

Society Act Constitution

- 1.1 The name of the Society referred to in this document is the “East Kootenay Regional Science Fair Society”.
- 1.2 The purposes of the Society are:
 - a. To promote, organize and operate an annual regional science fair for students in Grades K-12 within the East Kootenay region and to provide students with an opportunity to participate in the Canada Wide Science Fair.
 - b. To showcase the talent of our region’s youth at the regional and national levels.
 - c. To assist local schools in establishing their own fairs.
 - d. To foster 21st century skills through curiosity, critical thinking and problem-solving providing students with an opportunity to engage in unique hands-on learning experiences.
 - e. To expose students to a variety of science based careers.
 - f. To build ties between students, educators, local industry and scientists.
- 1.3 The head office of the Society shall be located in Cranbrook, BC as stated in the Society Bylaws.
- 1.4 The activities of the Society shall be carried on without the purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objectives.
- 1.5 The Directors of the Society shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties in accordance with the Society’s policies relating to reimbursement of expenses as **per ??**.
- 1.6 The Directors of the Society shall be elected or replaced as outlined in sections 4 of the East Kootenay Regional Science Fair Society Bylaws (reproduced below).

Bylaws

Article 1 – General

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the East Kootenay Regional Science Fair Society, hereby referred to as the “Society” in these Bylaws.

1.2 Definitions – the following terms have these meanings in these Bylaws:

- a) Financial Reviewer – a firm or person appointed by the Directors at the Annual General Meeting to review and report the books, accounts, and records of the Society. The reviewer shall not be an employee of a Director or Member of the Society, nor affiliated with a Director, Member or employee of the Society.
- b) Board – The Board of Directors of the East Kootenay Regional Science Fair Society.
- c) Constitution – the Constitution of the Society.
- d) Days – shall mean total days, irrespective of weekends and holidays.
- e) AGM – Annual General Meeting shall be held annually prior to June 30.
- f) General Meeting – any meeting called by the Directors as needed.
- g) Director – an individual elected or appointed to serve on the Board in a designated position of office such as Chair, Vice Chair, Secretary or Treasurer pursuant to these Bylaws and who is actively engaged in the purposes of the Society.
- h) Member – An individual or organization who is actively engaged in the purposes of the Society and who has applied and been accepted to become a Member.
- i) Ordinary Resolution – a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of Directors and Members for which proper notice has been given.
- j) Region – a specific geographical area or identified population within Canada operating under a current affiliation agreement with Youth Science Foundation (YSF) Canada.
- k) Registered Address – the most recent address of record:
 - l) C/O College of the Rockies
 - m) 2700 College Way
 - n) Cranbrook BC. V1C 5L7
- o) Special Resolution – a resolution passed by at least a two-thirds majority of the votes cast at a meeting of the Board of Directors for which proper notice has been given.

1.3 Head Office – the head office of the Society shall be in Cranbrook, BC, Canada

1.4 Interpretation – In these Bylaws, words stating the male gender shall include the female gender as well as corporate bodies, and words stating the singular shall include the plural and vice-versa.

1.5 Ruling on Bylaws – The Board shall have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Society Act and the purposes of the Society as stated in the Constitution.

1.6 Conduct of Meetings – Unless otherwise specified in these Bylaws, meetings of Directors shall be conducted according to Roberts Rules of Order (current edition).

Article 2 – Members

Categories of Members

2.1 The society has two (2) classes of Members:

- a. Partner Member – A contributor that donates some service or support to help meet the goals of the East Kootenay Regional Science Fair Society.
- b. Affiliate Member - An organization or corporate body affiliated with the Society which provides monetary contributions to the Society.

2.2 Members do not have voting rights.

Article 3 – Finance and Management

3. 1 Fiscal Year – The fiscal year of the Society shall end on June 30.

3. 2 Financial Review – At each Annual General Meeting the Members shall appoint a Financial Reviewer.

3. 3 Signing Authority – Signing Authority will be given to the Treasurer and two Directors designated by the Board. Two signatures shall be required for all checks and bank drafts. The Board shall make policies when need arises to designate who shall have signing authority, and in what amounts, for all financial transactions, contracts and documents conducted in the name of the Society.

3. 4 Property – The Society may acquire, lease, sell, or otherwise dispose of assets or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

3. 5 Borrowing – The Board shall make policies when need arises to govern the terms and conditions under which the Society may borrow funds.

3. 6 Books and Records – The Board shall ensure that all books and records of the Society required to be kept by the *Society Act of BC*, the Constitution and these Bylaws and any other statute or law are regularly and properly kept.

