

1.0 BY-LAWS

1.0 Definitions and Interpretations

1.1 DEFINITIONS

"Act" refers to the *BC Society Act*;

"alter" includes create, add to, vary and delete;

"auditor's report", in relation to financial statements of a society required under *BC Society Act section 35 [financial statements]*, means the auditor's report prepared under *BC Society Act section 117 [auditor's report]* on those financial statements.

"bylaws" means the bylaws of the Falkland Historical Society;

"consent resolution of directors" means a directors' resolution passed in accordance with *BC Society Act section 54 (2) [proceedings of directors]*;

"constitution" means the constitution of the Falkland Historical Society;

"deliver" means deliver in accordance with *BC Society Act section 30 [how record is delivered]*;

"delivery address", in relation to the registered office of the Falkland Historical Society, means the delivery address of the registered office set out in the statement of directors and registered office of the Falkland Historical Society;

"director", in relation to a society, means an individual who has been designated, elected or appointed, as the case may be, in accordance with *BC Society Act section 42 [designation, election and appointment of directors]*, as a member of the board of directors of the Falkland Historical Society, regardless of the title by which the individual is called;

"disinterested directors" means, with respect to any transaction or series of transactions with Affiliates, a member of the Board of Directors of the General Partner who has no financial interest, in such transaction or series of transactions.

"electronic meeting" means a fully electronic meeting or a partially electronic meeting;

"file", in relation to a record that must or may be filed with the secretary, means file the record in accordance with *BC Society Act section 209 (1) [filing of records]*;

"former Act" means the *Society Act*, R.S.B.C. 1996, c. 433;

"fully electronic meeting" means a meeting in which persons are entitled to participate solely by telephone or other communications medium, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone or other communications medium;

"general meeting" means a general meeting of the members of the Falkland Historical Society;

"home jurisdiction", in relation to non-profit Society, means the jurisdiction of the Falkland Historical Society, amalgamated, continued or otherwise formed;

"legal proceeding" includes a civil, criminal, quasi-criminal, administrative or regulatory proceeding;

"mailing address", in relation to the registered office of the Falkland Historical Society, means the mailing address of the registered office set out in the statement of directors and registered office of the Falkland Historical Society;

"member", in relation to the Falkland Historical Society, means

(a) a person who becomes, in accordance with the bylaws, a member of the Falkland Historical Society and who remains a member of the society;

"non-voting member" means a member of the Falkland Historical Society who has no right to vote under *BC Society Act section 84 (1) [right to vote]*.

"ordinary resolution" means any of the following:

(a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members;

(b) a resolution consented to in writing, after being sent to all of the voting members, by at least 50% plus 1 of the voting members;

(c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution;

"property" includes rights and interests;

"register of directors" means the record referred to in *BC Society Act section 20 (1) (e)* [records to be kept];

"register of members" means the record referred to in *BC Society Act section 20 (1) (h)*;

"send" means send in accordance with *BC Society Act section 29* [how record is sent];

"society" means

- (a) a society that is registered, amalgamated, continued, or converted under the *BC Society Act*, or
- (b) a pre-existing society;

"special resolution" means any of the following:

- (a) a resolution passed at a general meeting by at least 50% plus 1 of the votes cast by the voting members;
- (b) a resolution consented to in writing by all of the voting members;
- (c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 50% plus 1 of the votes cast, in accordance with the bylaws, on the resolution;

"spouse" means a person who

- (a) is married to another person, or
- (b) is living with another person in a marriage-like relationship;

"statement of directors and registered office" means the statement of directors and registered office described in *BC Society Act section 12* [statement of directors and registered office];

"subsidiary", in relation to a society, means a corporation that is controlled by Falkland Historical Society, and, for the purposes of this definition, a corporation is controlled by Falkland Historical Society if the votes carried by the memberships in the corporation that are held directly or indirectly by Falkland Historical Society are sufficient, if exercised, to elect or appoint a majority of the members of the board of directors or other governing body of the corporation;

"voting member" means a member of a society who has the right to vote under *BC Society Act section 84 (1)* [right to vote].

1.2 INTERPRETATIONS

- a. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
- b. If there is a conflict between these Bylaws and the Act or the Regulation under the Act, the Act, or the Regulation (*as the case may be*) shall prevail.

