



Special Resolution - Revised Society Constitution and By-laws

Resolution: *Revisions and updates to the Constitution and By-laws of the New Marine Centre Society (NMCS) as endorsed by the NMCS Board of Directors and presented to the Annual General Meeting of the NMCS (November 14, 2023) are approved by the NMCS members.*

Background:

The Constitution and by-laws of the New Marine Centre Society (NMCS) were last reviewed in 2016 with revisions approved by members at the NMCS Annual General Meeting (AGM) of December 13, 2016. This review was primarily associated with revisions in the *BC Societies Act* and the need for the NMCS to conform with this Act.

Given the time elapsed since the last review, the Board of Directors asked the Governance Committee to review and propose any updates or revisions in the NMCS Constitution and By-Laws for consideration by members. Under the current framework (By-Laws Sec. 12.1), the constitution and by-laws may be amended by a special resolution approved by the Members. The Committee proposed a revised Constitution and By-Laws which were endorsed by the Board of Directors on September 26, 2023 for submission via special resolution to the NMCS members at the November 14, 2023 AGM.

Highlights of proposed revisions:

Several minor revisions have been proposed to update processes and practices along a number of key themes – summarised as follows:

1. **Terms of Appointments Directors (Sec. 5.4) and Officers (Sec. 4.5):** Clarifies the terms of appointments and conditions around the extension of appointments beyond defined terms. They obligate the Board to consider whether “a needed skill-set and experience is not presently represented on the Board” when considering extending director’s terms beyond the initial appointment (2 years) and re-appointment (4 years) terms or extending officer’s terms beyond the initial appointment (2 years) and re-appointment (2 years) terms. Such extensions would “normally be no more than one year”. The proposed change represents an improved governance practice as the current practice on beyond-term extensions does not set conditions for such extensions beyond the discretion of the Board.

2. **Maximum number of Directors (Sec. 5.1):** Raises maximum number of directors from 13 to 15 members to facilitate the recruitment of a more inclusive roster of directors and a broader range of backgrounds and experience.
3. **Working Groups and Advisory Groups (Sec. 6.3):** Authorizes the Board to establish Working Groups and Advisory Groups to support the NMCS's work. These groups can include non-members of the Board of Directors – enabling a broader range of expertise and perspective to be brought to bear on the NMCS's work. Changes complement the Board's authority to establish standing committees of the Board (which presently include Executive, Finance and Governance committees) and matches Executive Director's authority in practice to establish Working Groups and Advisory Groups.
4. **Duties of Officers (Sec. 4.4 c iii):** Clarifies role of Secretary in preparing minutes. Limits required preparation of minutes to Board of Directors meetings and AGM – hence, does not extend to minutes of Board committees, working groups and advisory groups
5. **Salish Sea Regional Reach (Sec. 1.4; Sec. 13.1):** – Changes recognize that the scope of the NMCS can and does extend beyond the Saanich Peninsula to the wider Salish Sea ecosystem - both in respect of operations and programs (Sec. 1.4) and provisions for distribution of assets in the event of dissolution of the Society

Stuart Culbertson
Secretary, New Marine Centre Society
November 14, 2023

NEW MARINE CENTRE SOCIETY

CONSTITUTION OF THE NEW MARINE CENTRE SOCIETY

1. The name of the Society is the New Marine Centre Society (“the Society”)
2. The Purposes of the Society are to:
 - a. *Operate a unique public facility or facilities to foster an appreciation of the Salish Sea Bioregion;*
 - b. *Be a valued community organization; and*
 - c. *Undertake such other activities which from time to time may be deemed appropriate in pursuing the above purposes*

BYLAWS OF THE NEW MARINE CENTRE SOCIETY

PART 1 – INTERPRETATION

1.1 In these By-Laws, unless the context otherwise requires:

- (a) “Board” means the Board of Directors of the Society;
- (b) “Director” means a director of the Board of the Society;
- (c) “Centre” means the Shaw Centre for the Salish Sea located in the Town of Sidney, British Columbia, or such other centres or programs operated within the Salish Sea Bioregion as the Board may from time to time direct, having regard to any necessity for the members to amend the Constitution of the Society;
- (d) “Member” means member of the Society;
- (e) “Society” means the New Marine Centre Society;
- (f) Words importing the singular include the plural and vice versa, words importing the female person include a male person and vice versa.
- (g) “Consent resolution” means a directors’ resolution that may be passed without a meeting

1.2 The definitions in the Act apply to these Bylaws.

1.3 The Society shall ensure at all times that it operates as a Society as defined in the Society Act (British Columbia), and that all of its purposes shall be carried out on an exclusively charitable basis, and without purposes of gain for its members.