3.7 Financial Institutions – The banking business of the Society any part thereof, shall be transacted with The East Kootenay Community Credit Union or such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time.

Article 4 – Governance

Composition of the Board of Directors

4.1 Directors – The Board shall consist of not less than five (5) and not more than twelve (12) Directors, comprised of individuals who are drawn ideally from a variety of sectors in the region.

Powers of the Board

4.2 Powers of the Society – Except as otherwise provided in the Constitution or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties and functions.

4.3 Managing the Affairs of the Society – The Board shall make policies and procedures for managing the affairs of the Society in accordance with the Constitution and these Bylaws.

4.4 Employment of Individuals – The Board may employ or engage under contract such individuals as it deems necessary to carry out work of the Society.

Election of Directors

4.5 Eligibility – Any individual who is 18 years of age or older and who has the power under law to contract may be nominated for election or appointment as a Director.

4.6 Nomination – A nomination for election as a Director shall occur as follows:

- a) Any eligible individual may be nominated by a Director or Member with the support of at least one other Director or Member;
- b) Circulation of Nominations – Valid nominations shall be circulated to Directors at least 10 days prior to a general meeting;
- c) Approval of a nomination shall be by simple majority of the Directors.

4.7 Election – the election of Directors shall take place at any general meeting by those Directors present and eligible to vote. The vote shall be done by secret ballot.

4.8 Decision – The nominees receiving the greatest number of votes in accordance with the number of vacant positions shall be declared elected. A nominee shall be acclaimed elected if there is only one nomination.

4.9 Terms – The Terms of the elected and appointed Directors shall be in accordance with the following:

a) Elected Directors shall hold a position for a term of three years and shall hold their position until their successors have been duly elected or in accordance with these Bylaws, unless they resign, are removed from or vacate their position.

b) Elected Directors shall be eligible for more than one term if nominated by the nominating committee.

4.10 Staggered Terms – The terms of elected Directors shall be staggered as follows:

a) At the first Annual General Meeting following the adoption of these Bylaws, two Directors shall be elected for a term of one year, two Directors shall be elected for a term of two years, and the remaining Directors shall be elected for a term of three years.

b) Thereafter all Directors shall be elected for a term of three years.

4.11 Vacancy – Where the position of a Director becomes vacant for any reason, the Board may appoint a qualified individual to fill the vacancy until such time as a Director is elected or appointed in accordance with these Bylaws.

Resignation and Removal of Directors

4.12 Resignation – A Director may resign from the Board at any time by presenting a notice of resignation to the Board. This resignation shall become effective on the date the Board accepts the request.

4.13 Vacate Position – The position of any Director shall be vacated or terminated automatically:

- a) If the Director is found by a court to be of unsound mind;
- b) Upon the Director's death.

4.14 Removal – A Director may be removed by Special Resolution of the Board in a meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Article 5 - Proceedings at General Meetings of the Board

5.1 The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an Annual General Meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding Annual General Meeting.

5.2 Number of Meetings – The Board shall hold at least three (3) meetings per year.

5.3 Call of Meeting - The meetings of the Board shall be at the call of the Chair, a Vice-Chair, or any of the Directors.

5.4 Notice – Written notice of Board meetings shall be given to all Directors at least five (5) days prior to the date of the meetings.

5.5 Quorum – At any meeting of the Board of Directors, quorum shall consist of a majority of Directors holding a position with at least 3 voting Directors.

5.6 If within 30 minutes from the time appointed for a Board meeting a quorum is not present, the meeting shall 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 Directors present constitute a quorum, provided there are at least 3 Directors present.

5.7 Ordinary Resolution – Unless specified otherwise, questions shall be decided by Ordinary Resolution, where each Director is entitled to one vote, and where the Chair of the meeting does not vote. In the event of a tie, the Chair shall cast a deciding vote. Voting shall be by a show of hands unless a majority of Directors present requests a secret ballot.

5.8 Meetings by Telephone Conference – The Directors may meet by telephone conference provided that either the majority of Directors consent to such a meeting, or the holding of meetings by telephone conference has been approved by a resolution of the Board.

5.9 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with other Directors, provided that:

- a) The Board will create a procedure in accepting electronic votes if required;
- b) Each Director has equal access to the specific means of communication to be used; and
- c) Each Director has consented in advance to meetings by electronic means using the specific means of communication proposed for the meeting.

5.10 Closed Meetings – Meetings of the Board shall be closed to the public except by invitation of the Board.

5.11 The Chair of the Society, Vice-Chair or, in the absence of both, one of the other Directors present, shall preside as Chairperson of a meeting.

