

PROVINCE OF BRITISH COLUMBIA
FORM 3
(SECTION 3)

SOCIETIES ACT

SCHEDULE 'A'

CONSTITUTION

1. The name of the society is "British Columbia Lapidary Society".

2. The purposes of the Society are:

To promote a greater understanding of mineralogy and Earth Sciences.

To provide instruction and guidance in the protection of our natural resources and the wise use of the outdoors.

To provide instruction in the artistry from natural resources by:

(a) teaching the lapidary arts;

(b) providing tools and resource material necessary for such instruction.

To create greater public awareness of the benefits to individuals and families through participation in the lapidary arts by hosting display shows.

To host educational visits by school children, youth groups and adults.

To create better family life in British Columbia communities by promoting participation in the lapidary arts and outdoor rock collecting activities.

To provide scholarship(s) annually to deserving undergraduate student(s) enrolled at a college, university or technical school in Canada.

July 14, 2018

#####

BY-LAWS BC LAPIDARY SOCIETY

DEFINITIONS

1. In these by-laws, unless the context otherwise requires,
 - a) “Director” means an individual from the member clubs who is elected by the voting members of the British Columbia Lapidary Society;
 - b) “voting member” means member club, society or association;
 - c) “member club” is a club that has applied and been accepted into membership and has not been suspended under Section 9 of these by-laws;
 - d) “ordinary resolution” means a resolution passed in general meetings by a simple majority of votes cast in person, or, if proxies are allowed, by proxy;
 - e) “Society” means the British Columbia Lapidary Society;
 - f) “special resolution” means a resolution passed at a regular or special general meeting by a majority of not less than 75 percent of such member clubs entitled to vote as are represented in person or by proxy (if proxies are allowed), where notice has been provided under Section 19 of these by-laws. A special resolution must be presented to the Board of Directors three months prior to the general or special meeting at which it is to be voted upon;
 - g) The “fiscal year” shall be January 1st to December 31st.
 - h) “Zones” are groups of clubs in a particular geographic area. There are currently four zones: Interior, Vancouver Island, Kootenay, and Northern;
 - i) “GMFC” is the Gem and Mineral Federation of Canada, a national organization of lapidary clubs.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person, a club, an association and a corporation.

MEMBERSHIP

3. Voting membership in the Society shall be open to any club, society or association in British Columbia, whether incorporated or not, having objects wholly or in part similar to the objects of the Society. Each such club, society or association admitted to membership shall have the right to exercise one vote.
4. An application for voting membership shall be made in writing, setting out the full name and address of the applicant, including full names and addresses of all members of the applicant club, society or association and such other information as may be required from time to time. The application for voting membership shall be signed by the president of the applicant club, society or association. Such application shall be accompanied by the membership fee for the current year in which the application is made.

5. Upon approval of the Board of Directors of an application for voting membership, the applicant shall be deemed to be a member for the current membership year in which the application is made and shall be issued a certificate to that effect.
6. The membership year shall commence on January 1 and end on December 31.
7. Membership fees shall be such amounts per annum as shall be proposed by the Board of Directors. Member clubs may remit half the regular membership fees for persons joining after six months of the club's fiscal year has expired. Any changes must be approved at the Annual General Meeting.
8. Any member club which fails to pay the membership fee for any membership year on or before the 1st day of January of the membership year shall immediately become a delinquent member. If such fees become more than three (3) additional months in arrears, that member club may be suspended and upon written notice of this suspension shall not be entitled to the rights, privileges and services of the Society. A member club who has been suspended only because of non-payment of fees may be re-instated after payment of the fees in arrears and the current year's fees and shall thereby regain the rights, privileges and services of the Society.
9. All member clubs are required to conform to all by-laws and amendments thereto and to all policies and regulations that govern the activities of the Society.
10. All member clubs are required to use all reasonable endeavours to promote the objects for which the Society is incorporated.
11. A member club may be expelled from the Society through a majority vote of the membership for the following:
 - i) failing to comply with the terms and provisions of the Society Act or these by-laws;
 - ii) failing to conform to the rules and regulations of the Society;
 - iii) for conduct prejudicial or detrimental to the Society.
12. A member club may resign from the Society at any time by written notice of resignation given to the Society.
13. All member clubs shall be entitled, insofar as may be practical and subject to the provisions of these by-laws and the Society Act, to take part in the activities of the Society.

GENERAL MEETINGS

14. The annual meeting of the Society shall be held during the months of May or June in each year at such time and place in the Province of British Columbia as the Board of Directors shall determine.