1.4 The operations of the Society are to be primarily carried out on the Saanich Peninsula

1.5 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act, or the regulations, as the case may be, prevail.

PART 2 – MEMBERSHIP

2.1 A person may apply for membership in the Society, and the person becomes a member on the directors' acceptance of the application

2.2 Every Member shall uphold the constitution and comply with these by-laws.

2.3 Members shall pay a current annual Membership fee, in cash, or in kind for service. The Board shall determine the fee payable by Members and determine what services are acceptable in-kind.

2.4 All Members aged 13 and above and in good standing are voting Members.

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or any other debt owing by the member to the Society, and the member is not in good standing for so long as the debt remains unpaid.

2.6 A Member ceases to be a Member:

(a) By delivery of a resignation in writing to the President or Secretary, either personally or by mailing or delivering it to the address of the Society;

(b) When Membership fees become six months in arrears;

(c) On death; or

(d) When the Member is expelled.

2.7 A voting member who is not in good standing may not vote at a general meeting.

2.8 Any Member may be expelled from the Society by a two-thirds vote of the Board.

2.9 Before a member is disciplined or expelled, he or she should receive written notice including reasons and be given a reasonable opportunity to make representations to the Society.

PART 3 – ANNUAL AND SPECIAL GENERAL MEETINGS

3.1 At least fourteen days (14) notice of the date, time, and place of any general meeting of the Society shall be given to all Members. Written notice may be given by mail or by electronic means. A statement of the business to be considered at the meeting shall accompany the notice. If a special resolution is to be presented, a copy of the resolution shall accompany the notice.

3.2 Accidental omission to give notice of a meeting does not invalidate the meeting proceedings.

3.3 An Annual General Meeting will be held within each calendar year

3.4 The following business shall be transacted at Annual General Meetings:

(a) Presentation of the Minutes of the last Annual General Meeting;

(b) Presentation and consideration of the Financial Statements, the Treasurer's Report, the Auditor's Report, and the President's report, and such other reports as the President shall determine;

- (c) Presentation of the nominations for the Board and elections for Directors to come into effect at the conclusion of the meeting;
- (d) Appointment of an Auditor;
- (e) Consideration of special resolutions; and
- (f) New business.

3.5 Proposals for consideration at the next AGM may be put forward by members as long as at least 5% of the membership support the proposal.

3.6 Other relevant matters may be brought forward for discussion and, by motion, may be referred to the Board for consideration.

3.7 In addition to Annual General Meetings, the Society may hold Special General Meetings.

3.8 A majority of Directors may call Special General Meetings.

3.9 The Board shall call a Special General Meeting on the written request of 10% of the voting Members. The request shall state the reason or reasons for the meeting, which should be directly related to the purposes of the Society as set out in the Constitution. Such a requested meeting shall be held within 21 days of receipt of the request. At a Special General Meeting the only business that may be considered is that stated in the notice of the meeting.

3.10 At all Annual or Special General Meetings a quorum is seven Members present. No business other than adjournment or termination of the meeting shall be considered when a quorum is not present.

3.11 All Members shall be entitled to vote at all Annual or Special General Meetings. Proxy voting is not allowed.

PART 4 – OFFICERS

4.1 The officers of the Society (“Officers”) shall be elected for a two-year term by the Directors at a meeting to be held as soon as practical immediately after the Annual General Meeting. When the President’s term does not continue following the AGM, the meeting shall be called to order by the Society Executive Director or his/her representative for the purpose of appointing a Chair for the meeting to elect the President.

4.2 The Officers of the Society shall be the:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer;

all of whom must also be Directors, and all of whom shall cease to be Officers, if they cease to be Directors.

4.3 A director may hold more than one position described in Section 4.2 excepting the combination of President and Vice-President.

4.4 Duties of Officers:

(a) The President is the chief executive officer of the Society and shall preside at all meetings of the Society and is also ex-officio and voting member of all other committees struck by the Board.

(b) The Vice-President shall carry out the duties of the President during the President's absence and shall render assistance to the President.

