


CAROL PREST

Society Act

1. Name:

The name of the Society is **THE LADYSMITH & DISTRICT HISTORICAL SOCIETY.**

2. Constitution:

- a) To record and preserve the history of Ladysmith and District, British Columbia.
- b) To facilitate awareness and understanding of, and research into, the history and heritage of Ladysmith and District, British Columbia

Bylaws

History

1. Original bylaws registered March 5th 1999
2. Modified and voted on at a Special General Meeting and submitted to the BC Government as part of the New Societies Act Transition Application November 27th, 2018.

Part: Definitions and Interpretation

Definitions

1.1 In these bylaws, unless the context otherwise requires:

"**Directors**" means the directors of the society for the time being.

"**Society Act**" means the Society Act of British Columbia from time to time in force and all amendments to it.

"**Special Resolution**" means a resolution the purpose of which is to enact one of the following:

- i/. a change in the Constitution
- ii/. a change in the Bylaws
- iii/. Expulsion of a member or members
- iv/. Removal of a member from the Board of Directors

Said resolutions require a 66% threshold of the votes cast to pass.

"**Registered address**" of a member means the member's address as recorded in the register of members.

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Words importing the singular include the plural and vice versa, and words importing a male person include all forms of person and a corporation.

Definitions in Act apply

- 1.2 The definitions in the Society Act on the date these bylaws become effective 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.

Part 2: Membership

Members

- 2.1 The members of the society are the applicants for incorporation of the society, and those persons, groups and/or corporations who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

Corporate or group membership

- 2.2 A corporate or group member may vote by its one authorized representative who is entitled to speak and vote, and in all other respects exercises the rights of a member and that representative shall be considered as a member for all purposes with respect to a meeting of the society.

Application for membership

- 2.3 All persons, groups and/or corporations who are in agreement with the objectives of the Society and agree to uphold the Constitution and comply with the By-Laws of the Society, shall be eligible to apply for membership in the Society.

Term of Membership

- 2.4 a). The term of membership shall be one (1) year (January 1 to December 31 of the calendar year.)
- b). All members in good standing are entitled to vote at an Ordinary General, Special General, or Annual General Meeting of the Society thirty-one (31) days after commencement of their membership.
- c). All members in good standing shall be issued a Membership Card, complete with the date membership began, and date of expiration.

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Duties of members

2.5 Every member must uphold the constitution and comply with these bylaws.

Amount of membership dues

2.6 The amount of the first annual membership dues must be determined by the Directors, and after that, the annual membership dues must be determined by the members at the Annual General Meeting of the Society.

Rights and privileges of membership

2.7 Membership in the Society shall entitle the holders to such other rights, privileges, and responsibilities of the Society as may be prescribed by the Board of Directors from time to time.

Termination of membership

2.8 A person ceases to be a member of the Society

- (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society,
- (b) on his 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 for 12 (twelve) consecutive months.

Expulsion of member

2.9 A member may be expelled, upon good cause, by a Special Resolution of the members passed at a Special General Meeting.

Notice of expulsion

2.10 The notice of Special Resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

Opportunity to be heard

2.11 The person who is the subject of the proposed Special Resolution for expulsion must be given an opportunity to be heard at the Special General Meeting before the special resolution is put to a vote.

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Member not in good standing

- 2.12 All members are in good standing except a member who has failed to pay his 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.

Part 3: Meetings of Members

3.1 Ordinary General Meetings

- 3.1.1 An Ordinary General Meeting constitutes a meeting open to all members to attend. Non-members are welcome by donation.
- 3.1.2 Ordinary General Meetings of members shall be held at the time and the place as determined by the Board of Directors from time to time. Notice of the meeting shall be publicized not less than one week prior to the date of such meeting detailing the subject of the meeting.
- 3.1.3 At an Ordinary General Meeting, a quorum shall be 10% of the total membership in good standing of the Society, but never less than seven (7) persons.
- 3.1.4 If within 30 minutes from the time appointed for an Ordinary General Meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated.
- 3.1.5 If at an Ordinary General Meeting
- (a) there is no President, Vice President or other Director of the Society present to act as Chairperson within 15 minutes after the time appointed for holding the meeting, or
 - (b) the President and all the other Directors of the Society present are unwilling to act as the Chairperson,
- the members present must choose one of their number to be the Chairperson.
- A Meeting cannot proceed without a defined Chairperson.
- 3.1.6 An Ordinary General Meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3.1.7 When an Ordinary General Meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

