

By Laws of The Mission to Seafarers Port of Vancouver British Columbia, Canada

Date of Adoption: April 18, 2018

Part 1. Interpretation and Definitions

In these bylaws, unless the context otherwise requires:

Society is The Mission to Seafarers in the Diocese of New Westminster.

Diocese is The Diocese of New Westminster.

Bishop is The Bishop of the Diocese of New Westminster, British Columbia.

Director's means the current Directors of the Society.

Society Act means the *Societies Act of British Columbia* from time to time in force and all amendments.

Registered address of a member means the member's address as recorded in the register of members.

Additional definitions in the *Societies Act* on the date these bylaws become effective shall also apply.

Words importing the singular include the plural and vice versa, and words importing a male person shall also be considered to include a female person and/or a corporation.

Part 1b. Areas of Operation

The operations of the Society are to be chiefly carried on in the ports located within the Diocese of New Westminster.

Part 2. Patron

The Board of Directors may appoint a Patron, who shall hold office during such period as the Board will determine.

Part 3. Membership

The members of the Society shall consist of:

- Regular Members are those persons who have been appointed by the Board and are persons who have agreed to be bound by the Mission Statement.
- Life Members, are those persons who have been appointed by the Board of Directors to reward long or conspicuous service to the Society.
- Corporate members, are those corporations appointed by the Board of Directors having made a significant contribution to the Society and have agreed to be bound by the Mission Statement.
- Honorary Members are those persons who have been appointed by the Board of Directors for such period as the Board of Directors shall determine.
- Regular and Corporate members are required to pay annual dues in the amount the Board of Directors may determine.
- All members are for terms of one calendar year and may be renewed with the approval of the Board.

All Members are deemed to be in good standing except a Member who has failed to pay such annual membership dues as are determined by the Board, if any, when due and owing. Such Member is not in good standing so long as such amount remains unpaid.

Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) Uphold the Constitution and comply with these By-laws, and the policies of the Society in effect from time to time.
- (b) Abide by such codes of conduct and ethics adopted by the Society; and
- (c) Further and not hinder the purposes, aims and objectives of the Society.

Expulsion of a Member

Following an appropriate investigation or review of a Member's conduct or actions, the Association may, in accordance with the regulations and policies established by the Board, expel a Member for conduct which, in the reasonable opinion of the Board:

- (d) Is improper or unbecoming for a Member.
- (e) Is contrary to a by-law; or
- (f) Is likely to endanger the reputation or hinder the interests of the Society.

The Society must provide notice of a proposed expulsion of a Member to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the proposed discipline at or before the time the matter is decided.

Part 4. Annual and Special General Meetings (AGM and SGM)

The Annual General Meeting (AGM) is a meeting of all the members of the Society.

- (a) AGMs shall be held at least once in each calendar year and shall be held at such time and place as the Directors may determine.
- (b) The Directors shall also call a Special General Meeting (SGM) upon application in writing by at least ten members of the Society stating the purpose of the proposed meeting.
- (c) At an SGM, no business other than that of which the general nature has been specified in the notice convening the meeting shall be transacted.
- (d) No business shall be transacted at any AGM unless a quorum of ten (10) members of the Society is present.
- (e) The Chair at the AGM or SGM will notify that if a quorum is not present within a reasonable time following the advertised start of the meeting, such meeting will be adjourned and delayed for two weeks and will be held in the same place at the same time with or without a quorum.

The following procedures shall apply:

- (a) The Bishop, or in the event of the Bishop's absence, the Chair of the Board of Directors, shall chair a General Meeting.
- (b) In the absence of the Chair, the Vice-Chair or designate shall chair the meeting.
- (c) At any AGM of the Society all questions shall be decided by a simple majority vote of those present as follows:
 - Every Regular, Life, Honoree and Corporate Member present, except the Chair, shall have one vote; and
 - In case of a tie the Chair shall cast the deciding vote.

Business required at the Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Association:

- (a) The adoption of an agenda.
- (b) The approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting.
- (c) Consideration of the report of the Directors.
- (d) Consideration of the financial statements and the report of the audit thereon, if any;
- (e) The consideration of any Voting Members' proposals submitted in accordance with the Act; and
- (f) The election of Directors
- (g) Other business as determined by the Board in its discretion.

Minutes shall be kept in respect of all matters decided at all AGMs.

Part 5. Notice of General Meetings

- (a) Any General Meeting shall be called by giving at least fourteen days notice specifying the place, the day and the hour of the meeting and the nature of the business of the meeting.
- (b) Notice may be given in writing either by mail to the last known mailing address of each member or by electronic mail to the member's email address
- (c) Notice of such meeting to be assumed to have been received after 96 hours of the sending of such notice.

- (d) The non-receipt of the notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting.