5.12 Voting is by show of hands, unless the members otherwise decide.

5.13 Voting by proxy are prohibited; however a sealed vote can be accepted into the record.

Article 6 – Positions of the Directors

6.1 Positions – The positions of the Society held by the Directors are the Chair, two Vice-Chairs, the Secretary and Treasurer and such other positions as the Board of Directors may determine. Positions are appointed by the Board at the Board's first meeting following the date of incorporation and during any meetings.

6.2 Appointment of Other Positions – The Board may from time to time appoint additional positions who need not be Directors of the Society.

6.3 Duties – The duties of the Positions are as follows:

- a) The Chair shall be responsible for the general supervision of the affairs and operations of the Society, shall preside at the Annual General Meeting and meetings of the Society, and shall perform such other duties as may from time to time be established by the Board.
- b) The Vice-Chairs shall support and assist the Society in all duties and exercise the powers of the Chair in the absence or disability of the Chair, and shall perform such other duties as may from time to time be established by the Board.
- c) The Treasurer shall keep proper accounting records as required by the Act, supervise the deposit, management and disbursement of the funds of the Society when required, provide the Board with an account of financial transactions and the financial position of the Society and present reviewed financial statements to Directors at the Annual General Meeting.
- d) The Secretary shall be responsible for the documentation of all amendments to the Society's Constitution or Bylaws, ensure that all official documents and records of the Society are properly kept, have custody of the corporate seal, and perform such other duties as may from time to time be established by the Board.

6.4 Vacancy – Where the position of a Director becomes vacant for any reason, the Board may appoint another Director to fill the vacancy for the remainder of the Director's term, except in the case of the Chair, where such vacancy shall be filled by the Vice-Chair for the remainder of the term.

6.5 Removal – A Director may be removed by Special Resolution of the Board in a meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

6.6 Executive Committee – The Executive committee shall be comprised of at least 3 Directors, including the Chair who shall be an ex-officio (non-voting) member.

6.7 Authority – The Executive Committee has the authority to oversee the implementation of Board policies during intervals between meetings of the Board and shall address urgent issues and new initiatives that arise between meetings of the Board and other duties as may from time to time be authorized by the Board.

6.8 Meetings – Meetings of the Executive Committee shall be held at such time and place as determined by the Committee, provided that 48 hours written notice of the meetings shall be given to each member of the committee. Notification shall be sent at least five (5) days prior to the meeting. Meetings of the Executive Committee Members may be accommodated by telephone conference provided that a majority of Committee members consent to such a meeting.

Committees

6.9 Committees – The Board may form other committees as it deems necessary for managing the affairs of the Society and may appoint individuals of committees or provide for the election of individuals to committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Constitution or these Bylaws.

6.10 Terms of Reference – The Board can establish the Terms of Reference and operating procedures for all committees, and may delegate any of its powers, duties or functions to any committee.

6.11 Chairs – The Board of Directors can appoint a Chair for each committee.

6.12 Quorum – A quorum for any committee shall be the majority of its voting members.

6.13 Vacancy – When a vacancy occurs on any committee, the Board may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies any qualifications for the membership of the committee as specified in the Society's policies and procedures.

6.14 Removal – The Board may remove any member it has appointed to any committee.

Remuneration

6.15 Remuneration – All Directors, Members and Committee Members shall serve their term of office without remuneration except for the reimbursement of reasonable expenses in accordance with policies approved by the Board.

Conflict of Interest

6.17 Conflict of Interest – Directors, Members and Committee Members who have an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of such interest to the Board as a possible conflict of interest.

Applicants for Incorporation:

Witness(es):

- 1. Darcy Verbeurgt - Chair

Signature
Address:
337- 19th Avenue South
Cranbrook, B.C. V1C 3E3

Print Full Name

Signature
Address:

- 2. Sandi Lavery – Vice Chair

Signature
Address:
329- 20th Avenue South
Cranbrook, B.C. V1C 3G2

Print Full Name

Signature
Address:

- 3. Dave Dick – Vice Chair

Signature
Address:
3305- 500 18th Avenue North
Cranbrook, B.C V1C 5C5

Print Full Name

Signature
Address:

4. Ann Rice – Secretary

Signature
Address:
5802 Kennedy Road

Cranbrook, B.C. V1C 7C1

Print Full Name

Signature
Address:

5. Anita Savage – Treasurer

Signature
Address:
531- 16th Street South
Cranbrook, B.C. V1C 5V4

Print Full Name

Signature
Address:

6. Wendy Murdoch – Member at Large

Signature
Address:
2517- 4th Street South
Cranbrook, B.C. V1C 5C5

Print Full Name

Signature
Address:

