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The Maritime Awards Society of Canada

P.O. BOX 5328, STATION "B", VICTORIA, B.C. V8R 6S4
PATRON

The Honourable Robert G. Rogers, O.C., K.St.J., O.B.C., LL.D., D.Sc.M., C.D.

**CONSTITUTION and BY-LAWS
of the
MARITIME AWARDS SOCIETY OF CANADA**

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PART I

CONSTITUTION OF THE MARITIME

AWARDS SOCIETY OF CANADA

1. The name of the Society shall be the **MARITIME AWARDS SOCIETY OF CANADA**.
2. In support of the enhancement of interest in Canadian maritime affairs, the purposes of the Society are:
 - a. To provide funds for fellowships and research assistance to students enrolled in a course of studies in a maritime-related field at the post-graduate level in a Canadian university;
 - b. To sponsor or co-sponsor public forums and private workshops, studies, seminars and other meetings on matters related to maritime and oceanic affairs in Canada;
 - c. Not to take a public stand on public controversies about oceans and maritime affairs, but to encourage well-informed discussion of these issues, and encourage coordination among all the stakeholders, including government and industry;
 - d. To provide funds for grants to offset fees for courses of study at the post-secondary level to Canadian youth who have demonstrated a significant interest in Canada's maritime heritage by membership and outstanding personal achievement in organizations dedicated to providing character development and seamanship training opportunities;
 - e. To enhance public awareness and understanding of the vital importance of oceanic and maritime affairs to the well being of all Canadians;
 - f. To accept, and act as trustees for, such capital funds as may be entrusted to the Society;

- g. To accept contributions, gifts and bequests of all kinds made to it by donors, and to use such contributions and bequest for the benefit of the Society; and
 - h. To administer financial contributions and bequests including money or negotiable instruments and to hold, invest and re-invest the funds derived there from, ensuring at all times that the donors directions are adhered to. The power to invest and re-invest shall be limited to such investments in such securities as, at the time of making the same, are permitted by the laws of Canada.
 - i. To encourage public interest in maritime and oceanic affairs, to offer Awards to well-deserving individuals to recognise their efforts on behalf of the Society and Canada.
3. The purposes of the Society shall be carried out without purpose of gain for its member, and profits or other accretions to the Society shall be used for promoting its purposes.
4. In the event of dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be transferred to the Navy League of Canada, provided that the Navy League of Canada shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under. The provisions of the Income Tax Act of Canada from time to time in effect. If effect cannot be given to the aforementioned provisions, then such funds shall be given to the RCN Benevolent Fund.
5. All donations by the Society shall be made to Canadian educational institutions or to registered charities as defined in the Income Tax Act of Canada.
6. No member of the Society shall participate in the selection of individual recipients of donations by the Society.
7. Paragraphs 3, 4, 5, 6, and 7 of this Constitution are unalterable in accordance with the Society Act.

PART II

BY-LAWS OF THE MARITIME AWARDS

SOCIETY OF CANADA

1.0 INTERPRETATION

1.1 Terms

In these By-laws, unless the context otherwise requires:

- a. "governors" means the governors of the Society for the time being;
- b. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- c. "registered address" of a member means his address as recorded in the Register of Members;
- d. the "Board" means the Board of Governors of the Society; and
- e. "term" means the time between the Annual General Meeting and the immediate next Annual General Meeting.

1.2 Society Act Definitions

The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.

1.3 Singular and Plural

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

2.0 MEMBERSHIP

2.1 Classes of Membership

There are five classes of membership:

- a. Member, individual or organizational, including Life Member and Founding Member,
- b. Sustaining Member, individual, organizational, and corporate,
- c. Corporate Member,
- d. Honorary Member, and
- e. Vice-patron and Patron.
- f. President's Club Members.
- g. Sponsors

Founding Members of the Society shall be members and associate members in good standing of the Naval Officers' Association of Vancouver Island on the ninth day of April, 1990.

