

SOCIETY ACT

CONSTITUTION

1. The name of the society is LADYSMITH NEWCOMERS CLUB
2. The purpose of the society is to enable new residents of the Ladysmith area to meet other residents through regular monthly functions, social events or special interest activities.

BYLAWS

MEMBERSHIP

1. All residents who live in the Ladysmith and Chemainus area are eligible to join the Club, upon application and upon payment of the applicable dues.
2. Members in good standing are eligible to continue their membership indefinitely as long as they continue to pay the annual dues.
3. As the purpose of the Club is to permit social interaction of its members, no member shall use any occasion of social activities for the purpose of soliciting business, unless such solicitation is approved by the Board of Directors and is in the best interest of the Club.

This provision may be altered by a two-thirds majority vote.

4. To maintain membership in good standing, members shall remit dues –
 - (a) Upon joining, for new members (Dues to be prorated as follows:)

First 6 months	- full dues
Less than 6 months remaining	- one half dues
 - (b) At the beginning of the fiscal year, for continuing members.
5. Members are responsible for notifying organizers of Club events not less than 48 hours prior to the event if the member must cancel, in order to avoid charges for the event.

Members cancelling within 48 hours may be charged.

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, or
 - (d) on having been a member not in good standing to three consecutive months.

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.
 - (4) A “Special resolution” must be passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
8. 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.

MEETINGS OF MEMBERS

9. All meetings of members, except the Annual General Meeting or any special meeting, shall be held at the time and the place as determined by the Board of Directors from time to time.
10. An Annual General Meeting of members shall be held on a date and at a time as determined by the Board but in no event more than 60 days after the Club's fiscal year end.
11. Notice of the time and place of the Annual General Meeting and any special meeting, or any adjournments thereof, shall be given to members not less than 15 nor more than 45 days prior to the date of such meeting.
12. At a Special or the Annual General Meeting of members each member in good standing is entitled to one vote. A member may not designate a proxy to vote on his/her behalf. At all meetings of members all matters shall be decided by majority vote. Motions shall be voted on by show of hands unless the Chairman of the meeting requests a vote by ballot.
13. A quorum for a Special or Annual General Meeting shall be not less than 25% of the members in good standing, as shown by the most recent membership roll present in person.
14. The business to be conducted at the Annual General Meeting shall be -
 - (a) the approval of the annual financial statements
 - (b) the report of the directors, if any
 - (c) the report of the auditor, if any
 - (d) the election of directors
 - (e) the appointment of the auditor, if required
 - (f) any other business arising from the report of the directors or arising under these bylaws.
15. A resolution proposed at any meeting need not be seconded, and the Chair of the meeting may propose or move a resolution.

16. In the case of a tie vote, the Chair does not have a second or casting vote in addition to the vote to which he or she is entitled as a member, and the resolution does not pass.
17. The accidental failure to give notice to a member shall not invalidate the proceedings at the meeting.

BOARD OF DIRECTORS

18. The management of the Club shall be vested in a Board of not less than 3 nor more than 7 directors, all of whom shall be members in good standing of the Club and which shall be known as the "Board of Directors" (the "Board").
19. All directors, not continuing in their current position, shall resign effective at the Annual General Meeting.
20. The immediate past president, even though he/she may no longer be a member in good standing of the Club, shall be an ex-officio member of the Board and shall be invited to attend all meetings of the Board but shall not have the right to vote.

GENERAL POWERS AND DUTIES OF THE BOARD

21. The powers of the Board shall include the following:
 - (a) to appoint such officers and committees as it shall deems necessary, and to prescribe their duties;
 - (b) to recommend membership fees and other charges, and the terms of payment thereof;
 - (c) to call meetings of members;
 - (d) to make and execute contracts in the name of the Club or authorize its chairpersons of committees so to do; and
 - (e) to do all other things which it may deem necessary for the proper operation and management of the Club
22. Directors shall serve without remuneration but a director is entitled to be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Club. (A financial statement with all expenses and reimbursements shall be provided to any members who request it at least 14 days but not more than 28 days before the Annual General Meeting.)
23. No director shall be liable for the acts, receipts, negligence or defaults of any other director or officer or for any loss, damage, or expense accruing to the Club through the insufficiency or deficiency of any security in or upon which any monies of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any monies are deposited, or for any loss occasioned by any error of judgment or oversight on the part of such director or officer, or for any loss, damage of misfortune whatsoever, which may occur in the execution of the duties of such director or officer or in relation thereof, unless the same are occasioned by the willful negligence or default of such director.
24. Except as provided by statute, every current director or officer of the Club, or any former director or officer and his or her heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Club from and against all costs, charges and

expenses if such person acted honestly and in good faith with a view to the best interests of the Club and had reasonable grounds for believing that the conduct in question was lawful. The Club shall also indemnify such person in such other circumstances as the law permits or requires.

25. Before the date of the Annual General Meeting, a Nominating Committee, comprised of three or more members in good standing shall be appointed by the Board to recommend to the Board a slate of volunteers from which a new body of not less than 3 nor more than 7 members will be elected to form the Board of Directors.

