

THE CANADIAN NAUTICAL RESEARCH SOCIETY

By-Laws

As amended 2001, see Argonauta Vol XVIII, No 3, July 2001, 18-27; amendments not highlighted; Art. 5.g renumbered 5.f (not used) for continuity.

1. The name of the corporation, hereinafter called the Society, shall be The Canadian Nautical Research Society.

Head Office and Branch Offices

2. The head office of the Society shall be at the City of Ottawa in the Province of Ontario. The Society may establish branches elsewhere in Canada as the Council may deem expedient by resolution.

Seal

3. The seal of the Society shall be kept in the form impressed hereon and shall be kept at the head office of the Society.

Objects

4. The purpose of the Society is to promote in Canada the study of ships, shipping affairs, the men and women associated with them, and their relationship with the development of societies and maritime environments.
5. To this end the Society shall:
 - a) sponsor interdisciplinary nautical research among members by organizing meetings, arranging for the exchange of information, co-operating with other groups, museums, universities, schools and interested persons;
 - b) publish a quarterly newsletter reporting developments in the field of nautical research and containing original articles, notes and transcripts of documents;
 - c) publish a Canadian journal of nautical research.
 - d) Offer awards recognizing merit of articles and books published on maritime subjects.
 - e) Offer an award promoting new scholarship.
 - f) Offer an award for merit in special recognition excellence in Canadian nautical research applicable to individuals or institutions, or for an extraordinary contribution to the Society.

Limitations

6. The Society is non-sectarian, non-racial and non-political, and shall not have any religious, racial or political affiliation.

No Pecuniary Gain to Members

7. The Society is a non-profit organization and shall be carried on without the purpose of pecuniary gain for its members, councillors or officers. Any profits or accretions to the Society shall be used solely for the support of the objectives of the Society. Officers and Councillors shall receive no remuneration for their services.

Membership

8. Every person and institution supporting the aims of the Society is eligible to become a Member.
9. Either institutional or individual membership may be obtained by application to the Society through the Head Office or at any branch, and upon payment of the subscription hereinafter mentioned.
10. Each Institutional Member and each Individual Member shall pay a subscription due and payable by 31 March each year. The rates for subscription shall be prescribed by the Council subject to the approval of the Members at the Annual General Meeting.
11. Every Member shall abide by and be bound by these by-laws and by other rules of the Society. Acceptance of membership in the Society shall be deemed to be an undertaking to abide by and be bound by all such by-laws and other rules.
12. The right to vote in the affairs of the Society shall be limited to Members in good standing.
13. Membership may be terminated at any time either by:
 - a) the Member resigning in writing in which event all payments due to the Society shall accompany the resignation: or
 - b) the Member omitting to pay the annual subscription prescribed; or
 - c) the Council, where in its opinion a Member has acted contrary to the interests of the Society; provided that before terminating a membership under this clause, the Member shall first be given the opportunity to explain his or her position in writing. A Member may appeal the Council's ruling to a general meeting of the Society.

Honorary Membership

14. On recommendation of the Council, members at a General Meeting may as a special mark of recognition for an extraordinary contribution to the Society and/or to the field of nautical research, grant Honorary Membership in the Society to an individual. Such Honorary Membership shall be for life unless it is later resigned or revoked as described above. A person so honoured shall receive all publications of the Society free of charge, shall have voice and vote at all general meetings, and voice but not vote at all meetings of the Council.

Meetings of Members

15. The Annual General Meeting of the Members of the Society shall be held at a time and place to be determined by the Council, normally between the end of April and the beginning of September. Any two consecutive Annual General Meetings shall not be more than fifteen months apart. At every Annual General Meeting, in addition to any other business that may be transacted, the financial statement and report of the auditor or reviewer shall be presented.
16. Special General Meetings may be called by the Council at any time.
17. At all General Meetings ten voting Members shall constitute a quorum for the transaction of business, but a lesser number may adjourn from day to day until such time as a quorum is obtained.
18. The Secretary shall give to all who are qualified to attend at least fourteen days notice of all annual and special general meetings and shall specifically state the hour and place of such meetings and the agenda for them.

Officers

19. Officers of the Society shall be a President, a First Vice- President, a Second Vice-President, a Secretary, a Membership Secretary and a Treasurer, who shall be elected at the Annual General Meeting.
20. The President shall be charged with the general supervision of the business and affairs of the Society; shall preside over all meetings of the Society and Council; shall do, perform and render such acts and services as the Council shall prescribe and require. S/he shall serve no more than three consecutive annual terms of office.
21. The First Vice-President shall, in the absence of the President, have all the powers and duties of the President. S/he shall serve no more than three consecutive annual terms of office.
22. The Second Vice-President shall, in the absence of the President and the First Vice-President, have all the powers and duties of the President. S/he shall serve no more

than three consecutive annual terms of office.

