

FORM 3
SOCIETIES ACT
CONSTITUTION

Updated after April 11 2017 Annual General Meeting.

1. The registered name of the Society is the **Victoria/Esquimalt Harbour Society**.
Dec. 13/07 AGM

2. The purposes of the Society are:

- (a) To actively promote the development of an effective, attractive, viable and well-managed harbour for Greater Victoria.
- (b) To provide a means for participation of individuals/organizations that have a direct interest arising from their use of the Harbour by:
 - (i) providing a vehicle that meets the criteria for membership in the Victoria / Esquimalt Harbour Society (“VEHS”),
 - (ii) selecting directors to sit on the board of the Greater Victoria Harbour Authority (“GVHA”),
 - (iii) serving as a forum to deal with harbour issues and communicate them through appointed members and the VEHS executive to the GVHA board and other corporate or non-corporate organizations, and
 - (iv) providing broad-based consultation and input on such issues as may come forward related to the Harbour.
- (c) To generate money for the purposes of the Society through membership dues, locally initiated fund raising and all available grants; and
- (d) To provide input on proposed improvements around the Harbour, such as art installations, facilities, access and accessibility.

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BY-LAWS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the **Societies Act** and any other bylaws.

ARTICLE I

MEMBERSHIP

1. ACTIVE MEMBERSHIP: Any person or incorporated organization of any kind shall be eligible for membership and shall become a member upon the acceptance of the application therefore and upon payment of such fee as shall be prescribed by the Board from time to time. Such members shall continue to be members to the end of the fiscal year for which membership is paid. All applications for membership, or for renewal of membership, shall be subject to the approval of the Board of Directors. Active membership in a voting membership category (Individual Voting or Corporate) shall, only after 90 days of continuous membership and subject to these By-laws, include the privilege of voting at any meeting or upon any issue, as well as eligibility for election to the Board of Directors or selection as a candidate for the GVHA Board. The membership of each active voting member shall be in one of the following categories (as determined by the Society):

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- A. Transportation (incl ferries, air carriers, terminals – air and marine, shipping)
- B. Industry/ commercial (incl harbour industrial, harbour connected business, fishing fleet / commercial);
- C. Marine tourism business (incl charter boats / sports fishing, adventure tours / paddle sports, whale watching, harbourfront accommodation/food);
- D. Marinas, float homes, and liveaboards;
- E. Community associations, municipalities, and First Nations
- F. Environment (incl conservation-focused organizations and individuals);
- G. Member at large;
- H. Greater Victoria Visitors & Convention Bureau (“Tourism Victoria”)
- I. Greater Victoria Chamber of Commerce

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2. LIFE MEMBERS: The Board may from time to time confer on any member a life membership in the Society, which shall include the privilege of voting and eligibility for election to the Board. Any such member shall be exempt from membership dues.
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3. GROUP MEMBERSHIP: Any non-profit foundation, society, community interest group, association or other non-corporate organization, shall be eligible for Group Membership and shall become a group member upon the acceptance of the application thereof and upon payment of such fee as shall be prescribed by the Board from time to time. All applications for Group Membership must be accompanied by a resolution from the membership of and/or Board representing the Group appointing a representative, by name, to the general membership of the VEHS. Fees for Group Membership shall be paid for by the Group applying for membership in the VEHS. Such group members shall continue to be group members to the end of the fiscal year for which Group Membership fees are paid. All applications shall be subject to the approval of the Board of Directors. Group Membership shall include the privilege of one vote at any meeting or upon any issue, as well as eligibility for election to the Board of Directors.
Dec.13/07 AGM
4. The Board may at any time, and in its absolute discretion,
 - (a) approve or reject any application for membership; or
 - (b) revoke any membership, for cause.June. 14/16 AGM
5. All fees of the Society may be fixed and may be altered from time to time by the Board and shall be set on such basis and payable at such date or times as the Board may decide.
6. Any member may resign from membership at any time by giving notice in writing to the Society, but such resignation shall not relieve such members from any liability to the Society for fees due or for obligations incurred.
7. All members are in good standing except:
 - (a) a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing to the Society and such member is not in good standing so long as the debt remains unpaid; or
 - (b) a member who is determined by the Board of Directors to not be in good standing.