2.0 Members

2.1 A Voting Member is an individual who meets the following criteria:

- (a) An individual over the age of 18;
- (b) An individual or family who has purchased a Voting Member membership
- (c) An individual who is in good standing;

2.2 A Non-Voting Member is an individual who meets the following criteria

- (a) An individual over the age of 18 or if under the age of 18, has consent by parent to be a member for the purpose of the youth program.
- (b) An individual or family who has purchased an annual Season's Pass.

2.3 Any resident in the Province of British Columbia is eligible for membership if they are 18 years of age or older.

2.4 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

2.5 The membership year is January 1 to December 31. Annual membership dues are determined by the Board.

2.6 A member who is in good standing for minimum of 2 months within the membership year (January 1 – December 31) is eligible to vote.

2.7 A member is not in good standing if the member fails to pay the annual membership dues, and the member is not in good standing for so long as those dues remain unpaid.

2.8 A member who is not in good standing,

- (a) may not vote at a general meeting or annual meeting and

(b) is deemed not be a voting member for the purpose of consenting to a resolution of the voting members.

2.9 Notwithstanding anything in these Bylaws, a member can be compelled to withdraw or expelled from the membership of the Society on a vote of a two-thirds majority of the members.

3.0 Meetings

3.1 BY-ELECTION, ANNUAL GENERAL AND SPECIAL MEETING

(a) An annual general meeting is to be held once every year at a time and date the Board determines.

(b) The order of business of an annual general meeting is as follows:

- i. elect an individual to chair the meeting, if necessary;
- ii. determine that there is a quorum;
- iii. approve the agenda;
- iv. approve the minutes from the last annual general meeting;
- v. deal with unfinished business from the last annual general meeting;
- vi. receive the Directors' report on the financial statements of the Society for the previous financial year, and the Auditor's report, if any, on those statements, and portfolio Director's reports;
- vii. receive any other reports of Director' activities and decisions since the previous annual general meeting;
- viii. elect or appoint Directors;
- ix. appoint an Auditor, if any;
- x. deal with new business, including any matters about which notice has been given to the members in the notice of meeting.
- xi. terminate the meeting.

(c) The annual general meeting is to be chaired by an individual appointed by the Board.

(d) If the Board does not appoint someone, or the appointed individual is unable to

preside as chair, then

- i. the President shall preside as chair; or
- ii. the Vice-President if the President is unable to preside as chair; or
- iii. one of the other Directors present at the meeting if both the President and Vice-President are unable to preside as chair.

- (e) If there is no individual eligible under these Bylaws who can preside as chair of an annual general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- (f) The quorum for the transaction of business at an annual general meeting is 3 voting members or 10% of the voting members, whichever is greater.
- (g) To be eligible to vote at an AGM and/or a Special Meeting and/or a By-Election a member must meet the following requirements:
 - i. All requirements of By-Law Section 2.1
 - ii. Participated in (2) meetings in the past year (*based on the Membership Time Period*).
- (h) Business other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at an annual general meeting unless a quorum of voting members is present.
- (i) If within 30 minutes from the time set for holding an annual general meeting, a quorum of voting members is not present, the meeting stands adjourned to the same day in the next week, at the same time and place; and if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting:
- (j) If, at any time during an annual general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. Special Meeting:
- (k) Members must be given notice stating the nature of any meeting required to transact business other than ordinary business, in sufficient detail to permit members receiving the notice to form a reasoned judgement concerning that

business.

- (l) A special meeting may be called jointly by the President, Secretary and 1 director. Notice of a special meeting must be given 10 days in advance of the meeting and posted in at least 3 separate places in Falkland.

3.2 BOARD OF DIRECTOR MEETING

- (a) A Board of Directors meeting may be called by the President or by any 2 other Directors.
- (b) At least 5-days' notice of a Board of Directors meeting must be given unless all the Directors agree to a shorter notice period.
- (c) The accidental omission to give notice of a Board of Directors meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.
- (d) The Directors will regulate their meetings and proceedings according to "*Roberts Rule of Order*".
- (e) The quorum for the transaction of business at a Board of Directors meeting is a 50% plus 1 of the Directors.
- (f) Any Director resigning from office must give notice in writing to the Secretary at least 2-weeks before the resignation takes place.