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- 3.1.8 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned Ordinary General Meeting.
- 3.1.9 A resolution proposed at an Ordinary General Meeting shall be seconded for debate, and the Chairperson of the meeting may propose a resolution.
- 3.1.10 A member in good standing present at an Ordinary General Meeting of members is entitled to one vote.
- 3.1.11 Voting must be performed in accordance with the protocol outlined in LDHS Policy 003 (Voting at Meetings). Voting at an Ordinary General Meeting of members is by a show of voting cards, unless otherwise determined by the Chairperson or by secret ballot if requested by a member, this is seconded, and passed by majority vote. All ordinary resolutions shall be decided by majority vote. In the case of a tie vote, the Chairperson can cast a deciding vote, and/or recommend the resolution be Tabled. A recommendation to Table shall be moved, no seconder required.

3.2 Annual General Meetings

- 3.2.1 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 6 months after the Society's fiscal year end.
- 3.2.2 Notice of the time and place of the Annual General Meeting & Agenda, or any adjournments thereof, shall be given to members not less than 15 nor more than 30 days prior to the date of such meeting.
- 3.2.3 At an Annual General Meeting of members each member in good standing is entitled to one vote. A member may designate a proxy to vote on his/her behalf, said proxy to be registered with the Society Secretary a minimum of three days prior to the meeting in accordance with the protocol outlined in LDHS Policy 001 (Appointment of Proxy). Proxy voting must be performed in accordance with LDHS Policy 002 (Exercise of Proxy). With the exception of Special Resolutions, all matters shall be decided by majority vote.
- 3.2.4 Motions shall be voted by a show of voting cards, unless (i) the Chairperson of the meeting requests a vote by ballot and/or (ii) a Member moves a resolution to have the matter decided by ballot which is seconded and approved by majority vote. With the exception of Special Resolutions all matters shall be decided by majority vote. Voting must be performed in accordance with the protocol outlined in LDHS Policy 003 (Voting at Meetings).
- 3.2.5 A quorum for an Annual General Meeting shall be not less than **25%** of the members in good standing present in person or by Proxy, as shown by the most recent membership roll.

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- 3.2.6 If within 30 minutes from the time appointed for an Annual General Meeting a quorum is not present, the meeting must stand adjourned to the same day in the next week, and if possible at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 3.2.7 The business to be conducted at the Annual General Meeting shall include:
- (a) the approval of the annual financial statements
 - (b) the report of the auditor if any
 - (c) the report of the directors,
 - (d) the setting of Fees
 - (e) the election of directors to replace those whose terms of office are completed
 - (f) the appointment of the auditor, if required
 - (g) any other business arising from the report of the directors or arising under these bylaws.
- 3.2.8 Election of Directors may be by acclamation, otherwise it must be by ballot.
- 3.2.9 The accidental omission to give notice of an Annual General Meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.2.10 Relating to Board elections: In the event of more candidates running for directorships than there are board positions open, voting shall be done by paper ballot, with members marking their choices for the available positions against the list of candidate's names.
- 3.2.11 In the case of a tie vote between candidates for position of Board Director, a second ballot for this directorship position with the same candidates shall occur. In the case of a tie vote the second time around, names shall be put on identical pieces of paper and drawn from a hat by the elections officer.
- 3.2.12 Executive Board positions shall be decided after the Annual General Meeting by the duly elected Board.

