

Constitution and Bylaws of The Trumpeter Tabletop Games Society

(2009 AGM Update)

Constitution

1. The name of the Society is "The Trumpeter Tabletop Games Society".
2. The purposes of the Society are:
 - a. to bring together people interested in tabletop gaming and military history,
 - b. to encourage wider understanding and acceptance of tabletop gaming in the general community, and
 - c. to engage in other activities from time to time which shall assist in furthering the foregoing objectives.
3. The operations of the Society will be carried on chiefly in the lower mainland area of the Province of British Columbia. *This clause is alterable.*
4. Membership in the society is open to any person regardless of race, creed, sex, colour or religion. This clause is unalterable.
5. The Society shall operate without direct financial or material profit to its members, and any such profits accruing shall be used only to further the objectives of the Society. This provision is unalterable.
6. The Society and its Members will not participate with any non-licensed, non-fundraising gambling at any Society meeting or Society event. This provision is unalterable.

Bylaws

Section 1 — Operating Rules

This Society shall be ruled

1. firstly by the laws of the Province of British Columbia generally, and the *Society Act of British Columbia* specifically,
2. secondly by these Bylaws,
3. thirdly, by the Policies of the Society,
4. and fourthly, when required and where not otherwise specified, by “Bourinot’s Rules of Order”, current edition.

Section 2 — Interpretations and Definitions

1. In these Bylaws, unless otherwise specified, or the context otherwise requires:
 - “**Directors**” means the Directors of the Society for the time being;
 - “**Society Act**” means the *Society Act of British Columbia* from time to time in force and all amendments to it;
 - “**registered address**” of a member means the member's address as recorded in the register of members;
 - “**special resolution**” a resolution requiring at least fourteen (14) days written notice to all voting members, and which requires a 75% majority of votes cast to pass;
 - “**the Society**” will be deemed to refer to "The Trumpeter Tabletop Games Society".
2. The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.
3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Section 3 — Membership

1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
2. Every member must uphold the Constitution and comply with these Bylaws.
3. Regular Membership
A Regular Member is
 - a. A person having attained the age of majority of the Province of British Columbia.
 - b. An Associate Member that fulfils the requirements of Regular Membership and requests Regular Membership status, when renewing their annual membership.
 - c. Any of the applicants for incorporation of the Society.
 - d. New Memberships are considered to be provisional for the first four (4) months of the first membership year of joining the Society and therefore do not garner voting rights within that period.
4. Associate Membership
An Associate Member is
 - a. A person between the age of fourteen (14) years and the Province of British Columbia's age of majority.
 - b. A person residing outside the Province of British Columbia.
 - c. Any Member whom wishes to be an Associate Member.
 - d. An Associate Member shall not be a voting member or hold any office of the Society, but shall enjoy all other privileges of a Regular Member.
5. Honourary Membership
 - a. By resolution at an Annual General Meeting, any person may be nominated by five (5) Regular Members and two Directors for Honourary Membership.

- b. Honorary Members shall have all the rights and privileges of a Regular Member, but shall not have the right to vote or hold any office.
- c. Honorary Memberships are to be reviewed and may be renewed each year at the Annual General Meeting by the Board of Directors.
- d. Between three (3) and up to a maximum equal of 5% of the Society's total current Memberships as Honorary Memberships. If due to a decline of members there are more Honorary Memberships active than normally allowable, then those members may be allowed to continue as such with no further additions possible until numbers are in compliance with the aforementioned maximums.

6. Dues

The Society may establish annual dues or fees, and any other such fees in such amounts as they shall deem advisable.

- a. New Regular and Associate Members shall pay the current Membership fee upon their application to the Society.
- b. When renewing, Regular Members and Associate Members shall pay the current annual Membership dues before the 1st day of March of the fiscal year.
- c. Dues or fees may be paid by mail to the registered address of the Society or directly to the President, Secretary, Treasurer or their designated representative at any meeting of members or Society event in which they are present. A receipt is to be issued by the receiver.
- d. Honorary Members are exempt from annual Membership dues/fees and Society event entry fees.
- e. A person ceases to be a member in good standing upon non-payment of dues or fees, and shall remain a member not in good standing for so long as such dues or fees remain unpaid.
- f. A member not in good standing will no longer be considered to be a member of the Society if they continue to be not in good standing on the 1st of March of the second year.
- g. The Society membership year is January 1st to December 31st.

7. Resignation

Members may withdraw from the Society at any time upon submission of a written and signed resignation. Such resignation may be delivered to a regular meeting, or mailed to the registered address of the Society.

