


T.K. SPARKS

The Constitution and Bylaws
of the
NORTH ISLAND AMATEUR RADIO SOCIETY

Constitution & Bylaws

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CONSTITUTION

1. Name

(a) The name of the society is the North Island Amateur Radio Society.

2. The purposes(s) of the society is (are):

(a) To promote and encourage amateur radio experimentation and other communications services and thereby provide an alternate communications network for emergency use.

(b) To foster goodwill and service among members of the community in which the activities of the Society are to be carried on.

(c) To provide, operate and maintain facilities and equipment for the purpose of amateur radio communications for the use of its members and all amateur radio operators.

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BYLAWS

As outlined in the British Columbia Societies Act (RSBC 1996) Chapter 433, Schedule B Section 6(1)

1. Interpretation

In these bylaws, unless the context otherwise requires:

- (a) “directors” means the directors of the society for the time being
- (b) “document(s)” means the documents of the society. These documents may include but are not limited to: letters of patent, financial records, society correspondence, certificates, memorandums of understanding, agendas, minutes, notices to members, contracts.
- (c) “ordinary resolution” means
 - (i) a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person or, if proxies are allowed, by proxy,
 - (ii) a resolution that has been submitted to the members of a society and consented to in writing by 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the society or if a society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by a simple majority of votes cast in respect to the resolution:
- (d) “registered address” of a member means the members address as recorded in the register of members.
- (e) “registered email” of a member means the members electronic mail address as recorded in the register of members.
- (f) “simple majority” means a voting result of 50% plus one of the number of members present.
- (g) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it.
- (h) “special resolution”
 - (i) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote in person or, if proxies allowed by proxy;
 - (ii) of which the notice that the bylaws provide, and not being less than

- 14 days notice, specifying the intention to propose the resolution as a special resolution has been given, or
- (iii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given;
- a) a resolution consented to in writing by every member of a society who would be entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the society and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the society,
- b) if a society has adopted a system of indirect delegate voting or voting by mail, a resolution passed by at least 75% of the votes cast in respect of the resolution.
- (iv) The definition in the Society Act on the date these bylaws become effective apply to these bylaws. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

2.Membership

- (a) A person may apply to the directors for membership in the society and on acceptance by the directors is a member. Every member must uphold the constitution and comply with these bylaws. Every member must complete an application before acceptance shall be granted. Memberships are valid for one fiscal year. The total number of Honorary, Associate and Lifetime Members must be less than the number of Regular Members.
- (b) Memberships shall consist of four groups;
- (i) A Regular Membership
- a) shall be eligible to run for elected office; and,
- b) shall be eligible to vote in all General Meetings; and,
- c) is required to pay membership dues
- d) shall hold a valid Canadian Certificate of Proficiency in Amateur Radio
- (ii) Associate Member
- a) Any person organization, corporation, company or entity residing in or established in Canada, or elsewhere, that is interested in Amateur Radio but does not hold a valid Canadian Certificate of Proficiency in Amateur Radio
- b) An associate member shall have the right to attend meetings

of members and shall have the right to vote thereat or to hold any office of the Society

(iii) An Honorary Membership

- a) The directors may elect an Honorary Member, by simple majority vote, any individual person who has clearly demonstrated a keen interest in the society and who has worked diligently to further its objectives.
- b) shall be eligible to run for elected position
- c) shall be eligible to vote
- d) shall not be subject to the payment of membership dues
- e) shall be a member in good standing for a period of one fiscal year

(iv) Lifetime Membership

- a) The directors may elect, by special resolution, to Lifetime Membership any person, who has gone above and beyond the call of duty in service to the society.
- b) shall be eligible to run for elected position
- c) shall be eligible to vote
- d) shall not be subject to the payment of dues Membership Dues

(c) The annual membership dues shall be determined by the directors before the general meeting preceding the Annual General Meeting of the society. The determined value of the dues shall be presented by the directors to the membership as an ordinary resolution at the general meeting preceding the Annual General Meeting.

(i) The date for payment of dues by regular and associate members shall be the date of the Annual General Meeting

(ii) The final date for late payment of dues shall be set by the directors at the general meeting preceding the Annual General Meeting.

(iii) The date payable, and the amount of dues, shall be included in the agenda of the Annual General Meeting.

(d) Cessation of Membership

(i) A person shall cease to be a member of the society

(ii) by delivering his resignation in writing to the Society, in person, by mail, or by courier

(iii) upon his death or in the case of a corporation, dissolution

(iv) upon being expelled

(v) upon failure to renew membership

vi) 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

(e) Expulsion of a Member

(i) A member may be expelled by a special resolution of the members passed at a general, or extraordinary meeting for

a) violation of the Constitution or Bylaw of the Society

b) conduct detrimental to the Society, Amateur Radio, or the public at large

(ii) A member may be expelled by a special resolution of the members passed at a general meeting

(iii) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion

(iv) The person who is subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

3.Meetings of Members

(a) General Meetings of the society must be held at a time and place in accordance with the Society Act that the directors decide

(b) Every general meeting, other than an annual general meeting, is an extraordinary general meeting

(c) The directors may, when they think fit, convene an extraordinary general meeting

(i) Notice of a general meeting must specify the place day time and hour of the meeting, and in the case of special business, the general nature of that business

(ii) 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 a notice does not invalidate the proceedings at that meeting.

(d) The first Annual General Meeting of the society must be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting must be held at least once every calendar year and not more than fifteen (15) months after the holding of the last preceding general meeting.