Members shall be individuals or organizations who have given an annual membership donation at the Member level as approved by the Society at a General Meeting. The Member category, which includes Founding Member and Life Member, is available to individuals who give a donation(s) at the specified level as approved by the Society at a General Meeting.

Sustaining Members of the Society are individuals, organizations, or corporations, who have given the annual membership donation for Sustaining Members as approved by the Society at a General Meeting.

Corporate Members of the Society are individuals or organizations who have given the annual membership donation as approved for Corporate Members by the Society at a General Meeting.

Honorary Members may be appointed by the Board with the unanimous approval of all Governors. Honorary members may be invited to be members of the Society for:

- a. the period of their service as Governor of the Society,
- b. the period of appointment or election to a position in the community, or life.

Membership donations are not required for Honorary Members, Vice-patron, and Patron of the Society.

President's Club Members are those members who, in addition to meeting the requirements of a member as provided in these By-Laws, have also met the requirements of the President's Club, which requirements shall be set from time to time by the Board of Governors, and who receive such special acknowledgement as provided from time to time by the Board of Governors.

Sponsors are those members who, in addition to meeting the requirements of a member as provided in these By-Laws, have also met the requirements for Sponsors, which requirements shall be set from time to time by the Board of Governors, and who receive such special acknowledgement from time to time as provided by the Board of Governors.

2.2 Rights of Members

Members, Sustaining Members, Vice-patron, and Patron of the Society are entitled to vote at any General Meeting of the Society for candidates for the position of Governor and for any other resolutions brought forward. No member is entitled to more than one vote.

2.3 Duties of Members

It is the duty of members to support the Society and the Board of Governors in achieving the purposes of the Society.

2.4 Membership Period

Membership for Members (including Life and Founding Members), Sustaining Members, and Corporate Members, is renewable annually for a twelve month period commencing the month after the appropriate membership donation are received.

2.5 Membership Status

Members, Sustaining Members, and Corporate Members of the Society who have not given their annual membership donation to the Society within six months of their membership anniversary date in the current year are not in good standing and shall therefore cease to be members of the Society.

2.6 Membership Donations

Honorary Members, Life Members, and the Vice-Patron and Patron of the Society do not pay annual membership donations.

The cost of any membership shall be set from time to time by the Board of Governors, subject to the approval of the Annual General Meeting.

2.7 Expulsion of Members

An individual member may be expelled from the Society by an unanimous decision of the Board of Governors if, in the opinion of the Board, the member has taken a public action considered to be seriously detrimental to the credibility of the Society or to the ability of the Society to achieve its purposes. Before expulsion, the member shall be given an opportunity to appear before the Board to defend his action and state why he should not be expelled.

3.0 MEETINGS OF THE SOCIETY

3.1 General Meetings

General Meeting of the Society shall be held at such time and place, in accordance with the Society Act, as the Board of Governors may decide, or upon written request delivered to the Secretary signed by not less the 10% of the voting members of the Society. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

3.2 Annual General Meetings

The Annual General Meeting of the Society shall be held not more than six months after the end of the Society's fiscal year, that is, on or before September 30 of each year. All members of the Society will be given fourteen days notice, by mail, of the date, time and place of the Annual General Meeting.

A Notice of Meeting, Annual General Meeting or Extraordinary General Meeting, will be deemed to have been given when delivered to a member personally or when sent by mail, postage prepaid, and addressed to the member at the

address shown in the Society's Membership Register; such Notice of Meeting shall be deemed to have been given on the second day following that on which the Notice is mailed.

3.3 Extraordinary General Meeting

The Notice for an Extraordinary General Meeting shall be given fourteen days in advance in accordance with Article 3.2 above and shall include a statement of the purpose of the meeting. When a Special Resolution is to be presented, a draft of the Special Resolution is to be included with the notice.