(c) The Secretary shall be responsible for:

i) The correspondence of the Society;

ii) Ensuring the issuance of notices of meetings of the Society and the directors

iii) Preparation of the Minutes of all Board of Directors meetings and the Annual General meeting of the Society

iv) Ensuring that the records of the Society are available, made, and kept in accordance with the Act, other than those which are the responsibility of the Treasurer, at the address of the Society for the prescribed period of time.

(e) The Treasurer shall be responsible for:

i) Ensuring the financial records, including books of account, necessary to comply with the Act, are made, kept and available.

ii) The investment of surplus or accumulated monies in such manner as the Board shall authorize;

viii) Rendering financial statements to the Directors, members and others when required.

iii) The provision of financial statements to the Members and others when required and approved by the Board.

Nothing in this provision shall prevent the Society from retaining such accounting or bookkeeping services as may be necessary to keep the financial matters of the Society in good and proper order.

4.5 The Officers of the Society normally shall be elected by the Board for two-year terms ending at the conclusion of the Annual General Meeting. An Officer is normally eligible for a two-year reappointment only once. However, when the Board recognizes a needed skill set and experience is not presently represented on the Board, an officer could be invited to serve for an extended period. While the terms of such extensions shall be at the Board's discretion, extensions would normally be for no more than one year, requiring the Board to reconsider and repeat the invitation annually if it so wishes.

4.6 The directors, at a properly convened meeting of the Board or by consent resolution appoint a director to an office, when vacant. The appointee will hold office until the conclusion of the Annual General Meeting. If the period to the next AGM is three months or less this would not be counted as the first of a two-year term.

PART 5 – BOARD OF DIRECTORS

5.1 There shall be a Board of Directors of the Society. It shall consist of not less than seven or more than fifteen Directors elected from and by the membership. No more than 49% of directors may be in receipt of remuneration under Section 5.8.

5.2. One of the designated number of Board voting members shall be elected by and from amongst the register of current volunteers within the Centre, who are also members of the Society.

5.3 Current employees of the Centre, who are also members are barred from being directors through election.

5.4 The Members shall elect the Directors of the Board for two-year terms. A Director is eligible for re-election twice. However, when the Board recognizes a needed skill set and experience is not presently represented on the Board, a member could be invited to stand beyond this term. While the terms of such extensions shall be at the Board's discretion, extensions would normally be for no more than one year, requiring the Board to reconsider and repeat the invitation annually if it so wishes.

5.5 In the absence of a specific invitation as specified in Section 5.4, a Director may be re-elected after serving six consecutive years providing that person has not served as a Director for two years.

5.6 All directors must be qualified as defined by the Societies Act.

On election or appointment, each director must confirm in writing she or he is qualified, willing to perform the role and read, understand, and accept the responsibilities laid out in the Act and these Bylaws, before participating in any Board meeting.

5.7 No Officer, Director, or Member of the Society shall be remunerated for acting as such, but an officer, Director or Member, may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

5.8 An Officer, Director or Member may receive remuneration for services provided to the Society in another capacity.

5.9 The affairs of the Society including the Centre shall be controlled by the Board, whose duty it shall be to formulate the general policies for the operation of the Centre, and for the care, custody and control of all Centre properties and records. The Board shall render, at least once a year, a report of the operation of the Centre to the Members of the Society.

5.10 The Board shall meet at the call of the President. The President shall Chair all meetings of the Board

5.11 A quorum for the transaction of business at a meeting of the Board shall be a majority of the Directors.

5.12 A Director may participate in meetings in person, by telephone or electronic link.

5.13 When an elected or ex-officio member of the Board has a direct or indirect material interest in a contract or transaction, or a proposed contract or transaction of the Society, or a matter that is to be the subject of consideration by the Directors, that person must disclose fully and promptly the nature and extent of the interest and leave the meeting unless asked by the Directors to be present to provide information. If asked to be present that person should refrain

from any action intended to influence the discussion or vote or indeed participate in any related vote.

5.14 Where a direct or indirect material interest has been disclosed it should be recorded in the minutes of the meeting along with the action taken, or consent resolution of Directors or a record addressed to the Directors as specified by the Act.

5.15 At a Board meeting, all Directors of the Society shall be entitled to vote excepting where there is a conflict of interest (Section 5.13). In the case of an equality of votes, the President shall not have a casting or second vote.

5.16 The Directors present at a properly convened meeting of the Board, or through a consent resolution, may fill a vacant directorship by appointing a member who will act as Director until the conclusion of the next Annual General Meeting. If the period to the next AGM is three months or less this would not be counted as the first of a two-year term.