4.0 Voting

4.1 DEFINITIONS

- a. "**Board of Directors**" means the governing body of the Falkland Historical Society.
- b. "**Ballot**" or "**ballot**" means a paper or document representing a vote by an Elector and means vote where the context so dictates;
- c. "**By-Election**" means an Election to replace or fill a vacancy in the Falkland Historical Society Board of Directors,
- d. "**Candidate**" means a person who is nominated and qualified to compete for Board of Directors:
- e. "**Chief Electoral Officer**" means an individual appointed in writing after final approval of the Board of Directors
- f. "**Conflict of Interest**" means the circumstances in which there is a real, potential,

or apparent conflict between the private interests of a person and the interests of the Falkland Historical Society. This also includes circumstances in which a person represents or is a director/ officer of an organization, Society or party whose interests are in conflict with the interests of the Falkland Historical Society;

- g. **“Election(s)”** means an Election or By-Election called by the Falkland Historical Society for the Election of a President, Vice President, Secretary, Treasurer and Directors at large.
- h. **“Elector”** means a voting member who is no less than 18 years of age as of the date of the Election and is in good standing with the Falkland Historical Society.
- i. **“Interim Appointee”** means a person who is appointed to fill a vacancy on the Board of Directors.
- j. **“List of Electors”** means a list made pursuant to these By-Laws and prepared by the Board of Directors of individuals entitled to vote in a Falkland Historical Society Election;
- k. **“Poll Book”** means a list of names of persons who have received ballots at an Election.
- l. **“Poll Clerk”** means a person appointed by the Chief Electoral Officer to assist the Chief Electoral Officer at the Election
- m. **“Scrutineer”** means a person appointed in writing who is authorized to represent a Candidate’s interests at the Election pursuant to the By-Laws.

4.2 DATE OF ELECTION

- (a)The date of the Election shall be established by the Board of Directors in conjunction with the terms outlined in the By-Laws.

4.3 CHIEF ELECTORAL OFFICER

- (b)The Chief Electoral Officer shall be appointed by the Board of Directors to hold office for each Election. This individual shall manage and conduct an Election. The Chief Electoral Officer shall also have the responsibility of conducting any necessary By-Elections while his/her appointment remains in effect. The Chief Electoral Officer shall:
 - i. Provide guidance and supervision respecting the conduct of the Election:
 - ii. Create all ballots and documents as may be required in conjunction with the Board of Directors;

- iii. Decide the eligibility of all Candidates seeking office in an Election, requirements being;
 - An eligible voting member (**By-Law Section 2.1**);
 - A clean criminal record check;
 - An individual over the age of 18.
 - A member in good standing.
 - Meets the following participation requirements;
 - o Has participated in at least (2) months of Board meetings in that fiscal year;
 - o This must be confirmed by the meetings sign-in sheets;
 - o Verbal confirmation is not accepted.
- iv. Prepare the List of Electors;
- v. Reconcile all ballots and prepare an official Election summary report, to the Board of Directors:
- vi. Perform all duties assigned pursuant to these By-Laws:
- vii. The Chief Electoral Officer of the Election must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

4.4 ELECTORS

(a) An Elector is entitled to cast one (1) vote for each of the following offices:

- i. President;
- ii. Vice-President;
- iii. Secretary;
- iv. Treasurer;
- v. (5) five Directors at large.

(b) Any person is eligible to vote if:

- i. They satisfy By-Law **Section 2.1**.

(c) Each Elector shall, before voting, affirm that they are an eligible voting member and identify as such.

4.5 GENERAL

(a) Voting must be by ballot. Voting by proxy is not permitted.

(b) A special resolution requires passage by 50% plus 1 of the voting members present at a meeting.

(c) Candidates

- i. A Candidate may not accept a nomination for more than one position
- ii. Candidates who use malicious or objectionable practice or conduct themselves in a malicious or objectionable manner during the Election shall be subject to disqualification at the discretion of the Chief Electoral Officer.

(d) Election by Acclamation

- i. If only one Candidate is nominated for any one office, within the Election, the Chief Electoral Officer shall immediately declare that Candidate acclaimed to office.

(e) No Candidate Nominated

- i. If, after the close of nominations there are offices that remain without Candidates or without persons elected by acclamation, the Chief Electoral Officer, in conjunction with the Board of Directors shall set another day for the By-Election for the remaining offices.

5.0 Board of Directors

5.1 The Board of Directors consists of the President, Vice-President, Secretary and Treasurer and five Directors at large.

5.2 The Board Executive consists of the President, Vice-President, Secretary and Treasurer.

5.3 The President, Vice-President, Secretary, Treasurer, and Directors at large are elected for a 2-year term.

5.4 The President is the Chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

5.5 The Vice-President is the Vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

5.6 The Secretary is responsible for doing or making the necessary arrangements for the following;

(a) issuing notice of general meetings and Directors' meetings;

(b) taking minutes of general meetings and Directors' meetings;

- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the Registrar under the Act.
- (f) have custody of the Society's seal and shall attend upon its use.