ARTICLE II

MEETING OF MEMBERS

1. There shall be such General Meetings of the Society from time to time as the Board may deem advisable, but no less frequently than once every year.
2. One of these General Meetings shall be the Annual General Meeting and this shall be held once in every calendar year at a date not more than 15 months from the date of the previous AGM. Member-convened meetings shall be called upon the written request of 10% of voting members setting out the reason for such meeting and deposited with the President or other Officer of the Board, or mailed under registered cover to the address of the Society. The Board shall, within 21 days from the receipt of such written request, convene a Special General Meeting of the Society. Dec.11/01 AGM
Mar. 19/14 AGM Mar. 18/15AGM
3. 10% of voting members present in person, by representative, or by proxy (but never fewer than 3 people), shall constitute a quorum for the transaction of business at all General and Special General Meetings, with the one exception that, when the business to be decided is the selection of candidates to be put forward for consideration to be directors on the Greater Victoria Harbour Authority Board, the quorum at the Special General Meeting for this purpose shall be a majority (51%) of active members in person, by representative or by proxy.
Mar.9/06 Special General Meeting Mar. 19/14 AGM
4. The procedure to be followed in the absence of a quorum shall be fixed by a ranking Officer present at such meetings, who may terminate, adjourn or proceed with the meeting as he sees fit, provided that if a meeting proceeds without a quorum, all business transacted thereat shall be effective only if ratified at the next meeting where the required quorum is present.
5. All business coming before a General Meeting shall be transacted or decided by Resolution of the members present in person or by a representative, or by proxy requiring a simple majority of the votes cast for adoption except as otherwise required by the *Societies Act* or by these by-laws.
Mar.9/06 Special General Meeting
6. Each member, not a natural person, shall by notice in writing to the Society, appoint an owner, partner, director officer, member, employee or elected representative, or other natural person, as the case may be, as its representative to act for it and on its behalf in all matters relating to the Society.

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7. Voting by proxy is permitted provided the proxy is received at the business address of the Society not less than two (2) business days prior to the annual general meeting for which notice is given. The form of proxy must be substantially in the following form:

The undersigned, being a Member of Victoria Esquimalt Harbour Society, hereby appoints

_____ or, failing that person,

_____,

as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of Members of the Society to be held on (month, day, year) and at any adjournment of that meeting.

Signed (month, day, year)

(Signature of Member)

(Name of shareholder – printed)

Mar.9/06 Special General Meeting, Apr. 11/17 AGM

8. A person selected by VEHS members to be a candidate for directorship on the GVHA Board must be an active member in good standing of VEHS.

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9. A VEHS member selected to serve on the GVHA Board must remain a member in good standing of VEHS throughout their term on the GVHA Board.

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ARTICLE III

NOTICES OF MEETING OF MEMBERS

1. Not less than 14 days written notice shall be given of a Special General Meeting at which a special resolution is to be proposed and of any other General Meeting.
2. Notice may be given to any member either personally, or by sending it by post, fax or E-mail as recorded on the Society's register of members. The non-receipt of a notice, or the omission to give any notice, to any member or members shall not invalidate the proceedings at any General Meeting.

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3. In addition to, or in lieu of any other method of giving notice to members, the same may be given at the discretion of the Board by publishing the same in three successive issues of a newspaper circulating in the City of Victoria and such notice shall be effectively given on the day following the third publication of such notice.

ARTICLE IV

DIRECTORS

1. The Society shall be administered by a Board of Directors (herein referred to as “the Board”), consisting of not fewer than 3 and not more than nine (9) Directors elected as hereinafter provided, including two (2) directors appointed as hereinafter provided.

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(a) The term of office of a Director shall be one year.

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(b) At the time prescribed for the election of the Board each year, the General Membership shall endeavour to elect that number of Directors equal to the number of elected Directors whose term of office expire at the end of that year, plus any vacancies which may occur at that time.

(c) There shall be the number of Directors at any one time, less than or equal to that set out beside each of the following membership categories, each being a member of such category and elected by the members of the Society:

- | | |
|---|---------------|
| A. Transportation (incl ferries, air carriers, terminals – air and marine, shipping) | 1 |
| B. Industry/ commercial (incl harbour industrial, harbour connected business, fishing fleet / commercial); | 1 |
| C. Marine tourism business (incl charter boats / sports fishing, adventure tours / paddle sports, whale watching, harbourfront accommodation/food); | 1 |
| D. Marinas, float homes, and liveaboards; | 1 |
| E. Community associations, municipalities, and First Nations | 1 |
| F. Environment (incl conservation-focused organizations and individuals); | 1 |
| G. Member at large; | 1 |
| H. Greater Victoria Visitors & Convention Bureau (“Tourism Victoria”) | 1 (appointed) |
| I. Greater Victoria Chamber of Commerce | 1 (appointed) |

