

BC Societies Regulations 2015, Schedule 1

The Seventh Division, Pacific Northwest Region, National Model Railroad Association

Constitution

- (1) The name of the society is THE SEVENTH DIVISION, PACIFIC NORTHWEST REGION, NATIONAL MODEL RAILROAD ASSOCIATION
2. The purposes of the Society are:
 - (a) To promote and encourage historical awareness of the role of railways, both prototype and model, in British Columbia;
 - (b) To promote and encourage the retention and creation of railway structures, rolling stock, right of way and artifacts both prototype and model for all purposes, including historical, and recording of same by all media forms;
 - (c) To acquire reference material relating to the development, construction and operation of railways, both prototype and model including material in the areas of civil engineering, geography, geology, electronics, architecture, botany and politics;
 - (d) To offer educational programs to the public regarding railways, both prototype and model, relating to their history, development, construction and operation;
 - (e) To promote and encourage association with other associations both incorporated and unincorporated, in Canada and in foreign countries, having similar aims to the Society, in whole or in part.

Bylaws of
THE SEVENTH DIVISION, PACIFIC NORTHWEST REGION, NATIONAL MODEL
RAILROAD ASSOCIATION (the "Society")

Part 1 – Definitions and Interpretation

1.1 In these bylaws, unless the context otherwise requires:

"directors" means the directors of the society for the time being;

"National Model Railroad Association" means the National Model Railroad Association Inc. a corporation duly incorporated under the laws of the State of Ohio (the "NMRA");

"Act" means the *Societies 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.

1.2 The definitions in the *Act* apply to these bylaws.

1.3 If there is a conflict between these bylaws and the *Act* or the regulations under the *Act*, the *Act* and or the regulation, as the case may be, prevail.

Part 2 – Membership

2.1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

2.2 Membership in the society is automatic to all persons applying for membership in the National Model Railroad Association Inc., and paying the membership fees of the Association, if any, and all life members of the NMRA, and who reside within British Columbia, and the Yukon Territory. Membership in the NMRA also confers membership in the Pacific Northwest Region of the NMRA.

2.3 Every member must uphold the constitution and comply with these bylaws.

2.4 The amount of the first annual membership dues is determined by the membership. Subsequent dues are determined by the executive board of the NMRA.

2.5 All members are in good standing except a member who has failed to pay his or her current annual membership fee in the NMRA, 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.

2.6 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 by mailing or delivering it to the address of the society,

(b) on his or her death or, in the case of a corporation, on dissolution,

(c) on being expelled from the Society or the NMRA, or

(d) on having become a member not in good standing

- 2.7 (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 a vote.

Part 3 – General Meetings of Members

- 3.1 (1) General meetings of the society must be held at the time and place, in accordance with the *Act*, that the directors decide.
- (2) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- (3) The directors may, when they think fit, convene an extraordinary general meeting.
- 3.2 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in 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.
- 3.3 The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year.
- 3.4 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes of the last general meeting;
 - (e) receive the treasurer's current status report;
 - (f) deal with unfinished business from the last general meeting;
 - (g) if the meeting is an annual general meeting,
 - (i) 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,
 - (ii) receive any other reports of directors and decisions since the previous annual general meeting,
 - (iii) elect officers and elect or appoint directors, if necessary,
 - (iv) appoint an auditor, if any;
 - (h) deal with new business, including any matters about which notice has been given to members in the notice of meeting;
 - (i) terminate the meeting.

- 3.5 (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 the meeting is adjourned or terminated.
- (3) A quorum is 9 voting members present at a general meeting.
- 3.6 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.
- 3.7 Subject to bylaw 3.8, 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.
- 3.8 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 the chair, the members present must choose one of their number to be the chair.
- 3.9 (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 the business left unfinished at the meeting from 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 bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 3.10 (1) A resolution proposed at a meeting must be seconded, and the chair of a meeting may not move or propose a resolution.
- (2) In the case of a tie vote, the chair does have a casting or second vote.
- 3.11(1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- 3.12 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that

representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 4 – Directors and Officers

- 4.1 (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 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
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 4.2 (1) The president, vice president, secretary, treasurer and one or more other persons elected by the membership or appointed by the elected directors, are directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- (3) Each director shall be elected for a two (2) year term. The president and the vice president shall be elected in odd numbered years. The other directors shall be elected in even numbered years.
- 4.3 (1) The directors of the Society may be elected either at the annual general meeting of the Society or by regular mail and/or by electronic means, as the directors shall determine.
- (2) In the event a mail and/or electronic means ballot is used, ballots shall be mailed to every member by regular mail, and/or by electronic means not less than sixty (60) days prior to the date set for the Annual General Meeting.
- (3) In order to be valid, the ballots must be received by the returning officer designated in the ballot, not less than fifteen (15) days before the date set for the Annual General Meeting.
- (4) The directors shall retire the first day of the month following the Annual General Meeting at the end of their elected term, at which time, their elected successors shall assume office.
- (5) Separate elections must be held for each office to be filled.
- (6) An election may be by acclamation; otherwise it must be by ballot.
- (7) If a successor is not elected, the person previously elected or appointed continues to hold office.