15. The general and special meetings are the ultimate decision-making authority in the Society.
16. All individuals belonging to a member club in good standing shall have the right to attend and speak at all general and special meetings of the Society.
17. Special meetings of the Society may be convened by the Board of Directors in accordance with the Society Act and these by-laws.
18.
 - a) Special meetings shall also be convened by the Board of Directors upon the written request of not less than six (6) or at least ten percent, whichever number is greater of voting member clubs in good standing. The request must state the purpose of the meeting and must be signed by the officers of the clubs requesting the meeting and deposited at the address of the Society.
 - b) The Directors must, within thirty (30) days of receipt of the written request from the clubs, send out a notice for the special meeting. Clubs will be given sixty days notice of the date of the special meeting.
19. All annual and special meetings of the Society shall be convened by giving to each member club in good standing notice thereof in such manner as the Board of Directors may determine, specifying the place, the date and hour of the meeting. Not less than thirty days' notice shall be given of each annual meeting or any special meeting.
20. The quorum at a general meeting shall be not less than one-fifth of the voting member clubs in good standing, represented in person. If within one-half hour from the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to an agreed time, date and place within the following two weeks. If, at the adjourned meeting a quorum is not present within the one-half hour from the time appointed, the member clubs represented shall be a quorum.
21. The president, or in his absence, the vice-president of the Society shall preside as chairperson at every general meeting of the Society. In the absence of the president and the vice-president, the second vice president or the third vice president may be called on to preside as chairperson. If none of the aforementioned officers are present, the member clubs present may choose one of their number to be chairperson.
22. A resolution put to the vote of any general meeting of the Society shall be decided by a show of hands unless a poll is, before or on the declaration of the result of a show of hands, demanded by at least three member clubs entitled to vote represented at the meeting, whereupon the chairperson shall direct that a poll be taken. Such a poll will be taken immediately.
23. In the event of an equality of votes, whether on a show of hands or poll, the chairperson of the meeting shall have the deciding vote.

- 24 On a poll, votes may be given either personally or by proxy at any annual, special, or general meeting.
- 25 The instrument appointing a proxy shall be in writing and signed by the president of the club, society or association holding a voting membership, or by his alternate designee. Such proxies may be exercised by a member of the BC Lapidary Society.
- 26 The instrument appointing a proxy shall be deposited at the address of the Society not less than 48 hours before the time for holding the meeting at which the member named in the instrument proposes to vote, or can be registered with the Recording Secretary of the Society prior to the meeting; and in default the instrument of proxy shall not be treated as valid.
- 27 An instrument appointing a proxy may be in the following form, or in any other written form that the Board of Directors may approve:

“British Columbia Lapidary Society
 We..... club of
 in the Province of British Columbia, being a voting member club in good standing of the British Columbia Lapidary Society, hereby
 appoint..... Of
 in the Province of British Columbia, as our proxy, to vote for us and on our behalf at the (annual) (special) general meeting of the Society to be held on the day of 20.., and at any adjournment thereof.
 Signed this Day of 20...”

BOARD OF DIRECTORS

- 28 The Board of Directors shall consist of the following elected positions: President, 1st Vice President, 2nd Vice President, 3rd Vice President, Recording Secretary, and Treasurer.
- 29 The number of Directors must be six or a number to be determined from time to time at a general meeting in compliance with the Society Act.
- 30 The members of the Board of Directors should represent not less than four (4) member clubs.
- 31 All Board of Director positions shall be elected for a one year term at the Annual General Meeting of the Society. Any member of the Board of Directors may stand for election for more than one term. Society representatives for the Gem and Mineral Federation of Canada shall also be elected at the Annual General Meeting of the Society. The President of the Society is automatically a member of the GMFC executive.

32 No later than the February meeting of the Board of Directors preceding the annual general meeting, a Nominating Committee shall be selected. Such committee shall consist of the President, 1st Vice President, and one representative from each of the zones, if feasible, with three being the minimum. At least one member of the committee will be from the Lower Mainland clubs. It shall be the duty of the Nominating Committee to select a suitable candidate for each of the elected offices to be voted on at the annual general meeting. All nominees shall have agreed to run for a given office.

Nominations may be made from the floor at the annual general meeting and shall be accepted by the nominating committee, provided the nominee has given their consent. In the absence of the nominee, such consent must be in writing.

33 If a vacancy occurs on the Board of Directors between Annual General Meetings, the Board can appoint someone on an interim basis to fill that position. The person appointed is subject to the approval of the membership at the next general membership meeting.

34 The immediate Past President shall be an ex-officio member of the Board of Directors.

35 The quorum necessary for the transaction of business of the Board of Directors shall be a majority of the Board.

36 The day-to-day business, affairs, and management of the Society shall be conducted by the Board of Directors, subject to the provisions of the Society Act and the By-laws of this Society. The Board also has the authority to hire such staff as they deem necessary.

37 The Board of Directors may spend up to \$5000 on any single purchase between general meetings for operating the Society without prior approval from the membership.

38 The Directors may meet together or communicate for the dispatch of business, adjourn, and otherwise regulate their meeting. Questions arising at any meeting shall be decided by a majority vote. In the case of a tie, the chairperson shall have the deciding vote.

39 The Directors may delegate any of their powers to committees consisting of such member or members of their body or of the Society generally as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to all regulations that may be imposed on them by the Directors.

40 A Director may be removed from office by special resolution and another Director may be elected or appointed by ordinary resolution to serve the balance of the term.

