PRFHS President's Report to Directors on

Proposed new Constitution and Bylaws

and follow-up actions for Transition under the new Societies Act

PRFHS's Constitution was modified and approved by both BC Societies and CRA Charities directorate in 2014, and is in a format that meets the BC Societies Act and the transition process. Therefore, no changes are proposed. (Any changes would have to be approved by the Charities Branch of CRA, which can take many months, and risks us losing our charitable status). The current (and hence proposed) Constitution is included below.

PRFHS's current **Bylaws** are the standard "Schedule B" of the previous Society Act. The new Act has a similar model for consideration called "Schedule 1" of the act. As part of Transition, they recommend reviewing Schedule 1 and modifying it as desired. The old Act allowed us to simply state in the constitution "our Bylaws are the Society Act Schedule B". The new Act requires us to actually prepare our Bylaws in an acceptable computer format and upload it. (I used Word and will continue to save as a .pdf for upload)

I started with Schedule 1 and made my proposed changes (included below). Schedule 1 has much bureaucratic language selected from the Act that cover items unrelated to us, while other things in the Act that might be more relevant are omitted. Rather than try to write a "best" set of bylaws, I chose to go with the Model and change only a few things I thought relevant, in hopes of a speedy approval.

Some references I reviewed are linked below.

- http://www.bclaws.ca/civix/document/id/complete/statreg/15018_01 the "Act"
- https://wiki.clicklaw.bc.ca/index.php?title=Schedule_B_Bylaws_(Societies_Act_FAQs)
- http://www.bclaws.ca/civix/document/id/complete/statreg/216_2015/search/search?84#Schedule1 (the Model Bylaws)

When approved, we need to upload our Constitution and Bylaws to the BC Societies website, and do it prior to fall 2018.

I propose we consider and amend the included Constitution/Bylaws documents by email over the winter and approve them by Special Resolution at the AGM early April. I've posted them on the website.

I also recommend we take the following action:

- Prepare and update the list of members
- Collect the relevant official documents and have copies in the office @4898 Marine, plus in a Secretary-held folder, and also an online version on the website (I'll work with Geoff on this)

Dave Florence
President PRFHS
September 19, 2017

Constitution of Powell River Forestry Heritage Society, BC Incorporation #S-20958 (the "Society")

The name of the Society is:

Powell River Forestry Heritage Society

The purposes of the Society are:

(a) to preserve and advance the heritage of the forest industry of Powell River and District,

(b) to acquire, restore and maintain forestry equipment for the Willingdon Beach Trail,

(c) to develop and operate a model, ridable railroad at Paradise Exhibition Park

(d) to support the forestry collections of local museums

Bylaws of Powell River Forestry Heritage Society,
BC Incorporation #S-0020958 (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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.

1.4 For internal affairs not covered in these Bylaws, directors and members must read the Act for direction on those internal affairs prior to enacting resolutions.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society after attendance at two or more meetings or work parties of the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board and approved by the members.

Member not in good standing

2.4 A member is not in good standing if:

(a) the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

(b) the member does not attend any meetings or work parties for one year, or the member does not communicate the desire to remain a member.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of the agenda, previous minutes and financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) new business and business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

(i) the president,

(ii) one of the vice-presidents, if the president is unable to preside as the chair, or

(iii) one of the other directors present at the meeting, if the president and vice-presidents are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 6 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 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) consider, modify if agreed by the members, and approve the agenda;

(d) consider, modify if necessary, and approve the minutes and from the last general meeting and the latest available financial report;

(e) deal with unfinished business from the last general meeting;

(f) 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' activities and decisions since the previous annual general meeting,

(iii) elect or appoint directors, and

(iv) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting

3.15 Voting by proxy is permitted. Proxies must be compliant with Section 85 of the Act. Email may be used to provide the written appointment of proxy.

Matters decided at general meeting by ordinary resolution, and

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Voting thresholds

3.17 Passing ordinary resolutions requires a simple majority of present or proxy voters. Passing special resolutions require a 2/3 majority of present or proxy voters

Notification of Meetings

3.18 Notification of meetings must be at least seven days in advance. Publication on the PRFHS.ORG website is the method of public notification.

Email is acceptable as the form of written communication where a member has agreed and provided the email address. A member may waive his right to written notification and accept telephone notification.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors. The President, Vice-Presidents, Secretary and Treasurer are included in the count of directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors. Communication by telephone or email is acceptable.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

(a) president;

(b) up to three vice-presidents;

(c) secretary;

(d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president(s)

6.4 The vice-presidents are responsible for carrying out the duties of one function of the Society's activity. If the president is unable to act, the vice-presidents will select one of them to undertake the President's role.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;

(b) taking minutes of general meetings and directors' meetings;

(c) keeping the records of the Society in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

(a) receiving and banking monies collected from the members or other sources;

(b) keeping accounting records in respect of the Society's financial transactions;

(c) preparing the Society's financial statements;

(d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

(a) by the president, together with one other director,

(b) if the president is unable to provide a signature, by one vice-president together with one other director,

(c) if the president a vice-president are unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.