8. Discipline, Suspension and Expulsion of Members

- a. Members may be subject to discipline, suspension, or expulsion by special resolution of the membership at a general meeting on any of the following grounds:
 - i. Non-payment of dues, or any other fees or debts due the Society.
 - ii. Contravention of these Bylaws or any rules made hereunder.
 - iii. Conduct contrary to the standards of good behaviour of the Society, prejudicial to the good name and reputation of the Society.
 - iv. Conviction for commission of an indictable offence under a Federal or Provincial Statute.
 - v. Upon being a member not in good standing for twelve (12) consecutive months.
- b. The notice of special resolution must include a statement of the reasons for the proposed action.
- c. The member who is the subject of the proposed resolution must be given an opportunity to be heard at the general meeting before the proposed resolution is put to a vote. The member may attend personally or by written submission, or may appoint another to speak for him.

- d. The member has the right to appeal any decision of the membership to the Directors of the Society in accordance with the appeal Policies as established by the Society from time to time.
- e. A member ceasing to be a member shall forfeit all rights and privileges of membership. A member ceasing to be a member shall remain liable for payment of any assessment or sum levied or which became payable by him to the Society prior to his ceasing to be a member.
- f. A member may be reinstated according to the Policies established by the Society from time to time.

9. Membership numbers

All members are to be issued a Membership Number when they are added to the Registrar of Members. Membership Numbers are comprised of a total seven (7) digits. The first four being equivalent to the first membership year that the member paid their membership fee for. The last three digits to be of a three digit, revolving one thousand count cycle, starting at one (001) and continuing in sequence until nine hundred ninety-nine after which it revolves to zeros (000) and begins anew.

(example: Jane Smith buys a 2009 membership and is the 120th person to join the Society their Membership Number would be 2009120)

Section 4 — Meetings of Members

1. Annual General Meeting

- a. The Annual General Meeting shall be held each year at such date, time and place within British Columbia as the Directors of the Society shall by resolution determine, in accordance with the *Society Act*.
- b. The business transacted at the Annual General Meeting must include but shall not be limited to the following:
 - i. The report of the Chairman, on behalf of the Directors of the Society, on the affairs of the Society for the previous year.
 - ii. The financial report of the Society by the Treasurer.
 - iii. The reports of the chairs of all standing committees.
 - iv. The election of Directors of the Society, if required.
 - v. The auditor's report and the appointment of an auditor for the following year, if required.
 - vi. The consideration of all special resolutions properly submitted for consideration at the Annual General Meeting.
- c. Written notice stating the date, time, and place of the meeting and including sufficient information to allow each Regular Member to make a reasoned judgment on the business to be transacted, shall be served by sending such notice to each regular member no less than fourteen (14) days before the date of the meeting.
- d. Such meeting may be held without fourteen (14) days notice, on any date, time, and place within British Columbia on the written assent of all regular members.
- e. Any member may waive the right to notice of a meeting, or any irregularity in a meeting, in writing. Such members shall not be counted in sections c) and d) above. Such consent may be revoked in writing at the member's pleasure.

2. Special General Meetings

- a. Other meetings of members, designated "Special General Meetings", may be called by the Directors of the Society from time to time for specific purposes.

- b. A Special General Meeting must be convened by the Chairman on receiving a written requisition signed by not less than fifteen percent (15%) of Regular Members who shall specify the purpose of the meeting. The Directors of the Society shall determine the date, time, and place within British Columbia of such meeting within twenty one (21) days of receipt of such a requisition from the Regular Members.
- c. Business conducted at Special General Meetings shall be limited to those items for which the meeting was called.

3. Regular General Meetings

- a. Regular general meetings of the Society shall be held at the date, time and place that the Directors of the Society decide, in accordance with the *Society Act*.
- b. All meetings may be conducted using parliamentary procedure as specified in the current edition of “Bourinot’s Rules of Order” by the chair, unless otherwise specified in these Bylaws.
- c. The Chairman of the Society, the Treasurer or, in the absence of both, one of the other Directors of the Society present, must preside as chair of a general meeting.
- d. If at a general meeting there is no Chairman, Treasurer, or other Director present within thirty (30) minutes after the time appointed for holding the meeting, or the Chairman and all the other Directors of the Society present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- e. The chair of a meeting may move or propose a resolution, but may not vote except in the case of a tie. In the case of a tie vote, the chair shall cast the deciding vote. The chair may abstain from voting, in which case the considered resolution shall be defeated.
- f. Notice stating the date, time, and place of the meeting shall be served by sending such notice to each regular member no less than fourteen (14) days before the date of the meeting.