4.Proceedings at General Meetings

(a) Special business is:

(i) all business at an extraordinary general meeting except the adoption of rules of order, and

(ii) all business conducted at an annual general meeting, except the following

a) the adoption of rules of order

b) the consideration of financial statements

c) the report of directors

d) the report of the auditor, if any

e) the election of directors

f) the appointment of an auditor, if required

g) the other business that, under these bylaws, ought to be conducted at the annual general meeting or business that is brought under consideration by the report of the directors

issues with the notice convening the meeting.

(iii) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(iv) If at any time during a general meeting there ceases to be a quorum present, business then progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(v) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

(b) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in an other case, it must stand adjourned to the same day in the next week, 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.

(c) Subject to bylaw 4(d) the president of the society, the vice president, or in the absence of both, one of the other directors present, must preside as chair of a general meeting.

(d) If at a general meeting

(i) there is no president, vice president, or other director present within 15 minutes after the time appointed for the meeting, or

(ii) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to

be the chair.

(e) A 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.

(f) When a meeting is adjourned for 10 days or more notice of the adjourned meeting must be given as in the case of the original meeting.

(g) 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 general meeting.

(h) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(i) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

(i) A member in good standing present at a meeting of members is entitled to one vote.

(j) Voting is by a show of hands

(k) Voting by proxy is not permitted

5. Directors and Officers

(a) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed, or required to be exercised or done by the society in a general meeting, but subject, nevertheless to,

(i) all laws affecting the society

(ii) these bylaws, and

(iii) rules, not being inconsistent with these bylaws, that are made from time to time by the society at a general meeting

(b) A rule, made by the society at a general meeting, does not invalidate a prior act of the directors that would be valid if that rule had not been made

(c) The president, vice president, secretary are directors of the society

(d) The number of directors must be four (4) or a greater number determined from time to time at a general meeting

(e) The directors must retire from office at the end of each annual general meeting when their successors are elected.

(f) Separate elections must be held for each office

(g) An election may be by acclamation, otherwise it must be by ballot, electronic ballot or by show of hands

- (h) If a successor is not elected, the person previously elected or appointed continues to hold office
- (i) Directors may at any time and from time to time appoint a member as a director to fill a vacancy
- (j) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting
- (k) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director
- (l) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office
- (m) 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
- (n) A director must not be remunerated for being or acting as a director but a director must be reimbursed for all authorized expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society

6.Proceedings of Directors

- (a) The director may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit
- (b) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a simple majority of the directors then in office
- (c) The president is the chair of 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 be the chair of the meeting
- (d) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors
- (e) The directors may delegate any, but not all, of their powers committees consisting of the director or directors as they think fit
- (f) 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
- (g) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed to

hold the meeting, the directors present who are members of the committee must choose one of their number to be chair of the meeting

(h) The members of a committee may meet and adjourn as they think proper

(i) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present

(j) A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, email, telegram, telex or cable of any meeting of the directors and may at any time withdraw the waiver and until the waiver is withdrawn

(i) a notice of meeting of directors is not required to be sent to that director and

(ii) any and all meetings of the directors of the society, notice of which has been given to that director, if a quorum of the directors is present, are valid and effective

(k) Questions arising at a meeting of the directors and committee of directors must be decided by a simple majority of votes

(l) In the case of a tie vote, the chair does not have a second or casting vote

(m) A resolution proposed at a meeting of directors or committee of directors need not be seconded and the chair of a meeting may move or propose a resolution

(n) A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the directors

7.Duties of Officers

(a) The president presides at all meetings of the society and of all the directors

(b) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties

(c) The vice president must carry out the duties of the president during the president's absence

(d) The secretary must do the following

(i) conduct the correspondence of the society

(ii) issue notices of meetings of the society and directors

(iii) keep minutes of all meetings of the society and directors

- (iv) have custody of all records and documents of the society except those required to be kept by the treasurer
- (v) have custody of the common seal of the society
- (vi) maintain the register of members
- (e) The treasurer must
 - (i) keep the financial records including books of account, necessary to comply with the Society Act, the Income Tax Act and
 - (ii) render financial statements to the directors, members and others when required
- (f) The offices of secretary and treasurer may be held by one person who is to known as the secretary treasurer
- (g) If a secretary treasurer holds office, the total number of directors must not be less than four (4) or the greater number that may be determined under by law 5(c)
- (h) In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting

8. Seal

- (a) The 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 secretary treasurer

9. Borrowing

- (a) In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures
- (b) A debenture must not be issued with the authorization of a special resolution
- (c) The members may, by special resolution, restrict the borrowing powers of the director, but a restriction imposed expires at the next annual general meeting

10. Auditor

- (a) The Part applies only if the society is required to have an auditor or has resolved to have an auditor
- (b) The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor
- (c) At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting
- (d) An auditor may be removed by ordinary resolution
- (e) An auditor must be promptly informed in writing of the auditor's appointment or removal
- (f) A director or employee of the society must not be its auditor
- (g) The auditor may attend general meetings

11. Notices to Membership

- (a) A notice may be given to a member either personally, by email to registered email address, or by mail to the member at the member's registered address
- (b) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle
- (c) Notice of a general meeting must be given to
 - (i) every member shown on the register of members on the day notice is given and
 - (ii) the auditor if Part 10 applies
 - (iii) No other person is entitled to receive a notice of a general meeting

12. Documents

- (a) All documents must be protected from damage, loss or theft
- (b) The directors may by ordinary resolution, change the method of protecting the documents of the society

13. Bylaws

- (a) On being admitted to membership, each member is entitled to, and the society must give, without charge, a copy of the constitution and bylaws of the society
- (b) These bylaws shall not be altered or added to except by special resolution