

Canadian Nautical Research Society

By-Law 1

NAME

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

DEFINITIONS

2. The following definitions apply:

“Act” means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;

“by-law” means this by-law and any other by-law of the Society as amended and which are, from time to time, in force and effect;

“council” means the board of directors and the members are the officers of the society elected by the annual general meeting to their positions and the councillors at large elected by the AGM, all of whom have voice and vote. The past president of the society is an ex officio member of council and also has voice and vote at meetings of the council. Additionally honorary members of the society and chairs of committees appointed by the council but who are not otherwise members of council are ex officio members of council, but have voice only.

“meeting of members” includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

“Officers of the society” means a president, a first vice president, a second vice president, a secretary, a treasurer, and a membership secretary.

“ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“proposal” means a proposal submitted by a member of the society that meets the requirements of section 163 (Member Proposals) of the Act;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

INTERPRETATION

3. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

HEAD OFFICE

4. The head office of the Society is at the City of Ottawa in the Province of Ontario. The Society may establish branches elsewhere in Canada by resolution as the council may deem expedient.

CORPORATE SEAL

5. The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The secretary of the Society shall be the custodian of the corporate seal.

OBJECTS OF THE SOCIETY

6. 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 and development of societies and maritime environments.

7. To this end the Society shall:

- a) Sponsor interdisciplinary nautical research among members by organizing meetings, arranging for the exchange of information, and 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 journal of nautical research;
- d) offer awards recognizing merit of articles and books published on maritime subjects;
- e) offer an award promoting new scholarship; and
- f) offer an award for merit in special recognition of excellence in Canadian nautical research applicable to individuals or institutions or for an extraordinary contribution to

the Society.

MANAGEMENT OF THE SOCIETY

8. The management of the Society shall be vested in the council.
9. The council shall meet together for the despatch of business, adjourn and otherwise regulate its meetings as it deems fit.
10. The quorum necessary for the transaction of business by the council is four members.
11. The council may fill any vacancies among the officers or councillors at large. Persons selected under this clause will hold office until the next general meeting of members, at which time vacant offices will be filled by election.

EXECUTION OF DOCUMENTS

12. Contracts, documents or any instruments in writing requiring two signatures of the Society must be signed by the president or the first vice president or the second vice president and the secretary. All contracts documents and instruments in writing so signed are 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.

FINANCIAL YEAR END

13. The fiscal year and business year of the Society will commence on the first day of January and terminate on the last day of December.

BANKING ARRANGEMENTS

14. The banking business of the Society will be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the council may designate. The banking business or any part of it shall be transacted by the treasurer. Cheques drawn against an account held by the Society will be signed by the treasurer and one of the president, the first vice president and the second vice president.

BORROWING POWERS

15. Borrowing money is not permitted.

ANNUAL FINANCIAL STATEMENTS

16. Annual financial statements will be presented to the membership at the annual general meeting and then included in the minutes of the meeting as reported in *Argonauta*, the Society's newsletter.

MEMBERSHIP

17. Every individual and institution supporting the objects of the Society is eligible to become a member.

18. Either individual or institutional membership may be obtained by application to the Society through the head office and the membership secretary and upon payment of the subscription hereafter mentioned.

19. Every member must abide by and be bound by these by-laws and by other rules of the Society. Acceptance of membership in the Society is deemed to be an undertaking to abide by and be bound by all such by-laws and other rules.

20. The right to vote in the affairs of the Society is limited to members in good standing.

21. 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 will be for life unless it is later resigned or terminated as described below. A person so honoured will receive all publications from the Society free of charge, will have voice and vote at all members' meetings, and voice but not vote at all meetings of council.

22. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1) (e), (h) (l) or (m).

LIMITATIONS

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

NO PECUNIARY GAIN TO MEMBERS

24. The Society is a non-profit organization and will be conducted without the purpose of pecuniary gain for its members, officers or councillors. Any profits or accretions to the Society must be used solely for the support of the objectives of the Society. Officer and councillors may not receive any remuneration for the services.