4. Directors Meetings

Meetings of Directors shall be held

- a. At a date, time and place that the Chairman may decide, upon fourteen (14) days notice to Directors of the Society,
- b. Upon written submission of five (5) Directors of the Society to the Chairman, in which case the Chairman shall fix the date of a meeting within thirty (30) days of receipt of the submission.
- c. Such meeting may be held without fourteen (14) days notice, on any date, time and place within British Columbia on the written assent of all Directors of the Society.

5. Quorum

- a. A quorum at any meeting of members is twenty five (25) Regular Members in good standing in attendance or thirty five percent (35%) of Regular Members in good standing present and/or in attendance by proxy.
- b. A quorum at any meeting of Directors of the Society is any five (5) Directors or the Society’s Chief Executive Officer and two (2) other Directors. A proxy shall not contribute to a quorum.
- c. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- d. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- e. If within forty (40) minutes from the time appointed for a general meeting a quorum is not present the meeting shall stand adjourned until a convenient time and place, chosen by those members present, within fourteen (14) days of that day. If at the adjourned meeting, a quorum is still not present within thirty (30) minutes from the time appointed for the meeting; all Regular Members then present shall constitute a quorum. Notice stating the date, time, and place of the adjourned meeting shall be served by sending such notice to each regular member no less than five (5) days before the date of the meeting.

6. Voting

- a. Each Regular Member in good standing present at a meeting of members is entitled to one (1) vote, except in the case where he is named as a proxy for another Regular Member.
- b. Voting on general and special resolutions shall be by show of hands, excepting upon the request of any five (5) Regular Members or the President for a secret ballot.
- c. Voting for Directors of the Society shall be by secret ballot.
- d. The chair shall tabulate the results of all secret ballots and report the same to the membership. The chair may request the assistance of one or more members in scrutinising ballots.
- e. Upon the request of any five (5) Members the chair must appoint one or more members as scrutineers to assist in tabulating ballots. These may be voting, or non-voting members, and if voting members shall be entitled to cast a ballot.

7. Proxies

- a. Voting by proxy is permitted at the Annual General Meeting, at a Special General meeting, or at a Regular Meeting upon a Special Resolution only.
- b. Every Regular Member in good standing may appoint one proxy to attend and act at the meeting with such authority as is conferred by the proxy. A proxy instrument shall be executed in writing and signed by the member.
- c. A proxy-holder shall be
 - i. any Regular Member or Associate Member in good standing or
 - ii. a legal representative in the person of legal council, trustee, or holder of power-of-attorney only.
- d. A proxy is valid only for the meeting for which it is issued, or any adjournment or postponement thereof.
- e. A proxy may be revoked at the member's pleasure.
- f. A person may only act as a proxy for a maximum of two (2) voting Members.

Section 5 — Directors

- 1. The Directors of the Society shall be:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Secretary
 - e. Events Coordinator
 - f. Assets Coordinator
 - g. Director-at-large
 - h. Director-at-large
 - i. Director-at-large

2. The number of Directors of the Society may only be amended at an Annual General Meeting by special resolution.
 - a. The duties of Directors of the Society may be amended at a general meeting by a special resolution of the membership.
 - b. The duties of Directors of the Society may be temporally amended at a formal meeting of Directors to facilitate the operating of the Society. Temporary amendments may only be until the next Annual General Meeting and/or may not be for longer than six (6) months.
3. Elections of Directors
 - a. The term of office shall be of two (2) years from the election date to the second following Annual General Meeting.
 - b. Elections shall be held at Annual General Meetings.
 - c. Candidates for the Board must be nominated by at least five (5) Members.
 - d. Elections shall be held for the appointment to the Board of Directors
 - e. Separate elections shall be held for each office, filled by members on the Board of Directors. Nomination of a particular Director to stand for election to a position may be made from the floor or by a Director themselves. All standing for, nomination of or election of Directors must be done in the open and in view of all present members.
 - f. Elections shall be by secret ballot unless by acclamation.
 - g. Elections shall be by simple majority of votes cast.
 - h. If there are no candidates for an office, or for any reason a successor cannot be elected, the incumbent shall continue to hold office.
 - i. If an office falls vacant during the year it shall be filled by election at the next general meeting upon notice being given to the membership. Until such time another Director is to be appointed by the Board to fill any vacancy.
 - j. A Director of the Society must not be remunerated for being or acting as a Director but may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
 - k. Candidates for nomination must be Regular Members in good standing.
 - l. Up to two (2) Director Positions may be held by a single person. The positions of President, Treasurer and Secretary must be filled by three (3) separate individuals.
4. Duties of Directors
 - a. President
 - i. The President is the Chairman of the Board of Directors and presides at all meetings of the Society and of the Directors of the Society.
 - ii. The Chairman is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
 - b. Vice President
 - i. The Vice President in the absence of the President is the spokesperson of the organization at public and private functions.
 - ii. The Vice President is responsible for safety and security at events.
 - iii. Ensures that all persons at events comply with the Constitution, Bylaws and Policies of the Society and conduct themselves in a responsible, safe and lawful manner.
 - iv. Shall have responsibility and authority to remove from events persons conducting themselves in an unsafe, or unlawful manner.