23. The Secretary shall conduct and act as custodian of correspondence relating to the affairs of the Society; record the meetings of the Council and of the Society; and perform such other duties as may from time to time be prescribed by the Council.
24. The Membership Secretary shall maintain the Society's master mailing list; keep records on all members, past and present; organize membership recruitment; lead membership retention; report on the status of membership at the first council meeting in each year and at the Annual General Meeting, and perform such other duties as may from time to time be prescribed by the Council.
25. The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Society, and, under the direction of the Council, shall control the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Society and prepare an annual operating budget. S/he shall prepare quarterly reports for the Council of the Society's year to date revenues and expenditures compared against the annual operating budget. S/he shall render an account of all his transactions as Treasurer and of the financial position of the Society at Council meetings or whenever required of him. S/he shall perform such other duties as may from time to time be prescribed by the Council.

Council

26. The management of the Society shall be vested in a Council consisting of the President, the Secretary, the Treasurer, the Membership Secretary, the Past President and four Councillors elected at the Annual General meeting; and *ex officio* with voice but no vote, members in good standing of the Canadian Nautical Research Society, resident in Canada, who also hold office in other national and international maritime organizations.
27. The Council shall meet together for the despatch of business, adjourn and otherwise regulate its meetings as it deems fit. The quorum necessary for the transaction of business shall be four members.
28. The Council shall fill any vacancies among the Officers or in Council. Persons selected under this clause shall hold office until the first General meeting thereafter, at which time vacant offices will be filled by election.
29. All chairs of committees, boards, or other advisory panels established by the Council on a permanent basis to promote the work of the Society who are not otherwise members of the Council shall be *ex officio* members of the Council with voice but no vote.
30. Any officer or member of the Council may be removed from office by a two-thirds vote of the members at any Special General Meeting called for the purpose.

Committees

31. There shall be a Nominating Committee. Normally the Past President shall chair this committee with such other members as may be appointed by the Council. No officer or member of council standing for re-election shall be a member of this committee. The nominating Committee shall nominate one candidate for each position to be filled at the next Annual General Meeting. Members may propose the names of candidates, in writing and with the signatures of three members. All proposals must include a written undertaking signed by the nominee to accept the position if elected. The Chairman shall close the Nominating Lists, which shall include the proposals of the nominating committee and the proposals by members, not later than the 20th day of April, after which no more nominations will be accepted. Voting shall take place at the Annual General Meeting. Members may also vote for officers of the Society by ballots mailed to the Chair of the Nominating Committee prior to the Annual General Meeting.
32. Other committees, boards or advisory panels may be appointed by the Council to act as advisory bodies to the Council, and to further the objectives of the Society. The Council shall appoint the Chairman of each committee, board or advisory panel and draft or approve the terms of reference.
33. The President shall be an *ex officio* member of all Committees, boards and advisory panels established by Council unless specifically stated otherwise.

Financial Matters

34. The fiscal year and the business year of the Society shall commence on the first day of January in each year and terminate on the last day of December.
35. At each Annual General Meeting the Treasurer, or in his/her absence a member of Council, shall present an examined or audited statement of the previous financial year. In addition, a budget for the next calendar/fiscal year shall be presented and approved by the members. At the first meeting of the Council in the new year, the budget for that year approved at the last AGM may be amended in light of the unaudited statements of the old year as presented by the Treasurer. Any such amendment must be reported in the next edition of the Society's newsletter. The President may, with the advice of a quorum of Council, approve any non-budgeted expense, or any over-budget expenditure. Such action must be reported in the next edition of the Society's newsletter. Any amendments to the current year's operating budget or any expenses approved by the President made prior to the Annual General Meeting shall also be reported at that time.
36. At each Annual General Meeting the members shall appoint a designated accountant to audit or review (as appropriate) the financial records of the Society for the ensuing year and shall fix their remuneration. Council may fill any vacancy in the office of auditor or reviewer, but no member of the Council shall be appointed as an auditor or reviewer of the Society's accounts.

37. Contracts, documents or any instruments in writing requiring two signatures of the Society shall be signed by the President or the First Vice-President or the Second Vice-President and the Secretary or in the case of cheques drawn on a bank account of the Society the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Seal of the Society when required may be affixed to contracts, documents and instruments in writing as aforesaid.

Miscellaneous Clauses

38. *Roberts Rules of Order* shall govern proceedings at all members' and Council meetings unless otherwise provided for in these by-laws.
39. In all by-laws of the organization where the context so requires or permits, the singular shall include the plural and the plural the singular; and the masculine shall include the feminine.
40. No amendments in the by-laws or repeal of the by-laws shall be made except by vote of at least two thirds in number of the members present at an Annual or Special General Meeting, the notice of which has specified the proposed amendment or repeal. Any amendments or repeals of by-laws not embodied in letters patent shall not be enforced or acted upon until the Minister of Consumer and Corporate Affairs has been obtained.