PART 6 – STANDING AND OTHER COMMITTEES

6.1 There shall be Standing Committees that shall be responsible for carrying out such duties as may be allocated by the Board in a properly convened meeting or by consent resolution.

6.2 The President shall appoint Chairs of the Standing Committees and their members. The Chairs of the Standing Committees shall report to the President and the Board.

6.3 The Board can appoint Working Groups and Advisory Groups as needed to take on specified tasks. Working groups and Advisory Groups and their Chairs shall be appointed by the President and shall include at least one Director in their membership. Individuals who are not Directors of the Society but bring expertise to the task can be invited to join Working or Advisory groups as members.

PART 7 – SUSPENSION OR TERMINATION OF OFFICERS AND DIRECTORS

7.1 Any Director may be suspended from office or have their tenure of office terminated by a vote carried by two-thirds of the Board.

7.2 A Director whose office is terminated by the Board pursuant to Section 7.1 of these by-laws shall automatically cease to be a Director, Officer and Member of the Society without further action of the Board, or other Members.

7.3 A Director ceases to be a member of the Board if they miss three consecutive, regular meetings of the Board without obtaining the prior consent of the Board.

7.4 A Director who ceases to be a member of the Board pursuant to Section 7.3 of these by-laws shall automatically cease to be a Director and Officer without further action of the Board, or other Members excepting that described in Section 7.5.

7.5 Whereas a director or officer is suspended or terminated under Sections 7.1, 7.2, 7.3 and such suspension or termination will only be effected once the officer or director is so notified in writing by the President; or at some future date and time, or the occurrence of a specified event, if specified in the written notice.

7.6 In the event that a director wishes to resign from the role, such resignation only comes into effect once the director has notified the President of the act in writing; or the intention at some future date and time, or the occurrence of a specified event, if specified in the written notice.

PART 8 – SOCIETY EXECUTIVE DIRECTOR

8.1 The Executive Director is the senior manager of the Society and as such carries the responsibilities laid out in the Act.

8.2 The Executive Director is employed by the Society to manage its activities and internal affairs; as the Society's senior manager, the Executive Director reports to the Board of Directors and is responsible to it for ensuring that the Society meets its legal and fiduciary responsibilities.

8.3 The Executive Director shall be remunerated in his/her capacity as such, and not in the capacity of a Member of the Society.

8.4 The Executive Director shall be a non-voting ex-officio member of the Board

8.5 The employment of the Executive Director may be terminated by a two thirds majority decision of the Board.

PART 9 – RECORDS

9.1 The Society will keep the records of the Society for at least 10 years in accordance with the current BC Societies Act

9.2 A member can inspect any record specified in the Act and any portion of the minutes of a meeting of directors or of a consent resolution that contains a disclosure of interest.

9.3 A Director can, without charge, inspect any record that the Society is required to keep.

9.4 Use of contact information obtained from an inspection of the register of directors is limited to matters related to the activities or internal affairs of the Society.

PART 10 – BORROWING

10.1 On the recommendation of the Board, and with a special resolution of the Members, the Society may raise or borrow any sum or sums of money for the purposes of the Society, either at one time or from time to time, and at such rate of interest, and in such manner and form, and upon such security as shall be specified in such special resolution and, for this purpose, the Society may mortgage, pledge, hypothecate and charge all or any part of the property of the Society now held or hereafter to be acquired.

PART 11 – SIGNING AUTHORITIES

11.1 The parties authorized to sign for the Society include any two of the following parties:

a) President or Vice-President;

b) Treasurer;

c) Secretary;

d) Society Executive Director;

e) or a person authorized to act in this capacity by the Board.

11.2 Two authorized signatures will be required for all banking transactions.

PART 12 – AMENDMENTS

12.1 The constitution and by-laws may be amended by a special resolution approved by the Members.

PART 13 – DISTRIBUTION OF ASSETS IN THE EVENT OF THE DISSOLUTION OF THE SOCIETY

13.1 Upon dissolution of the Society, and after payment of all debts and liabilities, the assets remaining shall be given or transferred to such other non-profit charity organizations whose goals are aligned with those of the Society as the Society may direct.

**SUBMITTED FOR APPROVAL BY THE MEMBERSHIP AT THE SOCIETY'S ANNUAL GENERAL MEETING –
NOVEMBER 14, 2023**