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## **CONSTITUTION**

### **1. TITLE**

The name of the Society shall be 'The Victoria Genealogical Society', hereinafter called 'the Society'.

### **2. INTRODUCTION**

1. These articles will be the fundamental principles and laws governing the operation of the Society. They will be amended from time-to-time as further requirements might dictate.

2. The aims of the society are to:

- (a) Further the study of genealogy in the various areas of interest to the members;
- (b) Collect and preserve, by donation or purchase, materials relevant to such genealogical study;
- (c) Advance and encourage public knowledge of genealogical resources available in the Greater Victoria area;
- (d) Encourage and instruct members in the ethical principles, scientific methods, and effective techniques of genealogical research;
- (e) Publish and distribute printed and other materials to further the aims of the Society;
- (f) Raise funds for any of the foregoing aims and to accept donations, gifts, legacies, and bequests; and,
- (g) Enter into friendly relations with other Societies having similar or related aims in British Columbia, other parts of Canada, or in other countries and co-operate with them in promotion of our common interests..

### **3. OPERATIONS**

The operations of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its aims.

### **4. DISSOLUTION**

In the event of termination or dissolution of the Society, any funds and/or holdings of the Society remaining after the satisfying of outstanding debts and liabilities shall be given or transferred to such organisations concerned with promoting the same aims as this Society, as may be determined by Ordinary Resolution at the time of termination or dissolution.

### **5. SOCIETY ACT**

Clauses 3, 4 and 5 of this constitution are unalterable in accordance with Part 2, 22(1) of the 1996 *Society Act* as amended 2004.



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## BYLAWS

### Part 1 - Interpretation

1. (1) In these By-laws, unless the context otherwise requires:
  - '**Directors**' means the Directors of the Society for the time being;
  - '**Society Act**' means the *Society Act of British Columbia* from time to time in force and all amendments to it;
  - '**registered address**' of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date that these By-laws become effective apply to these By-laws.
2. Words importing the singular include the plural and vice-versa, and words importing a male person include a female person and a corporation or other legal entity.

### Part 2 - Membership

3.
  - 3.1 The members of the Society are those persons who subscribe to the aims of the Society, and who become members in accordance with these By-laws, and have not ceased to be members.
  - 3.2 The classes of member shall be:
    - a) Individual
    - b) Family
    - c) Societies and Organisations
    - d) Honorary
4. Individual members of the Society:
  - a) shall have access to the Society's library during opening hours
  - b) shall receive one copy of each current issue of the Society's Journal; and
  - c) may attend and vote (if in good standing ) at all general and special meetings of the Society.
5. A person may apply to the Directors for membership in the Society and when admitted is deemed to be a member.
6. Every member must uphold the Constitution and comply with these By-laws.
7. The amount of the annual membership dues must be recommended by the Directors, and determined at an annual general meeting of the Society.



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8. A person ceases to be a member of the Society:
    - a) by delivering his or her resignation in writing to the Secretary of the Society; or
    - b) by mailing or delivering such resignation to the address of the Society; or
    - c) on his or her death, or in the case of a corporation, upon dissolution; or
    - d) on being expelled; or
    - e) on having not been in good standing for four consecutive months.
  
  9. (1) A member may be expelled by a special resolution of the members passed at a general meeting.  
(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.  
(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to the vote.
  
  10. All members are in good standing except a member who has failed to pay his or her current annual membership fee, 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.
  
  11. There shall be a class of members known as family members comprising two members of a family living at the same address.
  
  12. Family members shall receive one copy only of each current issue of the Journal per family, but shall otherwise separately be entitled to all the rights and privileges of individual members
  
  13. Corporations, societies and other legal entities sharing the objects of the Society may become subscribing members in order to receive the Journal, but shall not be entitled to vote at meetings of members.
  
  14. There shall be a class of honorary members who may only be appointed by a vote of the members at a general meeting of members. Honorary membership may be awarded on the recommendation of the directors in recognition of contributions to the cause of genealogy.
  