3.4 Voting

Voting for Special Resolutions as defined in the Society Act of British Columbia, the election of candidates for Governor, and confirmation of appointments to the Board of Governors will be by ballot(s) distributed and returned by mail prior to an Extraordinary General Meeting or an Annual General Meeting. When Special Resolutions or a slate of candidates for positions on the Board of Governors are to be voted on, all members will be sent drafts of the Special Resolutions and the slate of candidates to be elected or confirmed to the Board, together with appropriate ballots, not less than fourteen (14) days prior to the Meeting. Members must return their completed ballots in the envelope provided, duly signed and dated, to arrive at the address of the Society prior to 1000 hours local time on the date 48 hours prior to the Meeting.

Voting on matters, other than Special Resolutions and election or confirmation of Governors, at Annual or Extraordinary General Meetings will be by show of hands unless it is agreed by 25 percent or more of the members present that it will be by ballot.

3.5 Quorum

A quorum at a General Meeting is formed by the presence of ten (10) voting members. If within one half hour after the time appointed for the meeting a quorum is not present, the meeting shall be dissolved and stand adjourned to one half hour later on the same day, or such other time, date and place as the members present shall determine. At any such adjourned General Meeting, the Board and whatever number of members then present, shall be a quorum and may transact the business for which the meeting was originally called.

3.6 Approval of Resolutions

Approval of Special Resolutions shall require a 75 percent majority of the ballots returned. Voting by proxy is not permitted. The election to and confirmation of appointment of Governors of the Society and all other resolutions or matters of business shall be approved by a simple majority.

4.0 BOARD OF GOVERNORS

4.1 Appointment of Governors

Governors shall be elected or appointed normally for three-year terms.

There shall be a minimum of ten (10) Governors and a maximum of twenty-five (25) Governors elected or appointed to the Board, and ex-officio, the Past President of the Society and the Editor of any periodical published by the Society.

Governors may be appointed with the unanimous approval of the Board. These appointed members shall, in the opinion of the Board, be Canadian citizens with an active interest in the Society and an ability to further the Society's purposes. Upon appointment, they will automatically become Honourary Members of the Society for the duration of their term.

4.2 Vacation of Office

The office of Governor shall be vacated-if:

- a. A Governor ceases to be a member of the Society,
- b. By notice in writing to the Society a Governor resigns his office, and
- c. The Governor is removed from his office pursuant to By-law 4.5.

4.3 Meetings of the Board of Governors

The Board shall meet at least three (3) times annually. One meeting may be in preparation for the Annual General Meeting.

A quorum at a meeting of the Board is three (3) Governors.

Motions considered by the Board shall be approved by a simple majority of the Governors present except when otherwise required by these By-laws.

Meetings of the Board may be called as required by the Chairman of the Board.

4.4 Powers and Duties of the Governors

Sub- Article 1. The Board of Governors governs the Society by:

- a. set, subject to later approval by the Annual General Meeting, the levels of memberships donations.

- b. administering fund-raising activities,
- c. establishing policies for the most effective means for the Society to meet its purposes within the constraints of the Society's Constitution and By-laws,
- d. determining financial levels of grants and prizes, and
- e. selecting institutions or organizations to receive funding in support of the Society's objectives within the constraints of the Society Act of British Columbia and the Income Tax Act of Canada. It is the duty of all Governors to participate with dedication and vigor in the affairs of the Board and the Society.

Sub- Article 2. There shall be an Executive Committee, consisting of the Officers and such other Governors as the President from time to time names, Who shall exercise all the powers of the Board subject to ratification by the Board at its next meeting.

4.5 Removal of a Governor

A Governor may be removed from the-Board, if, in the unanimous opinion of the remainder of the Board, the Governor has taken public action considered to be seriously detrimental to the credibility of the Society or to the ability of the Society to achieve its purposes. Before removal, the Governor shall be given the opportunity to appear before the Board to defend his actions and state why he should not be removed from the Board.