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- (d) There may be appointed one Director from each of Greater Victoria Visitors & Convention Bureau, and Greater Victoria Chamber of Commerce.
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- (e) Any casual vacancy occurring on the Board, may be filled by appointment by the Board from members of the relevant category and any such person so appointed, shall hold office for the remainder of the term of the Director whose place he had been appointed to fill.
- (f) No employee of the Society shall be elected to the Board of Directors.
- (g) If any Director misses 3 consecutive meetings without acknowledgement of a member of the Executive, they will no longer retain their position as a Director on the Board. Dec.13/07 AGM
2. The Board of Directors shall meet at least quarterly on a day to be specified by the President.
3. Special Meetings of the Board of Directors may be called by the President when, in his or her opinion, it is necessary to hold such meetings or at the written request of three Directors.
4. The requisite notice for a meeting of the Board of Directors shall be two days and may be given by post, by fax, E-mail or by telephone or word of mouth and notice shall be deemed to have been effected in the case of a letter on the day following the date of posting and in the case of a fax on the date of transmission and in the case of telephone or word of mouth on the day on which it occurs. Notices of all committee and other meetings, other than those prescribed, shall be given in a manner to be prescribed from time to time by the Board.
Dec.11/01 AGM Dec.13/07
5. At any meeting of the Board of Directors, a majority of members thereof shall constitute a quorum for the transaction of business.
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6. No defect in the qualifications and/or the election or appointment of any Director or Directors nor the notice calling any meeting shall operate to invalidate any act of the Directors.
7. The Board shall set policy for the control and charge of the Society. The Board shall have power to delegate to Committees all its powers and duties excepting such as by the *Societies Act*, the common law, or by these by-laws are specifically required to be performed by the whole Board. The Board shall have the power to delegate to staff the day to day administration of the affairs and business of the Society within the budget, direction and policy established by the Board.
8.
 - a. In order to carry out the purposes of the Society the whole Board may, on behalf 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 the foregoing, by the issue of debentures.
 - b. No debentures shall be issued without the sanction of a special resolution.
 - c. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next Annual General Meeting.
9. No Director or Elected Officer shall be entitled to any remuneration. This does not include reimbursement for expenses incurred.
10. In the event that a Director ceases to be employed by or to represent a member of the Society such Director shall continue in his or her term of office until the next Annual General Meeting of the Society, despite the length of the balance of such Director's term of office and despite such lack of membership.
11. Each director shall:
 - a. act honestly and in good faith and in the best interests of the Society;
 - b. exercise the care, diligence and skill of a reasonably prudent person;

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- c. not communicate confidential information to anyone not entitled to receive the same;
 - d. not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the members of the Society generally, to further or seek to further the director's private pecuniary or other interest;
 - e. not use his or her position as director to secure special privileges, favours or exemptions for himself or herself personally or for any other person;
 - f. not place himself or herself in a situation where he or she may be under obligation to someone who has business dealings with the Society and who would benefit from special consideration or treatment;
 - g. not use his or her position to influence a decision to be made by another person to further the director's private pecuniary or other interest;
 - h. avoid any situations that could cause any person to believe that he or she may have brought bias or partiality to a question before the Board.
12. For the purposes of these bylaws, a director has a conflict of interest with respect to any matter brought before him or her, while sitting as a member of the Board or otherwise, where the director has or appears to have a pecuniary or other interest in a matter which is at variance with the interests of the members of the Society generally.
13. For the purposes of these bylaws, "pecuniary interest" means an interest consisting of money, measured in money or related to money (including a financial gain or an avoidance of financial loss) and includes the following:
- a. a "direct pecuniary interest" which exists where the pecuniary interest is directly under the control of the director;
 - b. an "indirect pecuniary interest" which exists where the director:
 - i. is a shareholder in, or director or senior officer of, a corporation or agency that has a pecuniary interest in the matter;
 - ii. is a member of a body that has a pecuniary interest in the matter, or
 - iii. is a partner or agent of a person who has a pecuniary interest in the matter, or
 - iv. is in the employment of a person or body that has a pecuniary interest in the matter;

