

Table of Concordance
British Columbia Historical Federation
Constitution and Bylaws
List of 2019 Amendments

Pre-2018 Clause	2019 Amend. Clause	Description of change
Constitution 3	Bylaw Article 51	New Societies Act requires placement within Bylaws.
Constitution 4	Bylaw Article 52	New Societies Act requires placement within Bylaws and requires "This article is unalterable" to be replaced with "This provision was previously unalterable."
Constitution 5	Bylaw Article 53	New Societies Act requires placement within Bylaws.
Bylaws Part 2 (4)	Bylaws Part 2 (4)	Amendment increases the number of Honorary Members elected in one year from one (1) to a maximum of three (3); increases the maximum number of Honorary Members from 10 to 25.

Constitution

(as transitioned to the new *Societies Act* with May 2009 amendments)

THE BRITISH COLUMBIA HISTORICAL FEDERATION

Incorporation Number: S0001582

The name of the Society is THE BRITISH COLUMBIA HISTORICAL FEDERATION

The purposes of the Society are:

- (1) to promote the preservation and marking of historical sites, relics, natural features, and other objects and places of historical interest; and
- (2) to stimulate public interest, and to encourage historical research, in British Columbia history;
- (3) to publish historical sketches, studies, and documents.

THE BRITISH COLUMBIA HISTORICAL FEDERATION

Organized October 12, 1922,

as “The British Columbia Historical Association”, and registered under the *Societies Act*, March 2, 1927.

Change of name Registered under the Society Act, July 29, 1983.

BYLAWS

(as transitioned to the new *Societies Act* with May 2009 amendments)

Part 1 – Interpretation

1. (1) In these Bylaws, unless the context otherwise requires,
 - (a) “directors” mean the directors of the Federation for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- (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 or institution.

Part 2 – Membership

2. There shall be five classes of membership.

(1) Member Societies: Local historical societies are entitled to become Member Societies of the British Columbia Historical Federation:

- (a) they may use such local designation as they choose;
- (b) their objects shall not be inconsistent with those of the Federation
- (c) their powers shall not exceed those of the Federation
- (d) they may choose words to the effect that the Member Historical Society is a member society of the British Columbia Historical Federation; and (

e) all members of the local society shall be ipso facto members of the Federation and shall pay dues to the Federation as hereafter provided

(2) Affiliated Members: Organizations and institutions without dues paying members with specialized interests or objectives of a historical nature may become Affiliated Members of the British Columbia Historical Federation and shall pay dues to the Federation as hereafter provided

(3) Associate Members. Individuals are entitled to become Associate Members of the British Columbia Historical Federation; and shall pay dues to the Federation as hereafter provided.

(4) Honorary members. Such persons shall be specially distinguished for their attainments in history and historical research, or otherwise deemed worthy of the honour. They shall be elected unanimously by Council on the nomination of a President of a Member Society on the instructions of that Society. They shall be nominated from the members of the Federation and shall be elected at the Council meeting immediately preceding the Annual General Meeting. Up to three (3) Honorary Member may be elected in any one year, and the maximum shall be twenty-five (25) Honorary Members. Honorary Members shall have full privileges of the Federation for life and will be exempt the payment of annual dues.

(5) Corporate members. Companies are entitled to become Corporate Members of the British Columbia Historical Federation; and shall pay dues to the Federation as hereafter provided.

3. Application for membership

(1) Member Society or Affiliated Member. Upon submission of the prescribed Application form by the Officers of an organization, with the prescribed annual dues, Council may authorize membership by a 75 per cent majority vote of Council members in attendance.

(2) Associate member or Corporate member. Upon submission of the prescribed Application form, with the prescribed dues, Council may authorize membership by a 75 per cent majority vote of Council members in attendance.

(3) Member societies and affiliated members determine their own membership criteria

4. A Member Society, Affiliated Member, Associate Member or Corporate Member shall cease to be a member of the Federation

(1) by sending written notice of withdrawal signed by the President and the Secretary of the organization, to the Secretary of the Federation; or (

2) by failing to forward dues of the members of a Member Society after being sent one renewal notice and one overdue reminder; or

(3) by failing to forward dues of an Affiliated Member after being sent one renewal notice and one overdue reminder; or

(4) by failing to forward dues of an Associate Member after being sent one renewal notice and one overdue reminder; or

(5) by failing to forward dues of a Corporate Member after being sent one renewal notice and one overdue reminder, or

(6) for cause that is detrimental to the Federation, specified by special resolution of Council by a 75 per cent majority vote of Council members present. Two month's notice in writing of the special resolution for expulsion must be given to such an organization or individual and such organization or individual shall be given an opportunity to be heard at the meeting of Council before the special resolution is put to the vote. An appeal for reconsideration may be made to the next succeeding general meeting of the Federation

5. (1) Every member of a Member Society shall uphold the Constitution and comply with these Bylaws.

(2) Council may, by special resolution passed by a 75 per cent majority vote of the members of Council present, expel a member of a member Society from membership in the Federation because of behaviour that is detrimental to the Federation. Such person shall be given the opportunity to be heard at the meeting of Council

before the special resolution is put to the vote. The Member Society to which such person belongs must be advised of the decision of Council.