MEMBERSHIP TRANSFERABILITY

25. Membership is not transferable.

26. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

NOTICE OF MEMBERS' MEETINGS

27. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day of the meeting to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

28. Notice of the meeting must also include the agenda.

29. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Society to change the manner of giving notice to members entitled to vote at a meeting of members.

MEMBERS CALLING A MEETING

30. The council must call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the council does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

ABSENTEE VOTING AT MEMBERS' MEETINGS

31. No form of absentee voting is permitted at members' meetings.

32. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Society to change this.

MEMBERSHIP DUES

33. Each institutional member and each individual member will pay a subscription fee due and payable by 31 March each year. The rates for subscription will be prescribed by the council subject to the approval of the members at the annual general meeting.

TERMINATION OF MEMBERSHIP

34. Membership may be terminated at any time by:

- a) the member resigning in writing in which event all payments due to the Society must accompany the resignation; or

- b) the member omitting to pay the annual subscription prescribed.
EFFECT OF TERMINATION OF MEMBERSHIP

35. Upon any termination of membership, the rights of the member automatically cease to exist.

DISCIPLINE OF MEMBERS

36. The council may terminate a membership 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 has first been 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.

NOMINATING OFFICERS OF THE SOCIETY AND COUNCILLORS AT LARGE

37. There will be a nominating committee. Normally the past president will chair this committee with such other members as may be appointed by council. No officer or councillor or member standing for election or re-election may be a member of this committee. The nominating committee will nominate one candidate for each position to be filled at the next annual general meeting.

38. Members may also propose the names of candidates in writing and with the signatures of three members. All proposals must include a written undertaking by the nominee to accept the position if elected. If such suggestions are not accepted by the nominating committee for incorporation within their report, the nominations not so included must be forwarded by the nominating committee to the annual general meeting in addition to their report, for the purpose of conducting an election for the contested positions. The chair of the nominating committee will close the nominating list, which will include the proposals of the nominating committee and other proposals by members not later than 30 days prior to the annual general meeting.

39. A call for nominations shall be included in the January issue of *Argonauta* each year. Such notice must include the date on which nominations will close, to whom the nominations must be forwarded, and the date of the annual general meeting at which the nominating committee report will be received, or, if necessary, and election will be held.

40. Nominations from the floor are permitted at the annual general meeting only if there would otherwise be a vacancy for a position.

41. The council may fill any vacancy not filled by election at the annual general meeting in accordance with section 68, (Vacancy in Office).

COST OF PUBLISHING PROPOSALS FOR ANNUAL MEMBERS' MEETINGS

42. Cost of circulating the nominating committee report, other committee reports and

other proposals for consideration at the annual general meeting will be borne by the Society. They may be distributed electronically to members.

PLACE OF MEMBERS' MEETINGS

43. The annual general meeting of the Society will be held at a time and place to be determined by the council. Normally it will be in conjunction with the annual conference, between the end of April and the beginning of September. The annual general meeting may be held outside Canada if the annual conference is held jointly with another society. Any two consecutive annual general meetings must not be scheduled more than fifteen months apart.

44. Special meetings will be held at a time and place determined by the council.

PERSONS ENTITLED TO BE PRESENT AT MEMBERS' MEETINGS

45. Members, non-members, members of council and the public accountant of the Society are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

CHAIR OF MEMBERS' MEETINGS

46. Meetings of members will be chaired by one of: the president, the first vice president or the second vice president.

QUORUM AT MEMBERS' MEETINGS

47. At all members meetings ten voting members present shall constitute a quorum for the transaction of business, but a lesser number may adjourn to a date and place at the call of the president.

VOTES TO GOVERN AT MEMBERS' MEETINGS

48. At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. The chair may only vote in the event of a tie.

PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS

49. Participation at meetings of members may not be by telephonic, electronic or other communication facility. However any member at their own expense may use electronic means to monitor a members' meeting.