DUTIES OF DIRECTORS

- 41 It is the duty of the President to preside at all general meetings of the Society and all Board of Directors meetings. The President shall be an ex-officio member of all committees.
- 42 It is the duty of the 1st Vice President, in the absence of the President, to preside as chairperson at all meetings of the Society and of the Board of Directors, and otherwise to assist the President and other officers in the exercise of their respective duties as may be required. The 1st Vice President shall be a member of the Gem Show Committee, and shall assist the 2nd Vice President with his/her transition to the Rendezvous Director position.
- 43 It is the duty of the 2nd Vice President, in the absence of the President and the 1st Vice President, to preside as chairperson of all meetings of the Society and of the Board of Directors, and otherwise to assist the President and other officers in the exercise of their respective duties as may be required. The 2nd Vice President shall be the Rendezvous Director, responsible for soliciting clubs to host Rendezvous and liaise with the host clubs during preparation and implementation. The 2nd Vice President shall assist the 3rd Vice President with his/her transition to the Summer Camp Director position.
- 44 It is the duty of the 3rd Vice President, in the absence of the President, 1st Vice President, and the 2nd Vice President, to preside as chairperson of all meetings of the Society and of the Board of Directors and otherwise to assist the President and other officers in the exercise of their respective duties as may be required. The 3rd Vice President shall be the Summer Camp Director, responsible for soliciting clubs to host Summer Camp and liaise with the host clubs during preparation and implementation.
- 45 It shall be the duty of the Recording Secretary to attend all meetings of the Society and all meetings of the Board of Directors, and to record accurately all minutes and proceedings of every such meeting in a minute book to be provided by the Society.
- 46 It shall be the duty of the Treasurer:
- a) to collect and receive on behalf of the Society all fees, dues, assessments, donations, gifts, grants, and monies due or made to the Society;
 - b) to prepare all bills for payment and to make all payments as may be directed by the Board of Directors;
 - c) to keep accurate records of all receipts and expenditures of the Society;
 - d) to keep accurate books and records of all assets and properties of the Society;
and
 - e) to keep in safe custody all monies, bonds, and securities of the Society

The Treasurer shall at all times and from time to time as requested, submit all books, records and documents pertaining to the financial position of the Society for review in order that the reviewer may have the fullest possible information for the purpose of making a financial review of the affairs of the Society.

BOARD OF GOVERNORS

- 47 The Board of Governors shall be comprised of Past Presidents, of which three (3) represents a quorum. The immediate Past President shall act as Chairperson of the Board of Governors. The function of the Board of Governors shall be to act as advisors to the Board of Directors of the Society. A meeting of the Board of Governors may be called by any member of the Board of Directors.

BANKING

- 48 The banker of the Society shall be such chartered bank or credit union as may from time to time be determined by the Directors.
- 49 All funds of the Society shall forthwith after receipt thereof be paid or deposited into the bank account of the Society.
- 50 All cheques, drafts, notes, and other negotiable instruments shall be signed, executed or endorsed by such person or persons in such a manner as may be determined upon from time to time by the Directors, and unless and until otherwise determined by the Directors, shall be signed executed or endorsed by any two of the President, 1st Vice President, 2nd Vice President, 3rd Vice President, the Treasurer or the Recording Secretary, and no cheque, draft, note or other negotiable instrument shall be valid unless signed, executed, or endorsed as indicated in this section.
- 51 The Treasurer, unless and until otherwise determined by the Directors, shall arrange, settle, balance and certify all bank books and accounts between the Society and the bankers of the Society and shall receive all cheques and vouchers from the said bankers.

BORROWING

- 52 For the purpose of carrying out its objects, the Society may borrow or raise or secure payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but in no case shall debentures be issued or any real estate owned by the Society be mortgaged, pledged or changed without the sanction of a special resolution of the Society.
- 53 The books and accounts of the Society shall be reviewed annually by an accounting firm retained by the Society or by an independent individual appointed by the Society.

SEAL

- 54 The seal of the Society shall be in the custody of the Treasurer and shall not be used except by authority of a resolution of the Board of Directors or of a general meeting of the Society, and in the presence of such officers of the Society as may be prescribed by any such resolution, or, if no officers are prescribed by the resolution, in the presence of the President and another member of the Board of Directors, and such officers shall sign every instrument to which the seal of the Society is so affixed.

ALTERATION OF BY-LAWS

- 55 These by-laws shall not be altered or added to except by a special resolution of the Society at an annual or special meeting.

INSPECTION BY MEMBERS

- 56 The books and records of the Society may be inspected at any time during business hours by members on six (6) days' written notice to the President.
- 57 In the event of dissolution of the British Columbia Lapidary Society, any assets Remaining after payment of all debts and obligations shall be distributed to a Recognized charitable organization with similar objects in the province or Elsewhere in Canada. (This provision was previously unalterable.)
- 58 The aims of the Society shall be carried out by volunteers without the purpose Of gain for its members and any profit or other accretion to the Society shall be Used for furthering its aims. (This provision was previously unalterable.)