

FORM 3
SOCIETY ACT
CONSTITUTION

1. The name of the society is CUMBERLAND AND DISTRICT HISTORICAL SOCIETY
2. The purposes of the society are:-
 - (a) To preserve and present the rich history of Cumberland and the surrounding region;
 - (b) To engage the wider community in remembering and celebrating that rich history;
 - (c) To be a significant community anchor as the People's Museum of Cumberland;
 - (d) To fund and operate the Cumberland Museum and Archives.
3. **Public Access Clause**
 - (a) The museum shall be open to the public at times and rates to be decided by the governing Board of Directors.

BY-LAWS

Part 2 – Membership

1. The members of the society are those who have filled out the application form and paid the membership dues.
2. Members shall have the right to attend the Annual General Meeting and to run for a position on the Board of Directors.
3. Every member shall uphold the Constitution and comply with these By-Laws.
4. The amount of the annual membership dues shall be determined by the Board of Directors.
5. A person shall cease to be a member of the society
 - (a) On their death; or
 - (b) On being expelled.

6. (1) A member may be expelled by a special resolution of the members passed at the Annual General Meeting or at a special general meeting called for that purpose.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Annual General Meeting or at the special general meeting called for that purpose before the special resolution is put to a vote.

Part 3 – Meeting of Members

7. The Annual General Meeting of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
8. The directors may, whenever they see fit, convene an extraordinary general meeting.
9. (1) Notice of an extraordinary general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
10. The Annual General Meeting of the Society shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at Annual General Meetings

11. Except where inconsistent with these By-Laws, Roberts Rules of Order will be used at general meetings of the society.
12. Business will be transacted at an annual general meeting in the following order:-
 - (a) The report of the directors;
 - (b) The consideration of financial statement;
 - (c) The report of the certified general accountant;
 - (d) The election of directors;
 - (e) The appointment of the auditor, if required;
 - (f) Such other business as under these By-Laws ought to be transacted at an annual general meeting.

13. (1) No business, shall be conducted at a general meeting at a time when a quorum is not present.
 - (2) A quorum is ten (10) members present.
14. The Chair of the Board of Directors, the vice-president, or in the absence of both, one of the other directors present shall preside as chair of the annual general meeting.
15. (1) Resolutions proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
 - (2) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall not pass.
16. (1) A member in good standing present at the AGM is entitled to one vote.
 - (2) Voting is by show of hands.
 - (3) Voting by proxy is not permitted.

Part 5 – Directors and Officers

17. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done, by the Society in general meeting, but subject, nevertheless, to
 - (a) All laws affecting the Society,
 - (b) These By-Laws, and
 - (c) Rules, not being inconsistent with these By-Laws, which are made from time to time by the Society at the annual general meeting.
18. (1) The president, vice-president, secretary, treasurer and five other persons shall be the directors of the Society.
 - (2) The number of directors shall be nine (9).
 - (3) Terms of office are two years with four (4) directors, including the President and the Secretary, being elected in even numbered years, and with five (5) directors, including the Vice-president and the Treasurer, being elected in odd numbered years.

(4) Separate elections shall be held for each office to be filled.

(5) An election may be by acclamation; otherwise it shall be by secret ballot.

**** TRANSITION CLAUSE**

(6) At the 2018 Annual General Meeting, four (4) directors, including the President and the Secretary, shall be elected for a one-year term, and five (5) directors, including the Vice-president and the Treasurer, shall be elected for a two-year term.

19. (1) Where there is a vacancy on the Board for whatever reason, including resignation, expulsion or death, the remaining directors may appoint a member to take the place of the former director until the next Annual General Meeting.
20. The members may by special resolution remove a director before the expiration of their term of office, and may appoint a successor to complete the term of office.
21. No director shall 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

22. (1) The directors may meet together at such places as they think fit for the dispatch of business, and adjourn and otherwise regulate their meetings and proceedings as they see fit.
 - (2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
 - (3) The president shall be chair of all meetings of the directors; but if at any meeting the president is not present the vice-president shall act as chair. If neither the president nor vice-president is present, the directors present may choose one of their number to be chair at that meeting.
 - (4) Directors may at any time request a meeting of the Board of Directors.
23. (1) The directors may delegate any, but not all, of their powers to a committee consisting of such directors as they think fit.

(2) A committee engaged in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors.

24. The members of a committee may meet and adjourn as they think proper.

25. (1) Questions arising at any meeting of the directors and committee of all directors shall be decided by a majority of votes

(2) In case of an equality of votes the chair does not have a second or casting vote.

26. A resolution in writing or electronic mail, signed by all the directors and placed with the minutes of the next meeting of the Board of Directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

27. (1) The president shall preside at all meetings of the Society and of the directors.

(2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

28. The vice-president shall carry out the duties of the president during their absence

29. The secretary shall

(a) Keep minutes of all meetings of the Society and directors

(b) Have custody of all records and documents of the Society except those required to be kept by the treasurer.

The treasurer shall

(a) Be responsible, except where otherwise delegated, for the financial records, including books of account, as are necessary to comply with the Society Act, and

(b) Render financial statements to the directors, members and others when required, except where delegated.

30. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
31. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 9 – Borrowing

32. 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
33. No debenture shall be issued without the sanction of a special resolution
34. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

Part 10 – Auditor

35. At each annual general meeting the Society shall appoint a certified general accountant.
36. The accountant shall be informed forthwith in writing of appointment.
37. No director and no employee of the Society shall be the accountant.

Part 11- Notices to Members

38. A notice shall be given to a member, either personally or by mail at their registered address, or by electronic mail, and such notice shall be in accordance with the requirements of the Society Act.
39. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is

sufficient to prove that the notice was properly addressed and put in a Canada Post Office receptacle.

40. (1) Notice of an Annual General Meeting shall be given to
 - (a) Members of the Society
 - (b) The general chartered accountant
41. In the event of the dissolution of the Cumberland and District Historical Society, any assets remaining after payment of all debts and obligations shall be distributed or disposed of in such a manner as a general meeting of the society shall by special resolution decide; provided that any such distribution or disposal of the property or any proceeds derived therefrom shall be made only to recognized charitable organizations in Canada or to a provincial or municipal government. This clause was previously unalterable.
42. The Museum and other facilities managed by the society shall be available to a person or persons wishing to use these facilities at the discretion of the governing Board of Directors at rates set by the Board. This provision was previously unalterable.