- c. Treasurer
 - i. Keeps the financial records, including books of account, necessary to comply with the *Society Act*, and renders financial statements to the Directors of the Society, members and others when required.

- d. Secretary
 - i. Conducts the correspondence of the Society.
 - ii. Issues notices of meetings of the Society and Directors.
 - iii. Keeps minutes of all meetings of the Society and Directors.
 - iv. Has custody of all records and documents of the Society except those required to be kept by the Treasurer.
 - v. Has custody of the common seal of the Society.
 - vi. Maintains the register of members of the Society.
 - vii. In the absence of the Secretary from a meeting, the chair must appoint another person to act as secretary at the meeting.

- e. Events Coordinator
 - i. Coordinates society events.
 - ii. Prepares press releases, and notices to the public.
 - iii. Assists Society members in event planning and participation.

- f. Assets Coordinator
 - i. Coordinates Society assets.
 - ii. Coordinates any Society concessions or like thereof.

- g. Director-at-large
- h. Director-at-large
- i. Director-at-large
 - i. Director(s)-at-large are full voting members of the Board of Directors.
 - ii. Director(s)-at-large may be assigned tasks and or duties from time to time by the Board of Directors

Section 6 — Rules, Regulations, Policies and Codes of Conduct

The Society may from time to time issue rules, regulations, Policies and codes of conduct, not inconsistent with these Bylaws, regulating its conduct and activities.

Section 7 — Notices to Members

1. A notice may be given to a member by any Director of the Society either personally or by mail to the member at the member's registered address.

2. A notice sent by mail is deemed to have been given on the third business day following the day on which the notice is posted.

3. Notice of an Annual General Meeting must be given to every member shown on the register of members on the day such notice is given.

4. Notice shall be not less than fourteen (14) days. Unless stated otherwise within these By-laws.
5. Members may choose in writing, to have Society Notices and other Society information communicated in another form offered by the Board of Directors from time to time.

Section 8 — Branch Societies

The Society may incorporate branch societies in accordance with such Policies as it may adopt from time to time.

Section 9 — Fiscal Matters

1. The fiscal year of the Society shall be January 1st to December 31st.
2. Banking Arrangements
 - a. The banking business of the Society shall be transacted with such banks, trust companies, or other institutions in Canada as the Directors of the Society shall determine from time to time.
 - b. The Chief Executive Officer of the Society and the Treasurer are required to have signing authority of the Society.
 - c. All Society banking business, cheques, promissory notes, and other financial instruments requiring a signature shall be signed by a minimum of two (2) Directors of the Society, whose authority shall have been determined by resolution of the Directors. The Chief Executive Officer and the Treasurer must be two of the signatories of the Society.
3. Borrowing
 - a. The Directors of the Society may by Special Resolution, from time to time borrow money upon the credit of the Society in such amounts, and under such terms as the Society may determine.
 - b. The Society may only borrow money for purposes to further the aims and principles of the society.
 - c. Any money borrowed upon the credit of the Society must be repaid within twenty five (25) months of being incurred

Section 10 — Contracts

Any contract, document, or any instruments in writing requiring the legal authority of the Society shall be signed on behalf of the Society by two (2) Directors of the Society. One shall be the President and the other shall be the Treasurer, and/or Secretary, or in their absence other Directors as shall have been authorised by resolution of the Directors.

Section 11 — Dissolution

The Society may be dissolved by resolution at any Annual or Special General Meeting by a vote that must achieve 66% of the total number of all the Society's Regular Members in agreement. All assets of the Society, after outstanding debts and obligations have been paid, shall be transferred to a charitable association of the members' choice within the Province of British Columbia. This provision is unalterable.