, and should there be any special business, it shall be set forth in such notice. The period of notice shall be as follows:

- 4 General Meeting . . . . . 15 days**
- 5 Annual General Meeting . . . . . 15 days**

**4. COMMITTEES**

**4.01 Special Committee**

The President, with the approval of the Executive may appoint special Committees. The Committee shall perform such duties as may be set forth at the time of their appointment. Upon completion of the task for which the Special Committee was formed, such committee shall be dissolved.

4.02 A Committee shall elect its own Chairperson unless otherwise appointed by the Board.

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

**5. BORROWING**

5.01 **No borrowing** shall be permitted in the name of the Society.

## 6. GOOD STANDING

- 6.01 All members are in good standing except a member who has failed to pay his current Annual Membership Fee or any other subscription or debt due and owing by him/her to the Society and (s)he is not in good standing so long as the debt remains unpaid.
- 6.02 If a member has failed to pay his current Annual Membership Fee, then (S)he will not be entitled to vote in the current year's Annual General Meeting. (i.e. No fee paid – no vote)

## 7. RULES OF ORDER

- 7.01 Officially, **Roberts Rules of Order** shall be the rules used to operate the Society.

## 8. ALTERATIONS AND AMENDMENTS

- 8.01 Subject to the **Societies Act** the Constitution and By-laws of this Society may be rescinded, altered, amended or added to by **special resolution**. The resolution must be passed by not less than three-fourths (3/4) of the members entitled to vote who are present at a General Meeting of the members called with fifteen (15) days of written notice and specifying the special resolution.

## 9. FINANCIAL

- 9.01** All funds received by the society shall be accounted for by the financial records of the Treasurer.
- 9.02** All money received shall be deposited as soon as possible after receipt with the exception of a float, which will be held by the Social Committee.
- 9.03** Society funds shall be accumulated only in the amount sufficient to:
- a.** Meet continuing and future obligations; and
  - b.** Establish an adequate reserve for unforeseen expenditures in any social functions.
- 9.04** The Treasurer shall receive all monies payable to the Society and shall deposit those funds in whatever established Society bank account the Society may order. The Executive Board shall authorize all expenditures and all payments made by cheques. All cheques shall be signed by two (2) of three (3) authorized members of the Executive Board.
- a.** The funds of the Society may be expended only for the immediate benefit of the members of the Society.
  - b.** Whenever possible payments shall be made by cheque except that settlement may be made in cash (petty cash fund) for smaller purchases.
  - c.** Receipts are required for any settlement or reimbursement of funds.
  - d.** Relatives and or spouses may not both have signing authority of the Society's bank accounts. The Society's Treasurer and two unrelated Executive Board Members shall have signing authority.
- 9.05** The society must keep records of the following:
- a.** All money received and disbursed by the society and the matter in respect of which the receipt and disbursement took place;
  - b.** Every asset and liability of the society;
  - c.** Every other transaction affecting the financial position of the society.

### 10. LOCATION OF RECORDS

**10.01** The directors of the Society must ensure that all documents of the society including its financial records, logos, trademarks, corporate seal, photos and anything pertaining to the Society to be kept at the address of Secretary

**10.02** There will be a record book kept at the address of Secretary to document any removal of said Records and the Director of that address will be responsible for return of Society's records and property.

### 11. DISSOLUTION OF THE SOCIETY

**11.01** Upon dissolution of the Society and after the payment of all debts and liabilities the remaining property of the Society shall be distributed or disposed of to charitable organization or organizations, and/or The Ed Norman Memorial Scholarship Fund, upon the recommendation of the Executive Board and approved by membership of 75% of members in attendance to vote.

**Blanche Houston**  
President

**Pierce Pynn**  
Vice President

**Mereda Preece**  
Secretary

**Anna Nash**  
Treasurer

Dated this **26th** day of **September**, 2005 and approved by the Executive Board of the **Lower Mainland Newfoundland and Labrador Heritage Society**.