Part 6. The Board of Directors and Officers

- (a) The Bishop of the Diocese shall serve as the President of the Society and shall be automatically appointed to the board. The Bishop shall act as Chairperson at a meeting whenever they are present.
- (b) The President of the Society being the Bishop will appoint one of the Directors to be Vice President and Chair of the Board. The remaining Board will appoint a Vice-Chair, a Secretary and a Treasurer.
- (c) No person shall be eligible for election as a Director unless he or she is a member of the Society in good standing and has the approval of the Bishop.
- (d) The affairs of the Society shall be managed and administered by a Board of a minimum of five, one of whom must be a resident of BC, to a maximum of twelve Directors who shall be appointed by members for a three (3) year term and shall normally remain in office until their successors have been duly elected or appointed. This provision shall not prevent a Director from resigning from the board with immediate effect should circumstances require, however, such resignation shall be in writing to the Chair.
- (e) Directors shall be appointed for a maximum of two consecutive terms and shall be elected for a third term only on the recommendation of the Chair, the unanimous approval of the Board of Directors and confirmation by the Bishop.
- (f) Questions arising at any meeting of the Board of Directors shall be decided by a majority vote. In case of a tied vote, the Chair shall have the casting vote.
- (g) The minimum quorum necessary for the transaction of the business of the Directors shall be five (5) including the Chair.
- (h) The Board of Directors may fill a temporary vacancy on the Board from the membership of the Society, however any member so chosen will retain office only until the next Annual General Meeting at which point they may stand for re-election.
- (i) Directors shall have a fiduciary duty to act in the best interests of the Society and with a view to its purposes.
- (j) No Director will receive remuneration for his or her work as a Director.
- (k) No employee of the Society may be Director.

Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society or a matter for consideration by the Directors:

- (a) Will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered.
- (b) Will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter.
- (c) Is not entitled to vote on the contract, transaction or matter.

- (d) Will absent him or herself from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) Refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies do not contradict the Act or these By-laws.

Part 7. Sub-Committees of the Board of Directors and Executive Officers

The Board of Directors shall appoint sub-committees as it may deem appropriate. The terms of reference for a sub-committee shall be set by the Board which may at any time alter the composition of or dissolve such a sub-committee.

Part 8. Secretary and Treasurer

The Board of Directors will appoint a Director to the position of Secretary and one to the position of Treasurer at the Board of Directors meeting following the AGM.

Duties of the Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) The issuance of notices of meetings of the Society and the Board.
- (b) The keeping of minutes of all meetings of the Society and the Board.
- (c) The custody of all records and documents of the Society, except those required to be kept by the Treasurer.
- (d) The maintenance of the register of Members.
- (e) The conduct of the correspondence of the Society.

Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of accounts, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) The rendering of financial statements to the Directors, Members and others, when required.

Part 9. INDEMNIFICATION

1.1 Indemnification of Directors

Subject to the provisions of the Act, a Director will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Director, by reason of his or her holding or having held authority within the Society:

- (a) Is or may be joined as a party to such legal proceeding or investigative action; or
- (b) Is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

1.2 Advancement of Expenses

To the extent permitted by the Act, all costs, charges and expenses incurred by a Director with respect to any legal proceeding or investigative action may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Director to repay such amount unless it is ultimately determined that the Director is entitled to indemnification hereunder.

1.3 Indemnification Prohibited

The Society must not indemnify a Director against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Director has:

- (a) Already been reimbursed for such expenses.
- (b) Been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done.
- (c) In relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Association or any subsidiary of the Association; or
- (d) In the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

1.4 Indemnification not Invalidated by Non-Compliance

The failure of a Director of the Society to comply with the provisions of the Act, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

1.5 Approval of Court

The Society will apply to the court for any approval of the court to the extent such approval is required by the Act or otherwise to ensure that the indemnities herein are effective and enforceable.

1.6 Indemnification Deemed Term

Each Director of the Society on being elected or appointed will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.

1.7 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

1.8 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to examine any of the following documents and records of the Association at the Address of the Society during the Society's normal business hours:

- (a) The Constitution and these Bylaws, and any amendments thereto.
- (b) The statement of directors and registered office of the Association.
- (c) Minutes of any General Meeting, including the text of each resolution passed at the meeting.
- (d) Resolutions of the Voting Members in writing, if any.
- (e) Annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting.
- (f) The register of Directors.
- (g) The register of Members.
- (h) The Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar.
- (i) Copies of orders made by a court, tribunal or government body in respect of the Society.
- (j) The written consents of Directors to act as such; and
- (k) The disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to examine may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

Part 10. Dissolution

The Society shall be dissolved whenever the Board of Directors of the Society, after consultation with the Bishop, shall so resolve. If upon dissolution of the Society there should be any property or assets remaining after the satisfaction of all its debts and liabilities, the same shall not be paid or distributed among members of the Society, but shall be transferred to the Incorporated Synod of the Diocese of New Westminster to be used for such ways in Canada as may be agreed in consultation with the Mission to Seafarers, London, England, for the furthering of the work promoting the spiritual, moral and physical well-being of seafarers.