  15. Honorary members shall pay no annual dues, but shall otherwise be entitled to the rights and privileges of individual members.

### **Part 3 - Meetings of Members**

16. General meetings of the Society must be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
  
17. Every general meeting, other than an annual general meeting, is a special general meeting.



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18. The Directors may, when they think fit, convene a special general meeting.
19. (1) Notice of a general meeting must specify the place, day, and hour of the meeting, and, in the case of special business, the general nature of that business.  
(2) The accidental omission to give notice of a 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.
20. The annual general meeting of the Society must 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 4 - Proceedings at General Meetings**

21. All business at all meetings of whatever kind of the Society shall be guided by *Democratic Rules of Order* (Francis, current edition) except where ruled otherwise by these By-laws, and any Standard Operating Procedures that the Society may adopt.
22. Special business is:
- a) all business at a special general meeting, and
  - b) all business conducted at an annual general meeting, except the following:
    - (i) the consideration of the financial statements;
    - (ii) the report of the Directors;
    - (iii) the report of the auditor, if any;
    - (iv) the election of Directors;
    - (v) the appointment of the auditor, if required;
    - (vi) any other business that, under these By-laws, 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.
23. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.  
(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 a meeting is adjourned or terminated.  
(3) A quorum is five members present, or a greater number that the members may determine at a general meeting.
24. If, within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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.



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25. Subject to By-law 26 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.
26. If at a general meeting:
- (1) there is no President, Vice President, or other Director present within 15 minutes from the time appointed for holding the meeting, or
  - (2) the President and all the other Directors present are unwilling to act as chair, then
  - (3) the members present must choose one of their number to be the chair.
27. (1) 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 business left unfinished at the meeting at which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (3) Except as provided in this By-law, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
28. 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 or she may be entitled to as a member, and the proposed resolution does not pass.
29. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands unless a secret ballot is agreed to by a majority of the ordinary members present.
  - (3) A resolution calling for a secret ballot shall include the appointment of scrutineers.
  - (4) Voting by proxy is not permitted.

#### **Part 5 - Directors and Officers**

30. (1) 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 By-laws, or by statute, or otherwise lawful direction required to be exercised or done by the Society in a general meeting, but are subject, nonetheless, to:
- (a) all laws affecting the Society;
  - (b) these By-laws;
  - (c) rules, not being inconsistent with these By-laws, that are made from time to time by the members at a general meeting;
  - (d) Standard Operating Procedures not being inconsistent with these By-laws that are adopted or amended by a majority of the Directors at a meeting of the Executive Committee.
- (2) A rule made by the members at a general meeting does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.



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31. (1) Directors are elected from among the members at each annual general meeting. Their terms of office may be for either one-year or two-years, according to the needs of the Society, and may be renewed.
- (2) The number of Directors must be 5, or a greater number as determined from time to time at a general meeting.
- (3) The Directors of the Society must be the President, Vice President, Secretary, Treasurer and a Director-at-Large. These Directors will be members of the Executive Committee with full voting rights.
- (4) A separate election shall be held for each office to be filled.
- (5) An election must be by acclamation, otherwise it must be by ballot.
- (6) Four additional directors should be elected at an annual general meeting, to serve in specific capacities. These directors will also be members of the Executive Committee with full voting rights.
- (7) The Executive Committee has the right to appoint other directors to the Committee, but these shall not have voting rights. Otherwise, their terms of reference shall be determined by the Executive Committee.
32. The Officers and Directors must retire from office when their successors are elected or appointed. This shall normally occur at an annual general meeting.
33. (1) The Directors may at any time appoint a member as a Director to fill a vacancy in the Directors.
- (2) A Director so appointed holds office only until the conclusion of the next annual general meeting of members, but is eligible for re-election at that meeting.
- (3) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office..
34. The members may, by special resolution, remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
35. A Director must not be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

#### **Part 6 - Proceedings of Directors**

36. (1) The Directors may meet at any place within Greater Victoria to conduct business, adjourn and otherwise regulate their meetings as they see fit.
- (2) A quorum for meetings of the Directors shall be a majority of the Directors then in office.
- (3) The President is chair of all meetings of Directors or, in the absence of the President, the Vice President, or if neither are present the Directors shall choose one of their number to be chair at that meeting.
- (4) A majority of the Directors then in office may at any time require the Secretary to convene a meeting of the Directors and the Secretary must comply.