3.3 Special General Meetings

- 3.3.1 The Board of Directors, by majority vote, shall be empowered to call a Special General Meeting at any time.
- 3.3.2 The Board of Directors shall call a Special General Meeting within 21 days of receiving a defined written request signed by at least 10% of the membership in good standing of the Society, with the provision that only such business as stated on the Notice of that meeting shall be dealt with at that meeting.

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- 3.3.3 Notice of the time and place of a Special General Meeting, or any adjournments thereof, shall be given to members not less than 15 nor more than 30 days prior to the date of such meeting. The notice shall specify the place, day and hour of the meeting and, in the case of special business, shall specify the nature of that business.
- 3.3.4 A quorum for a Special General Meeting shall be not less than 25% of the members in good standing present in person or by Proxy as shown by the most recent membership roll.
- 3.3.5 If within 30 minutes after the time appointed for an Special General Meeting a quorum is not present, the meeting must stand adjourned to the same day in the next week, and if possible at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 3.3.6 At a Special General Meeting of members each member in good standing is entitled to one vote. A member in good standing may designate a proxy to vote on his behalf, said proxy to be registered with the Society Secretary a minimum of three days prior to the meeting in accordance with the protocol outlined in LDHS Policy 001 (Appointment of Proxy). Proxy voting must be performed in accordance with LDHS Policy 002 (Exercise of Proxy).
- 3.3.7 Motions shall be voted by a show of voting cards, unless (i) the Chairperson of the meeting requests a vote by ballot and/or (ii) a Member moves a resolution to have the matter decided by ballot which is seconded and approved by majority vote. Voting must be performed in accordance with the protocol outlined in LDHS Policy 003 (Voting at Meetings).
- 3.3.8 Special Resolutions require a minimum of 2/3 approval vote to pass.
- 3.3.9 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4: Board of Directors

- 4.1 The management of the Society shall be vested in a Board of not less than five (5) nor more than nine (9) directors, all of whom shall be members in good standing of the Society, and which shall be known as the "Board of Directors" (the "Board").
- 4.2 The Board shall consist of four (4) executive positions which are President, Vice-President, Treasurer and Secretary. There shall be up to five (5) additional Directors.
- 4.3 Members at the Annual General Meeting of the Society shall elect persons to fill the position of retiring Board directors or those whose terms of office have expired.

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- 4.4 The elected Board shall appoint Board members to vacant executive Board positions.
- 4.5 The term of office of each Director shall be for two (2) years. At a commencement date determined by the Board of Directors one-half (½) of the Directors may have a term of one (1) year, and one-half (½) of the Directors may have a term of two (2) years, with each Director elected at subsequent Annual General Meetings to have a term of two (2) years.
- 4.6 A Director may serve as President for as long as they have the support of the Board.
- 4.7 All directors at the end of their term of office shall resign effective at the Annual General Meeting. A retiring member of the Board shall be eligible for re-election as a Director if otherwise qualified.
- 4.8 Directors may appoint a member to be a Director in order to fill a vacant Board Executive position. An Executive Director so appointed holds office only until the next Annual General Meeting of the Society; but is eligible for re-election at that meeting.
- 4.9 The Board of Directors may at any time appoint a member as a Director to fill a non-Executive vacancy on the Board of Directors. A Director so appointed holds office only until the next Annual General Meeting of the Society; but is eligible for re-election at that meeting.
- 4.10 Persons who are not members of the society to be appointed by the Board of Directors as a Director shall become members of the Society by paying the appropriate fees prior to their appointment.
- 4.11 Any member of the Board of Directors may be removed from the Board by their letter of resignation or by Special Resolution passed by the membership.
- 4.12 Any Executive Member of the Board may be removed from their Executive Office by their letter of resignation or by a Resolution of the Board.