4.6 Remuneration of Governors

No Governor shall receive any remuneration for service as a Governor of the Society but may be reimbursed for reasonable expenses incurred on behalf of the Society and approved by the Board of Governors.

4.7 Terms of Office of Governors

Subject to contrary view expressed by Resolution at the Annual General meeting no Governor, except the Immediate Past President, shall serve for more than three (3) consecutive two (2) three (3) year terms. An Immediate Past President may serve for four (4) consecutive terms.

5.0 Officers of the Society

5.1 Number of Officers

- a. The President, who shall act as chair of the Board of Governors;
- b. The Vice-President, who shall act as vice-chair of the Board;
- c. The Treasurer;
- d. The Secretary, and
- e. Such other offices as are from time to time created by the Board.

5.2 Appointment of Officers

The Officers shall be elected by simple majority of the Board of Governors to a 3-year term.

5.3 Duties of the Officers

The President shall preside at meetings of the Board and the Society, assign duties to members of the Board, be responsible for the effective implementation of all policies approved by the Board and for the implementation of the Society's Operational Plan, appoint all Committees authorised by the Board, call upon the services of any member of the Society to assist in the Society's operation, shall exercise general supervision of all Society affairs, and be responsible for the development of all policies required or necessary for the Society to achieve the Society's purposes.

The Secretary shall carry out the duties of the President in his absence. The Secretary shall:

- a. Conduct the correspondence of the Society,
- b. Issue notices of meetings of the Society and Board of Governors,
- c. Keep minutes of all meetings of the Society and Board of Governors,
- d. Have custody of all records and documents of the Society except those required to be kept by the Treasurer,
- e. Maintain the Register of Members, and
- f. Ensure the administration of the Society complies with the requirements of the Society Act.

The Treasurer shall:

- a. keep such financial records, including books of account as are necessary to comply with the Society Act and the Income Tax Act of Canada, maintain an account(s) in a chartered bank or other financial institution approved by the Board of Governors,
- b. present regular financial statements to the Board of Governors,
- c. file annual reports and income tax returns as required by the Income Tax Act of Canada, and
- d. ensure that the financial administration of the Society complies with the Income Tax Act of Canada and good business practice.
- e. Ensure the financial administration of the Society complies with the Income Tax Act of Canada and good business practice.

5.4 Executive Director

The Board of Governors may appoint an Executive Director or other paid staff position or positions who, under the general direction of the officers of the Society, will be responsible to the Board for the effective administration of all delegated duties. All duties so delegated will be documented and approved by the Board.

6.0 FINANCIAL ADMINISTRATION

6.1 Borrowing

The Society may borrow money to achieve its purposes so long as it has an operational plan to re-pay the loan within three years.

6.2 Investments

The Society, through the Board of Governors, may invest money as permitted by the Society Act and the Income Tax Act of Canada as it pertains to Registered Charities to create an investment fund to support the long-term purposes of the Society.

6.3 Fund Raising

Fund raising activities of the Society shall not contradict either the Society Act or the Income Tax Act of Canada. Included in the fund raising activities of the Society are:

- a. membership fees donations,
- b. proceeds from social and educational activities held to support the Society's purposes, and
- c. gifts and bequests as permitted under Clause A and Clause B of subparagraph 149.1(1)(e)(i) of the Income Tax Act of Canada.

6.4 Fiscal Year

The Society's Fiscal Year shall be from 1 April to 31 March. 6.5 Financial Statements

At each Annual General Meeting of the Society, the Board of Governors shall cause to be laid before the members a statement of the income and expenditures of the Society in a form meeting the requirements of the Society Act and the Income Tax Act of Canada.

7.0 AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

Amendments to the Constitution and these By-laws permitted by the Society Act and the Income Tax Act of Canada requires a Special Resolution to be approved by a 75% majority of the ballots returned by mail from voting members prior to an Annual General Meeting or an Extraordinary General Meeting of the Society.