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- c. a “deemed pecuniary interest” which exists where the pecuniary interest of:
 - i. the director’s close relatives;
 - ii. other boards on which the director serves;
 - iii. community organizations in which the director participates; or
 - iv. the director’s employer;is known to the director.
- 14. With respect to any issue brought before the Board for its consideration, where any director has a conflict of interest the director shall:
 - a. immediately inform the other Board members that the conflict of interest exists and the nature of the conflict of interest;
 - b. absent himself or herself from the room while the issue is under discussion;
 - c. refrain from voting on that issue; and
 - d. not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.
- 15. The members may, by special resolution, remove a director before expiration of that director’s term of office and another director may be elected, or by ordinary resolution be appointed, to serve during the balance of the term.
- 16. The Directors shall not have authority to select, from among the members, candidates to serve on the board of directors of the Greater Victoria Harbour Authority. Only the members shall have the authority to make this selection.

Mar.18/15 AGM

ARTICLE V

ELECTED OFFICERS

- 1. a. The whole Board of Directors shall at the first meeting of the Board following the Annual General Meeting, elect from amongst their elected members the following officers, namely:

A President, a Vice President, a Secretary, and a Treasurer.

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- b. The Vice President shall exercise the powers of the President in his or her absence.

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2. a. The President shall be the Chief Officer of the Society and shall call the meeting of the Board of Directors, decide the agenda for the said meetings, and have the deciding vote in the event of a tie at such meetings.
- b. Except in the first year, no member or representative of a member shall be eligible for position of President unless he or the member of which he is a representative has been a member in good standing not less than one year immediately preceding the date of this election by the Board of Directors.

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- c. The Secretary shall ensure the keeping and approval of accurate Minutes of all meetings of the Board of Directors and of the General Membership, and the Secretary, with the approval of the Board of Directors, may cause his duties or any part of them to be carried out by the President, acting as Executive Secretary, and all such duties carried out by the President shall have the same force and effect as if carried out by the Secretary himself. The Secretary shall be responsible for the development, maintenance and implementation of policy and procedures which organize and guide the work of the Board.

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- d. The Treasurer shall receive, have charge of and disburse all of the funds of the Society, shall deposit or cause to be deposited the said funds in a financial institution selected by the Board of Directors, shall ensure the keeping of regular accounts of the revenues and expenditures of the Society and make regular reports thereon to the Board of Directors, shall receive the reports of any budgetary consultant that may be appointed, shall administer the annual budget, and shall chair the Finance Committee.
- e. The duties of the Elected Officers generally shall be such duties as are usual to the office held and such other duties as may be prescribed by the whole Board of Directors from time to time.

ARTICLE VI

NOMINATIONS AND ELECTIONS

1. No less than twenty-eight (28) days prior to the Annual General Meeting, the Board shall cause the following to be emailed to the most current email address or mailed to the last address of records of each member in good standing.
 - a. Such excerpts from these by-laws as may be calculated by the board to acquaint the member, with the nominating procedure herein set out.
 - b. A list of Officers and Directors for the current year whose term of office is expiring that year.
 - c. The date time and place of the Annual General Meeting. The date of the Annual General Meeting shall be set for a day within 15 months of the previous AGM at a date optimally suited to member attendance.

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2. At such time at least eight weeks prior to the Annual General Meeting, the Board shall appoint a Nominating Committee Chair from the members in good standing. The Nominating Committee Chair will form a Committee of not less than three and not more than five members of the Society who agree to not accept nominations for positions on the Board while a member of the Nominating Committee. The membership of the Nominating Committee is subject to review and change by the Board at its discretion. The Nominating Committee shall receive and make nominations and conduct the balloting procedure.

The Nominating Committee may make such nominations as it may deem fit, which nominations shall be in writing together with the written consent of the person so nominated (by letter or email) and shall be placed in the hands of the Secretary or any Officer to be prescribed by the Board at least 20 clear days prior to the Annual General Meeting.

Nominations may also be made from the floor at the Annual General Meeting. In the case of a nomination from the floor, the nominee must be present in person at the meeting and accept the nomination made by a member in good standing who is not the nominee.

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3. In addition to the nominations made as herein provided for, nominations may be

made by any member of a membership category who is in good standing of the Society, for any of the directorships to be filled by election for that category, PROVIDED, however, that the written consent of the person so nominated shall be filed with the Officer prescribed at least 20 clear days prior to the Annual General Meeting.