Part 5: General Powers and Duties of The Board

5.1 The powers of the Board shall include the following:

- 5.1.1 to appoint and dissolve committees as it shall deem necessary, and to prescribe their duties.
- 5.1.2 to recommend membership fees and other charges, and the terms of payment thereof;
- 5.1.3 to call meetings of members;

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- 5.1.4 to make and execute contracts in the name of the Society or authorize its President and/or Treasurer to do so; and
- 5.1.5 to do all other things which it may deem necessary for the proper operation and management of the Society, subject, nevertheless, to
 - (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- 5.1.6 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 Society. (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).
- 5.1.7 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 Society through the insufficiency or deficiency of any security in or upon which any monies of the Society 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 or 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.
- 5.1.8 Except as provided by statute, every current director or officer of the Society, 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 Society 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 Society and had reasonable grounds for believing that the conduct in question was lawful. The Society shall also indemnify such person in such other circumstances as the law permits or requires.
- 5.1.9 A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.1.10 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- 5.1.11 The members may, by Special Resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

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5.2 The duties of the Executive Officers shall be as follows:

- 5.2.1 President: The President shall preside as Chairperson at all meetings of the Society and the Board of Directors and be the official spokesperson for the Society; and shall present a Report at the Annual General Meeting of the setting out the Society's activities since the last Annual General Meeting.
- 5.2.2 Vice President: The Vice President shall assist the President in all matters pertaining to the Society, and in the absence of the President, shall preside as Chairperson at all meetings of the Society and the Board of Directors.
- 5.2.3 Secretary: The Secretary shall attend all meetings of the Society and the Board of Directors, keep the records of the Society, conduct all correspondence of the Society and at the request of the President shall notify all members concerned of all meetings.
- 5.2.4 Treasurer: The Treasurer shall receive and safely keep all monies belonging to the Society; pay all accounts approved by the Board Directors. The signing officers for the Society shall be the President, Vice President, Treasurer and Secretary. Any two (2) of the signing officers shall counter-sign all cheques drawn by the Society.
- 5.2.5 Outgoing President: The Outgoing President may act in an advisory capacity for 1 full year upon completion of his term as President.

Part 6: Meetings of The Board

- 6.1 The President of the Society, or in his or her absence the Vice-President, may call a meeting of the Board at any time with reasonable notice.
- 6.2 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 Society.
- 6.3 Meetings of the Board shall be held at such place and at such times as the President, or in his absence, the Vice-President may select.
- 6.4 At any meeting of the Board of Directors, the quorum shall be five (5).
- 6.5 All motions and/or resolution on the table at a meeting of the Board shall be voted on and approved by a majority vote. In the case of a tie vote, the Chairperson will have the casting vote. In the event of an even number of Board Members present, including the President and/or the presiding Chair, a motion or resolution which has a tie vote shall be set aside.
- 6.6 A resolution proposed at a meeting of directors or of a committee requires a seconder for the resolution to be debated. The President may, from time to time, propose a resolution to the Board for its consideration. In such a case the recommended

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resolution would need to be moved and seconded by members of the Board for it to be debated.

- 6.7 A resolution in writing, signed by all the directors and recorded in the Society minutes is valid and effective as if it were passed at a meeting of the directors.
- 6.8 The President shall Chair all meetings of the directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as Chair, but if neither is present the directors present may choose one of their number to Chair the meeting, so long as a quorum is present.
- 6.9 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a written waiver of notice which may be by letter, telegram, telex or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

Part 7: Committees

- 7.1.1 The directors may delegate any, but not all, of their powers to committees.
- 7.1.2 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors; and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 7.1.3 A committee must have a designated Chairperson for its meetings. If at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the Chairperson of the meeting. In the absence of any board directors, the committee members must elect a Chairperson.
- 7.1.4 The members of a committee may meet and adjourn as they think proper.

7.2 Nominating Committee

- 7.2.1 A Nominating Committee shall be responsible for recording nomination candidates for the election of Directors to the Board at each Annual General Meeting.