- 4.4 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member, or may hold an election, to replace the former director,
- (2) A director so appointed or elected holds office only until the conclusion of the term of the director being replaced.
- (3) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- 4.5 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.
- 4.6 A director must not be remunerated for being or acting as a director but a director may be reimbursed for expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- 4.7 The directors may vote to appoint individuals to membership on a Standing Committee in accordance with policy as established in the Society's Policy Manual prepared by the directors.

Part 5 – Proceedings of Directors

- 5.1 (1) The directors shall meet together to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may meet in person, by email or by conference call, provided that all the directors consent to the method of meeting at least 14 days before the meeting is held.
- (3) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (4) The president is the chair of all meetings of the directors but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the assistant superintendent must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (5) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- (6) The president or his delegate may, at their discretion, request a vote by the directors, either in person, or by telephone, or by electronic means, to obtain permission to transact a specific item of business. An attempt must be made to involve all directors and a majority of directors shall constitute approval of such votes. A record of all such decisions shall be maintained by the secretary and presented as a report to the Annual General Meeting.
- 5.2 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

- (2) 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.
- 5.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their numbers to be the chair of the meeting.
- 5.4 The members of a committee may meet and adjourn as they think proper.
- 5.5 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 5.6 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 5.7 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chairman shall have a second or casting vote.
- 5.8 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.
- 5.9 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 6 – Duties of Officers

- 6.1 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 6.2 The vice president must carry out the duties of the president during the president's absence.

- 6.3 The secretary must do the following:
- (a) Conduct the correspondence of the society;
 - (b) Issue notices of meetings of the society and directors;
 - (c) Keep minutes of all meetings of the society and directors;
 - (d) Have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) Have custody of the common seal of the society (if applicable);
 - (f) Maintain the register of members
- 6.4 The treasurer must
- (a) Keep the financial records, including books of account, necessary to comply with the *Act*, and
 - (b) Render financial statements to the directors, members and others when required.
- 6.5 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 4.2 (2).
- 6.6 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
- 6.7 Directors who are elected or appointed to the Board in addition to the positions described in these bylaws are elected or appointed as directors at large

Part 7 – Seal

- 7.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 7.2 The common seal must be affixed only when authorized 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 superintendent and secretary or superintendent and secretary treasurer.

Part 8 – Borrowing

- 8.1 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, and, in particular but without limiting that power, by the issue of debentures.
- 8.2 A debenture must not be issued without the authorization of a special resolution.

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

Part 9 – Auditor

9.1 This Part applies only if the society is required or has resolved to have an auditor.

9.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

9.3 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

9.4 An auditor may be removed by ordinary resolution.

9.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.

9.6 A director or employee of the society must not be its auditor.

9.7 The auditor may attend general meetings.

Part 10 – Notices to Members

10.1 A notice to a member shall be in writing and may be given personally, or by regular mail, fax, or e-mail to the address provided to the Society by the member.

10.2 A notice sent by mail is deemed to have been given on the eighth day following the day it is posted in either a Canada Post or US Mail receptacle. A notice sent by fax or e-mail shall be deemed to have been given on the day the notice is sent.

10.3 (1) Notice of a general meeting must be given to each member, shown on the register of the members on the day the notice is given, at least fourteen (14) days prior to the meeting.

(2) No other person is entitled to receive a notice of a general meeting.

Part 11 – Bylaws General

11.1 On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.

11.2 (1) These bylaws must not be altered or added to except by special resolution.

(2) A special resolution may be passed either at a general meeting of the Society or by regular mail, and/or electronic means ballot as the directors shall so determine.

(3) In the event that a ballot is used, ballots shall be sent to every member by regular mail, or sent by electronic means not less than sixty (60) days prior to the date set for voting on the amendments.

(4) In order to be valid, the ballots must be received by the returning officer designated in the ballot, not less than fifteen (15) days before the date set for voting on the amendments.

(5) Special resolutions require passage by 2/3 of the members voting, either in person at a general meeting or by ballot.

- 11.3 The society is to be operated without purpose of gain for its members and any profits or creations to the organization are to be used in promoting its objectives. This provision was previously unalterable.
- 11.4 For the purpose of the Pacific Northwest Region, National Model Railroad Association bylaws, the president of the Society will be referred to as Superintendent and will sit as a director on its board.