5.7 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

5.8 The Treasurer is responsible for doing, or making the necessary arrangements for, the following;

- (a) receiving and banking monies collected from the members or other sources.
- (b) keeping accounting records in respect of the Society's financial transactions.
- (c) preparing the Society's financial statements.
- (d) making the Society's filings respecting taxes.

5.9 The Directors' must manage and administer the activities and affairs for the Society. Every Director has a fiduciary duty to act in the best interests of the Society.

5.10 The Board is the body responsible for the Society's highest level of decision-making and legal authority. The Board is accountable for and has authority to manage the affairs of the Society.

5.11 The board of directors shall have the power to hire personnel as it deems necessary to carry out the programs of the Society and the board shall have the power to appoint whatever committees they deem necessary to carry out such programs.

5.12 Each member elected to the Board of the Falkland Historical Society has a fiduciary responsibility and must commit to fulfil their duties and responsibilities to the best of their abilities, in full compliance with applicable legislation, regulations and by-laws.

5.13 Board members must agree to the *Code of Conduct* adopted by the Society

5.14 Compliance to *Roles and Responsibilities – Board of Directors Policy HR001 Version 1.0*.

6.0 Contractors

6.1 TRIPLE BIDDING PROCESS

- (a) The Board may engage the services of a Contractor(s) to ensure the ongoing

activities, mandate and functions and responsibilities of the Board and the Society are performed and maintained.

(b) Triple bidding ensures that the agent is giving the Falkland Historical Society the best price point derived from several choice offers, while also giving sellers a fair shot at making the sale. At its core, the triple bid exists as a mechanism to protect both the Falkland Historical Society and sellers from wasting money and offer a fair method of procurement.

- All contracts over the \$3,000.00 level require a *6.1 Triple Bidding Process*.
- All contractor agreements/contracts, regardless of price, must have approval, by motion or record of decision, by the Board of Directors.

7.0 Remuneration and Signing Authority

7.1 These By-Laws do not permit the Society to pay a Director remuneration for being a Director.

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society,

(a) by the President, together with 1 other Director;

(b) if the President is unable to provide a signature, by the Vice-President together with 1 other Director;

(c) if the President and Vice-President are both unable to provide signatures, by any 2 other Directors;

7.3 Signing authority for any bank accounts for the Society must include the Treasurer, the President or Vice-President, and at least one Director at large.

8.0 Alteration or Amendment to the By-Laws

8.1 Proposed alteration or amendments to these By-Laws can be achieved at an Annual General Meeting or a Special Meeting.

8.2 Approval of an alteration or amendment requires a special resolution passed by 50% plus 1 of the voting members present at the meeting.

9.0 Dissolution of the Society

- 9.1** Upon the 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 by returning the balance of monies allowed for special projects to the original donors, and any monies remaining to be distributed, or disposed of, in accordance with the objectives of the Society.

10.0 Access to Records

- 10.1** The Board prohibits public access to the register of membership of the Society due to the Government of British Columbia's *Personal Information Protection Act*.
- 10.2** Anyone wanting to view the register must make an application in writing to the Board, requesting permission to view.
- 10.3** The Falkland Historical Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (*Annual Financial Statements*) of the Act to Voting members, publish a notice to its Voting members stating that the annual financial statements and documents provided in *subsection 172(1)* are available at the registered office of the Falkland Historical Society and any Voting member may, on request, obtain a copy free of annual financial statements and other documents.

11.0 Conflict of Interest

- 11.1** For purposes of this provision, the term "*interest*" shall include personal interest, interest as director, officer, member, trustee, or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "*concern*" shall mean any corporation, Society, trust, partnership, limited liability entity, firm, person, or other entity other than the Falkland Historical Society.
- 11.2** Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall;
- a. fully disclose the nature of the interest;
 - b. withdraw from discussion, lobbying, and voting on the matter.

11.3 Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Falkland Historical Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

12.0 Property

12.1 The Society may own real or personal property and provide suitable buildings and other accommodations for the purposes of furthering the objectives of the Society.

13.0 Borrowing Powers

13.1 For the purpose of carrying out the objectives of the Society the directors may, on behalf of the Society, raise or secure the payment or repayment of money in the manner they decide and, in particular, but without limiting the foregoing, by the issue of debentures.

13.2 No debentures or mortgage shall be issued without the sanction of a special resolution of the Society.

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