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- 7.2.2 The Nominating Committee for election of Directors of the Board shall consist of the Secretary of the Society and at least two (2) but no more than four (4) other members appointed by the Directors; The Society Secretary shall act as Chairperson of the Nominating Committee.
- 7.2.3 The Committee shall not accept nomination of a candidate for election as a Director at any Annual General Meeting unless:
- a. Notice of such candidate's proposed nomination signed by the candidate and by two (2) members in good standing has been delivered to the Secretary of the Society at least ten (10) days before the Annual General Meeting, and has been published online on the Society website at least five (5) days prior to the scheduled Annual General Meeting.
 - b. The candidate has been a member in good standing for a minimum twenty-one (21) days prior to the date of the Annual General Meeting. With the exception of incumbents, all new members standing for election must be present at the Annual General Meeting.
- 7.2.4 Nomination of candidates for election to the Board must be moved and seconded by members of the Society in good standing present at the meeting.

Part 8: Execution of Documents

- 8.1 The banking business of the Society 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.
- 8.2 Bills of exchange, drafts, promissory notes, cheques, documents pertaining to any of the Society's bank accounts and orders for the payment of money on behalf of the Society by way of overdraft or otherwise shall be signed by two of either the President, Vice President, Treasurer and Secretary.
- 8.3 All other documents on behalf of the Society shall be executed as the Board may direct from time to time.

Part 9: Financials

- 9.1 The fiscal year of the Society shall run from _January 1st_ until December 31st of each year.
- 9.2 The Board shall be empowered to borrow money to further the objectives of the Society as follows:

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a) Up to and including the sum of Five Thousand (\$5,000.00) Dollars, without Special Resolution; and

b) Greater than the sum of Five Thousand (\$5,000.00) Dollars with the authority of a Special Resolution passed by a three-quarters (3/4) majority of the members in good standing present and voting at any Annual or Special General Meeting of the Society.

9.3 No debenture shall be issued by the Society without the Authority of Special Resolution passed by three-quarters (3/4) majority of the members in good standing present and voting at any Annual, or Special General Meeting of the Society.

9.4 The members may, by Special Resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at a subsequent Special Resolution or the next Annual General Meeting.

Part 10: Auditor

This Part applies only if the society is required or has resolved to have an auditor.

10.1 The Auditor shall be appointed for a term of one (1) year by the Board of Directors at its first meeting convened within two (2) weeks following the Annual General Meeting, and no Director or Officer of the Society shall be eligible for such appointment.

10.2 The Auditor shall be promptly informed in writing of appointment or removal.

10.3 The auditor of the society must

(a) prepare for the members of the society a report on the financial statements that are to be presented to the members at an annual general meeting, and

(b) state in the report referred to in paragraph (a) whether, in the auditor's opinion, the financial statements

(i) fairly reflect, in all material respects, for the period under review, the financial position of the society and the results of its operations,

(ii) were prepared in accordance with generally accepted accounting principles, and

(iii) in the case of financial statements other than the first financial statements, were prepared on a basis consistent with the basis on which the financial statements that related to the preceding period were prepared.

10.4 If an opinion given by an auditor in a report made under subsection (10.1) is subject to qualification, the auditor must state, in the report, the reasons for the qualification.

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- 10.5 The first auditor, who must be appointed by the directors, must-fill all duties occurring in the office of auditor.

Part 11: Bylaws

On being admitted to membership, each member is entitled to, and the society must make available, a copy of the Constitution and Bylaws of the society.

These Bylaws must not be altered or added to except by Special Resolution.

Part 12: Responsibility of The Society

The Society 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.

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

Part 13: Other Matters

13.1 Seal

(a) The Board of Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

(b) The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Treasurer.

13.2 Dissolution and Winding Up

In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations concerned with social problems or organizations promoting the same object of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the

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Department of National Revenue of Canada as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect.

13.3 Rules of Order

Any procedure not provided for in these By-laws shall be in accordance with Robert's Rules of Order, a copy of which is to be maintained at The Archives Reading Room.

Adopted on: ____2020/08/22____

Authorized by the Corporate Secretary: James A. Stuart

POLICIES

Definitions

A Policy is a written directive, guiding principle, or appropriate procedure that has been developed to facilitate the conducting of society business.

A Proxy is a written authorization given to enable the proxy holder to act on behalf of the LDHS Member giving the proxy, as referenced in the LDHS By-Laws – Sec. 3.2.3.