One month prior to the date of the Annual General Meeting, the Board shall present these names to the membership, at which time the members present may make further nominations. Nominations from the floor will be asked a minimum of 3 times for each of the Directors positions. All nominations for office, either by the nomination committee or from the floor, shall be closed at the end of this meeting and no further nominations will be considered unless a position is found to be empty at the Annual General Meeting.

26. At each Annual General Meeting the members shall elect a Board of Directors of not less than 3 nor more than 7 members in good standing who shall hold office for one year or until their successors are elected or appointed. A retiring member of the Board shall be eligible for re-election if otherwise qualified. Any member present and in person at the Annual General Meeting shall have the right to vote for a maximum of 7 nominees for Director.

VACANCIES OF THE BOARD

27. If a vacancy occurs in the Board, the remaining directors shall appoint a member in good standing to fill the vacancy until the next Annual General Meeting or until a successor is elected or appointed.
28. The members may, by Special resolution, remove a director before the expiration of his/her term, and may elect a successor to complete the term of office.

MEETINGS OF THE BOARD

29. The President of the Club, or in his or her absence the Vice-president, may call a meeting of the Board at anytime with reasonable notice.
30. A majority of the members of the Board shall have the right to call a meeting of the Board by a written request to the Secretary of the Club.
31. Meetings of the Board shall be held at such place and at such times as the President, or in his/her absence, the Vice-President may select.
32. All motions on the table at a meeting of the Board except those which are required by these bylaws to be approved by a special majority vote, shall be decided by a majority vote. In the case of a tie vote, the chair will not have a second or casting vote and the motion will be defeated.
33. A resolution proposed at a meeting of directors or a committee need not be seconded and the chair of the meeting may move or propose a resolution.
34. A resolution in writing, signed by all the directors and recorded in the minutes of the directors is as valid and effective as if it were passed at a meeting of directors.

35. A quorum for meetings of the Board shall be four (4) directors present in person.

DUTIES OF OFFICERS

36. The President shall be the chief executive officer of the Club; preside at all meetings of the Board and all meetings of members; and shall be an ex-officio member of all committees appointed by the Board.
37. In the absence of the President, his/her duties shall be exercised by the Vice-President.
38. In the absence of both the President and Vice-President, the duties of the president shall be exercised by any other member of the Board designated by the Board to act in his/her behalf.
39. The Secretary shall perform the duties usually pertaining to the office of Secretary including the publication of notice of meetings of the Board and Annual and Special Meetings of members; cause to be prepared minutes of all such meetings and the keeping of same in an official minute book; the keeping of other corporate records and, if there is no Treasurer, the preparing and keeping of proper books of account
40. The Treasurer shall collect all fees and dues owing to the Club and deposit the same forthwith in the Club's bank account; pay all accounts of the Club; keep an up-to-date record of the Club's finances and render forthwith upon request an accounting thereof to the Board or to the president.
41. The Social Director shall make recommendations of monthly activities of the Club and shall co-ordinate all on-going activities of the Club with the assistance of the organizer or convener for each activity.
42. The Director of Membership shall be responsible for introducing new members at meetings; collecting, on behalf of the Treasurer, membership dues from new members and maintaining the roster of members.
43. The Director of Publicity shall be responsible for promoting the Club including placing advertisements with local media, and arranging for guest speakers for the Club as required from time to time.
44. The offices of Secretary and Treasurer may be held by one person, known as the Secretary/Treasurer.

EXECUTION OF DOCUMENTS

45. The banking business of the Club shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of directors may designate, appoint or authorize from time to time by resolution.
46. Bills of exchange, drafts, promissory notes, cheques, documents pertaining to any of the Club's bank accounts and orders for the payment of money on behalf of the Club by way of overdraft or otherwise shall be signed by such directors, officers or other persons as the Board may direct from time to time.
47. All other documents on behalf of the Club shall be executed as the Board may

direct from time to time.

48. Directors authorized to sign checks shall be the President, Treasurer and Secretary.

BORROWING

49. The Ladysmith Newcomers Club will not borrow funds or enter into any other financial encumbrance.

RESPONSIBILITY OF THE CLUB

50. The Club shall not be responsible for the loss of property of members or their guests or for any damage or personal injury sustained by them. All members should arrange fire, theft and burglary and personal liability insurance coverage through their own insurance agents.

51. Any loss or damage to Club property whether as owner or tenant shall be charged to the member responsible.

OTHER MATTERS

52. The fiscal year of the Club shall run from July 1st until June 30th of each year.

53. On being admitted to membership, every member is entitled to, and the Club must give the member without charge, a copy of the bylaws of the Club.

DISSOLUTION AND WINDING UP

54. In the event of the winding up and dissolution of the Club, any assets remaining after the payment of all debts of the Club shall be disbursed in such manner as shall be determined by a resolution approved by two-thirds of members present at a special meeting of members called for the purpose of dissolving the Club.