MEMBERS' MEETINGS HELD ENTIRELY BY ELECTRONIC MEANS

50. Members' meetings may not be held by electronic means or other communication facility.

NUMBER OF COUNCILLORS AT LARGE

51. There will be four councillors at large, elected at the annual general meeting.

TERM OF OFFICE OF OFFICERS AND COUNCILLORS AT LARGE

52. All officers and councillors at large will be elected annually. The president and the vice presidents shall not serve more than three consecutive terms in their respective offices.

CALLING OF MEETINGS OF THE COUNCIL

53. Meetings of the council may be called by the president, or either of the vice presidents. The council will normally meet early in the new calendar year, and again in conjunction with the annual general meeting. Between meetings of the council, electronic means of communication may be used to facilitate business, but any consensus so obtained must be ratified when the council next meets formally.

NOTICE OF MEETINGS OF COUNCIL

54. The president or secretary will give notice of a meeting of council by telephone, electronic, or other means after having ascertained a date that is most convenient for the majority of members of council.

QUORUM FOR MEETINGS OF COUNCIL

55. A quorum for a meeting of council is four members with vote.

PARTICIPATION BY ELECTRONIC MEANS AT MEETINGS OF COUNCIL

56. Participation at meetings of council may be by telephone, electronic or other communication facility at the expense of the member of council. For the duration of such participation, it will count towards quorum.

VOTES TO GOVERN AT MEETINGS OF COUNCIL

57. At all meetings of the board, every question will be decided by a majority of the votes cast on the question. The chair may vote only in the event of a tie.

COMMITTEES OF COUNCIL

58. In addition to a nominating committee, other committees, boards or advisory panels may be appointed by council to act as advisory bodies to council and to further the objectives of the Society. The council will appoint a chair for each such committee or body as well as the members, and draft or approve the terms of reference.

59. The president is an ex officio member of all committees, boards and advisory panels established by council unless specifically stated otherwise.

APPOINTMENT OF OFFICERS

60. Officers of the Society will be elected by the members present at the annual general meeting.

DESCRIPTION OF OFFICES

61. The president is charged with the general supervision of the business and affairs of the Society. S/he will preside over all meetings of the Society and council, and do, perform and render such acts and services as the council prescribes and require. No person will more serve more than three consecutive annual terms in this office.

62. The first vice president will, in the absence of the president, have all the powers and duties of the president. No person will serve more than three consecutive annual terms in this office.

63. The second vice president will, in the absence of the president and the first vice president, have all the powers and duties of the president. No person will serve more than three consecutive annual terms in this office.

64. The secretary will conduct and act as custodian of correspondence relating to the affairs of the Society, record the meetings of council and of the Society, and perform such other duties as may from time to time be prescribed by the council.

65. The membership secretary will 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.

66. The treasurer will keep full and accurate books of account in which are to be recorded all receipts and disbursement of the Society, and under the direction of council will control the deposit of money, the safekeeping of securities, and the disbursement of funds of the Society, and prepare an annual budget. S/he will prepare quarterly reports for the council of the Society's year to date revenues and expenditures compared against the annual operating budget. S/he will render an account of all his/her transactions as treasurer and of the financial position of the Society at council meetings or whenever required of him/her. S/he will perform such other duties as may from time to time be prescribed by the council.

VACANCY IN OFFICE

67. In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer or councillor of the Society. Unless so removed, an officer or councillor shall hold office until the earlier of:

- a) the officer's/councillor's successor being appointed,

- b) the officer's/councillor's resignation,
- c) such officer or councillor ceasing to be a member of the Society, or
- d) such officer's/councillor's death.

68. If the office of any officer or councillor of the Society shall be or become vacant, the council may, by resolution, appoint a person to fill such vacancy.

INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW

69. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.
OMISSIONS AND ERRORS

70. The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

RULES OF ORDER

71. Roberts Rules of Order will govern proceedings at all members' and council meetings.

BY-LAWS AND EFFECTIVE DATE

72. Subject to the articles, the council may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Society. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the council until the next meeting of members where it may be confirmed, rejected or amended by the members by special resolution. Notice of the proposed amendment or repeal must be included in the notice of meeting.

73. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

74. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.