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In this document the acronym **LDHS** is used to refer to the **Ladysmith & District Historical Society**.

LDHS Policy 001: Appointment of Proxy

Appointment of Proxy:

- must be in writing per Form A – LDHS Proxy Appointment.
- can be given for general purposes in a meeting or meetings or for a specified resolution in a specified meeting.
- can be revoked at any time by the person appointing the proxy.
- can be held by any person appointed by an LDHS Member or Family Member in ‘Good Standing’ per Sec. 2.4 of the Bylaws.

A proxy holder may do anything the person appointing the proxy can do, including voting, proposing and seconding motions and participating in discussion at an annual or special general meeting, unless limited in LDHS Form A - Proxy Appointment document.

LDHS Policy 002: Exercise of Proxy

For a person to exercise their proxy, they must:

- notify, at the beginning of the meeting, the Chairperson of the meeting in which they wish to exercise their proxy of their intention to do so.
- provide the Chairperson with a signed and completed duplicate copy of LDHS Form A – Proxy Appointment
- provide the Chairperson with Identification proving that they are indeed the proxy holder
- proceed to vote/participate in the meeting(s) as authorized under the limitations (if any) of their proxy and in accordance with the protocol outlined in LDHS Policy 003 (Voting at Meetings).

LDHS Policy 003: Voting at Meetings

Voting at Ordinary, Special and Annual General Meetings must adhere to the following:

- a voting card must be issued to all eligible voters upon their entry to the meeting
- generally, votes are decided on a show of voting cards.
- the Chairperson may decide on the manner of the vote unless an eligible voter requests a precise count, in which case the chair must decide whether the vote count will be by roll call, secret ballot or some other method.

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- if an eligible voter requests a secret ballot, and this is seconded and approved by majority vote, the Chairperson will direct the vote to be taken by secret ballot.
- If voting by secret ballot, each person holding a voter card will be issued a voting slip on which they are to indicate in writing their vote; this completed slip to be given to the voting officer for counting.
- the outcome of each vote (including the number of votes for and against the resolution, or for a candidate, if a precise count is requested) must be announced by the Chairperson and recorded in the minutes of the meeting.
- With the exception of Special Resolutions, in the case of a tie vote, a second vote on the resolution or candidacy must be taken.
- a second tie vote on the same resolution/candidacy will be broken by the President of the Society, or in the absence of the President, the person who has assumed the role as Chairperson for the purposes of the meeting, by either casting a vote or deciding how the tie will be broken.

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Form A

Ladysmith and District Historical Society Proxy Appointment

This form is to be completed in duplicate in blue or black ink: One copy to be submitted to the LDHS Secretary in accordance with LDHS Policy 001 (Appointment of a Proxy) a minimum of three days prior to the meeting at which the proxy is to be exercised. The remaining copy to be provided as per LDHS Policy 002 (Exercise of Proxy) to the Chairperson of the meeting(s) at which the proxy holder is authorized.

[Check only one box]

1 Proxy for a specific meeting

I/We, _____ *[name(s)]*, the owner(s) a registered LDHS Member or Family Member in 'Good Standing' hereby appoint _____ *[name of appointee]* to act as my/our proxy at the Annual / Special (*strike out meeting categories not covered by this proxy*) general meeting(s) to be held on _____ *[month day, year]*.

2 Proxy for a specific resolution

I/We, _____ *[name(s)]*, the owner(s) a registered LDHS Member in 'Good Standing' hereby appoint _____ *[name of appointee]* to act as my/our proxy at the annual or special general meeting to be held on _____ *[month day, year]* in relation to the following resolution as circulated in advance of this meeting:

" [wording of resolution]"

Voting instructions (if any):

Voting, as defined by the Chair of the Meeting.

Limitations on Proxy, if any:

[As defined by the Resolution being put by the Chair.]

Date: _____ *[month day, year]*

Date: _____ *[month, day, year]*

Signature of LDHS Member giving this proxy

Signature of LDHS Member or person receiving this proxy