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37. (1) The Directors may delegate some, but not all, of their powers to committees, the member or members of which may, but need not be, Directors; however, the chair must be a Director.
- (2) A committee formed under By-law 37(1) must conform to any rules imposed upon it by the Directors, and must report on any act or thing done in the exercise of its powers at the earliest meeting of the Directors after the act or thing has been done.
- (3) The Directors must not delegate powers of expenditure or the commitment of funds or assets to any committee without also prescribing a specific budget to which the committee must adhere.
38. In accordance with By-law 37(1) the chair of a committee must be a Director, and if more than one Director is a member of the committee then the members must elect a chair.
39. A committee may meet and adjourn as it thinks proper.
40. Notice of a meeting of the Directors must be given to every Director shown to be in good standing on the register of members on the day notice is given.
41. A Director who is temporarily absent from the Greater Victoria area may send or deliver by any means a waiver of notice of meetings to the Secretary of the Society, and such waiver remains in effect until withdrawn, and no notice need be sent to that Director.
42. (1) Questions at a meeting of the Directors or a committee appointed under By-law 37 must be decided by a majority of votes.
- (2) In the case of a tie vote the chair does not have a second or casting vote and the proposed resolution does not pass.
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.

#### **Part 7 - Duties of Officers**

44. The President is the chief executive officer of the Society and must supervise the other Officers in the execution of their duties.
45. The Vice President must carry out the duties of the President when the President is absent.
46. The Secretary must:
- (a) conduct the correspondence of the Society;
  - (b) issue notices of meetings of the Society and the Directors;
  - (c) keep minutes of all meetings of the Society and the Directors;
  - (d) have custody of the common seal of the Society;
  - (e) maintain the register of members; or
  - (f) must ensure that By-law 46(a), (b), (c) and (e) are carried out.



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47. The Treasurer must:
- (a) keep financial records, including books of account, necessary to comply with the *Society Act*, and in accordance with the needs of the Society;
  - (b) render financial statements to the Directors, members and others when required.
48. (1) The Offices of Secretary and Treasurer may be held by one person, who is then known as the Secretary-Treasurer.
- (2) If a Secretary-Treasurer holds office, and is also a director, the total number of Directors must be not less than five or any greater number determined under By-law 31.
49. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary for the meeting.

#### **Part 8 - Seal**

50. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
51. The common seal must be affixed only when authorised by a resolution of the Directors and then only in the presence of the persons specified in the resolution or, if no persons are specified, in the presence of the President and Secretary.

#### **Part 9 - Financial**

52. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide.
53. The members may by special resolution restrict the borrowing powers of the Directors.
54. The fiscal year shall be 1 June to 31 May following.
55. The membership year shall be 1 July to 30 June following.

#### **Part 10 - Notices to Members**

56. A notice may be given to a member either personally, or by mail, or by means of electronic communication at the member's registered address.
57. A notice sent by mail is deemed to have been given on the fourth day following the day on which the notice is posted.





## CONSTITUTION AND BYLAWS

*Adopted 8 February 2007*

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58. a) Notice of a general meeting , for whatever purpose, must be given to every member in good standing on the register of members on the day the notice is given.

b) All such members shall be given at least 21 days notice prior to the date of the meeting and the notice shall specify the business to be dealt with.

59. No other person is entitled to receive notice of a general meeting.

### **Part 11 - Bylaws**

60. The Society must provide to a member, on request, free of charge, a copy of the Constitution and By-laws of the Society.

61. These By-laws cannot be altered or added to except by special resolution of the members.