

ALBERTA ALL BRITISH MOTORING SOCIETY

MEMBERSHIP

1(a) Membership fee, if any, in the Society shall be determined, from time to time, by the members at a general meeting. Any person residing in Alberta, and being of the full age of 18 years, may become a member by a favourable vote passed by a majority of the members at a regular meeting of the Society, and upon payment of the fee. Such voting shall be by ballot unless the meeting, by resolution, otherwise decides.

1(b) The members of the Society will be responsible for behaving in accordance with the by-laws and the aims and objectives of the society. Members in good standing have the right to attend meetings and vote on issues decided at the meetings.

1(c) Any member wishing to withdraw their membership may do so upon notice in writing to the Board through its Secretary. If any member is in arrears for fees for any year, such member may be suspended, at the discretion of the Board, after six (6) months from the end of the Society's fiscal year. A suspended member has no membership privileges or powers in the Society. Reinstatement will be at the discretion of the Board. Any member, upon a two-thirds vote of all of the members of the Society in good standing, may be expelled from membership for any cause which the Society may deem reasonable.

1(d) No members shall knowingly organize, sponsor, plan, assist, sanction or allow any action whatsoever in the name of the Society that is not lawful.

PRESIDENT

2(a) The President shall be an ex-officio member of all Committees. They shall, when present, preside at all meetings of the Society and of the Board. In their absence, the Vice-President shall preside at such meetings, and, in the absence of both, a Chairman may be elected by those present to preside at the meeting.

BOARD OF DIRECTORS

3(a) Board of Directors, Executive Committee or Board shall mean the Board of Directors of the Society.

3(b) The Board shall, subject to the by-laws or directions **provided** by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society. **M**etings of the Board shall be held as often as may be required, but at least once a year at the Annual General Meeting, and shall be called by the President. Meetings of the Board shall be called with ten (10) days notice in writing via electronic communication to each member or by three (3) days notice by telegram, telephone or in person.

A quorum shall be 50% of the members and meetings shall be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void and of no force and effect.

SECRETARY

4(a) It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of same. They shall have charge of the Seal of the Society which Seal, whenever used, shall be authenticated by the signature of the Secretary and the President or, in the case of the absence or inability of either to act, by the Vice-President. In the case of the absence of the Secretary, their duties shall be discharged by such member as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

4(b) The Secretary shall also keep a record of all members of the society with appropriate contact information, send notices of various meetings as required and shall record the minutes of all duly constituted meetings of the Society. The Secretary will also maintain an accurate record of the Society minutes including the financial reports prepared by the Treasurer.

I took out the part about the secretary collecting levies etc. and just left the duties of the treasurer to receive all monies. What's Howard got against "run-on" sentences anyway?

TREASURER

5(a) The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same to the financial institution for the Society. They shall properly account for the funds of the Society and keep such books as may be directed by the Board. They shall present a full detailed account receipts and disbursements to the Board whenever requested. They shall also prepare, for submission to the Annual General Meeting, a statement duly audited, as hereinafter set forth, of the financial position of the Society and submit a copy of same for the records of the Society. The offices of the Secretary and Treasurer may be filled by one person if so decided by election of officers at an Annual General Meeting. In the case of the absence of the Treasurer, their duties shall be discharged by such member as may be appointed by the Board.

5(b) The Treasurer will ensure that the annual return is filed with the Societies Branch of The Government of Alberta.

INDEMNIFICATION AND LIMITATION OF LIABILITY

6(a) Every Director and Officer of the society, in exercising their powers or duties, shall act honestly, legally and in good faith in the best interests of the Society and exercise the care, diligence and skill of a reasonable and prudent person in comparable circumstances.

6(b) The Directors and Officers shall not be liable for any actions taken or omitted by them in good faith, for the acts of any agent, employee or attorney selected by the Board nor for the acts or omissions of any other Director.

6(c) The Society shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the request of the Society and their heirs, executors, successors, administrators and assigns from:

(i) any liability and all costs, charges and expenses that they sustain or incur in respect of any action, suit or proceedings that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of their duties for the Society;

(ii) all other costs, charges and expenses that they sustain or incur in respect of the affairs of the Society;

(iii) in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, if they had reasonable grounds for believing that their conduct was lawful;

I get Howard's comment about the "or's" in the paragraph above but I think it's correct as is.

except where such liability relates to their failure to act honestly and in good faith with a view to the best interests of the Society.

6(d) The Society may purchase and maintain insurance, currently referred to as Directors and Officers liability insurance, for the benefit of any person referred to in the preceding section against any liability incurred by them in their capacity with the Society where they act within their authority as granted by the Board, subject to the terms, conditions and limitations of the insurance policy.

AUDITING

7(a) The books, accounts and records of the Secretary and Treasurer shall be audited at least once per year by a duly qualified accountant or by two (2) members of the Society, other than the Secretary and Treasurer, elected by the members for that purpose. A proper statement of the standing of the books for the previous year shall be submitted by the auditor(s) at the Annual General Meeting of the Society. The fiscal year end for the Alberta All British Motoring Society is May One of every year.

7(b) The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting provided for herein or at any time given reasonable notice to the President in writing and arranging a time satisfactory to the officer or officers having charge of the records to be examined. Each member of the Board shall at all times have access to such books and records.

MEETINGS

8(a) This Society shall hold an Annual General Meeting on or before MAY THIRTY-ONE of each year, written notice of which shall be given to all members. At this meeting there shall be elected a President, a Vice-President, a Secretary and a Treasurer (or a Secretary-Treasurer) and at least three (3) directors. The officers and directors so elected shall form the Board and shall serve until their successors are elected and installed. Any vacancy occurring in the interim shall be filled, as soon as possible, at a meeting for which proper notice is provided. Any member in good standing shall be eligible for any office of the Society.

8(b) Meetings of the Society may be called at any time by the Secretary upon instructions of the President or the Board by notice in writing to the last known contact information of each member and provided eight (8) days prior to the date of such meeting.

8(c) A Special Meeting shall be called by the President or Secretary upon receipt by either of a petition signed by one-third of the members in good standing, setting forth the reason(s) for calling such meeting in writing to the last known contact information for each member and provided eight (8) days prior to the date of such meeting.

A Special Meeting may be called on the instructions of any two (2) members in good standing provided they submit their request to the President in writing, and state the business to be brought before the meeting.

8(d) Fifty percent (50%) of the members in good standing shall constitute a quorum for any meeting.

VOTING

9(a) Any member who has not withdrawn from membership or been suspended or expelled as herein provided, shall have the right to vote at any meeting of the Society. Such votes may be made in person or by proxy **in which case a Returning Officer will be appointed.**

Not sure the Returning Officer is necessary - maybe put "may be appointed."

REMUNERATION

10(a) Unless authorized at any meeting and after appropriate notice of same has been provided, no officer or member of the Society shall receive any remuneration for their services.

BORROWING POWERS

11(a) For the purpose of carrying out its aims and objectives, the Society may borrow, raise or secure funds as it deems necessary but this power shall be exercised only under the authority of the Society by special resolution, as defined in the Societies Act.

BYLAWS

12(a) The Bylaws may be altered, rescinded or appended by special resolution of the Society, as defined in the Societies Act.