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4. At least 14 clear days prior to the Annual General Meeting, the Chair of the Nominating Committee shall mail or by electronic means, cause to be mailed to each member in good standing of the Society, a list of all persons so nominated indicating thereon each nominee's name, occupation, position and membership category, as defined in Section 1 of Article IV and determined by the Nominating Committee pursuant to Sections 2 and 3 of Article VI.

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5. Unless the election of Directors is by acclamation, voting will occur by secret ballot at the Annual General Meeting on such ballots as prescribed by the Chair of the Nominating Committee. Completed ballots shall be collected and counted under the supervision of the Chair of the Nominating Committee.

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6. The Nominating Committee shall then proceed with tabulation of the ballots in accordance with Section 2 above and as soon as possible announce the results to the General Membership.

7. The newly elected Board of Directors shall take office effective at the adjournment of the Annual General Meeting at which they were elected.

Mar. 19/14 AGM

ARTICLE VII SPECIAL RESOLUTION

1. A Special Resolution shall be a Resolution passed by a majority of not less than 75% of the members entitled to vote and present at a Special General Meeting or an Annual General Meeting of the Society of which not less than 14 days proper notice has been given stating the Resolution to be presented.

ARTICLE VIII

SEAL

1. The seal of the Society shall be kept in the custody of such Officer as the Board shall decide and shall not be affixed to any instrument except by a resolution of the Board of the Society and in the presence of any two Directors so prescribed, one of whom shall be an Officer on the Executive Committee.

ARTICLE IX

COMMITTEES

1. The Board of Directors may, from time to time establish Standing Committees, and Special Committees whose powers and duties shall be defined by the Board of Directors.
2. No policy shall be initiated and no action shall be taken by any standing committee without the approval of the Board of Directors.
3. Special Committees may initiate such policy and take such action as shall be within the powers and duties delegated to them by the Board.
4. The Chair of each standing committee shall be appointed from among the Board of Directors, and the other members of standing committees shall be appointed from the General Membership of the Society.

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5. All members of Special Committees shall be appointed from among the Board of Directors.
6. The Vice Chair of each committee shall represent the Chair on the Board of Directors in the absence of the Chair, but the Vice Chair, unless a Director, shall not as such have a vote.

ARTICLE X

PROCEDURE

1. Except as otherwise set out in the By-laws, all procedure and order of business at all meetings shall be in accordance with the regulations provided in Roberts' Rules of Order.

ARTICLE XI

AUDITORS

1. The fiscal year of the Society shall be the calendar year. Unless the audit is waived by the members, the accounts of the Society shall, within a reasonable time after the end of the fiscal year, be audited by one or more Chartered Accountants to be selected and appointed annually by the Board and a report made to all members of the Society.
2. Subject to the provisions of the *Societies Act*, the members may, by ordinary resolution, waive the appointment of an auditor for the following fiscal year.

ARTICLE XII

INSPECTION

1. All books, accounts and records of the Society shall be open for inspection by the officers and the Directors at all reasonable times and, at the discretion of the whole Board, may be made available for inspection by members in good standing of the Society upon application to the Board at such time and place as the Board may determine. Such application shall be considered by the Board at its next regular meeting.

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2. In the event that the whole Board rejects the application of a member in good standing to make any book, account, or record available for inspection to such member, the Board shall give written reasons for such rejection within five (5) business days of its determination. Upon receipt of such written reasons the member may appeal to the immediate Past President (or another Past President if the immediate Past President is unavailable) who shall attempt to reasonably satisfy the member's request in a manner which does not conflict with the bona fide concerns and obligations of the Board and the Society.

3. All records of the Society shall be kept or caused to be kept by such Officer as the Board may appoint.

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ARTICLE XIII

GENERAL

1. In these by-laws the masculine and singular shall include the feminine, plural and body corporate.
2. The terms Directors, Board of Directors and Board shall at times be construed to mean the Board of Directors.
3. “Elected Officer” means the President, the Secretary, the Treasurer and any other officer of the Society whose office arises out of their elected membership in the Board of Directors.

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4. The operations of the Society are to be chiefly carried on in the area known as Greater Victoria, including any organized or unorganized areas in the Capital Regional District and County of Victoria. This clause is unalterable.

Apr. 11/17 AGM

ARTICLE XIV

AMENDMENT

1. These by-laws may be amended by a Special Resolution of the Society.