6. Honorary Patron: The Federation may invite His/Her Honour, the Lieutenant-Governor of the Province of British Columbia, during his/her term of office, to be Honorary Patron of the Federation.
7. Honorary President: The Federation may have an Honorary President nominated and elected by Council annually at its meeting immediately preceding the Annual General meeting

Part 3 - Meetings of Members

8. General meetings of the Federation shall be held at such time and place, in accordance with the Society Act, as the Council shall decide.
9. Notice of a general meeting shall specify the place, the day and the hour of meeting and shall state the nature of the business of that meeting.
10. The Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting. The place of the Annual General Meeting shall be fixed by the previous Annual General Meeting at any place in British Columbia. Should this not be possible, Council shall decide the place of the succeeding Annual General Meeting.
11. The Executive Committee, or any five members of the Executive Committee, or no less than 10 per cent of the members of the Federation, may requisition an extraordinary general meeting of the Federation for any purpose.
12. Any persons calling a general meeting of the membership of the Federation pursuant of clause 11 immediately preceding shall be responsible for the administration and preparation of the meeting.
13. All members of the Federation shall have the right to attend and to speak at meetings of the Council but only members of the Council shall have the right to vote.
14. All members of the Federation are entitled to attend and take part in discussions at general meetings. Voting at any general meeting of the Federation shall be by
 - (a) each member of Council in attendance,
 - (b) voting delegates accredited by Member societies – one (1) delegate for each ten (10), or part thereof, paid-up members and
 - (c) one voting delegate accredited by each Affiliated Member or Corporate Member.
15. The Chairman of any meeting of Council shall be the President. If the President is unable to chair the meeting, the Chairman may be the First Vice President, Second Vice-President, or another member of Council selected by those present at the meeting.
16. Any resolution or motion shall be deemed passed if a majority of the voting members present vote in favour of such resolution or motion unless otherwise stipulated in. the Bylaws. The Chairman does not have a second vote, and proxies will not be accepted.
17. A quorum at all general meetings shall be 25 members of Council and/or voting delegates.
18. The rules of procedure at any general meeting shall be determined by the Executive Committee, or, if any member objects, by a late edition of Robert's Rules of Order.
19. Notice of any general meeting shall be given to each Member Society at least fourteen days before such meeting, and seven days should be allowed for delivery.
20. Voting delegates of Member Societies, Affiliated Members and Corporate Members must register and present authorized voting credentials to the Federation Secretary before a general meeting of the Federation Part 4 – Officers
21. The Officers of the Federation shall consist of the President, first Vice-President, second Vice-President, immediate Past-President (ex officio), Secretary, Recording Secretary and Treasurer
22. The President may not serve more than three consecutive years, and shall not be eligible for re-election for at least three years.
23. The offices of Secretary and Treasurer may be combined into one office — that of Secretary-Treasurer.
24. The offices of Secretary and Recording Secretary may be combined into the one office of Secretary.

25. (1) The President, First Vice-President, Second Vice-President, Secretary, Recording Secretary, and Treasurer for the ensuing year shall be elected at a properly constituted election at the Annual General Meeting, at which meeting they may be re-elected subject to the limitation in Bylaw 20 relating to the length of service of the President.
(2) These positions may be filled by suitably qualified members of the Federation who need not be members elected to Council for the ensuing year.
(3) elections shall be held for each office to be filled. (
(4) An election may be by acclamation; otherwise it shall be by ballot.
(5) If no successor is elected, the person previously elected or appointed continues to hold office, except for the President as provided in Bylaw 20.
26. Council may, by special resolution passed by 75 per cent majority vote of Council members present, remove an Officer before the expiration of his term of office because of behaviour that is detrimental to the Federation. The remaining members of Council may appoint a member to take the place of the former Officer.

Part 5 - Duties of Officers

27. The President:
 - (1) shall preside at all meetings of the Federation and of the Council, unless the members or Councillors otherwise decide;
 - (2) is the chief executive officer of the Federation and shall supervise the other officers in the execution of their duties.
28. The First (or Second) Vice-President shall carry out the duties of the President should he be absent.
29. The Secretary shall
 - (1) conduct the correspondence of the Federation
 - (2) issue notice of meetings of the Federation and the Council
 - (3) have custody of the records and documents of the Federation, except those required to be kept by the Treasurer
 - (4) see that a register of Member Societies, Affiliated Members, and Associate Members is maintained
 - (5) issue renewal, reminder and expulsion notices
30. The Recording Secretary shall:
 - (1) keep Minutes of all meetings of the Federation and the Council; and
 - (2) present such Minutes to the succeeding meeting of the Federation or Council respectively.
31. The Treasurer shall:
 - (1) keep the financial records, including books of account, necessary to comply with the Society Act;
 - (2) render financial statements to the Council, members, and others when required;
 - (3) have custody of the common seal of the Federation.
32. Other Officers shall perform such duties as Council may decide.

Part 6 – Council

33. The affairs of the Federation shall be administered by a Council consisting of the Officers of the Federation and between eight and twelve other Directors.
34. All members of Council (Officers and other Directors) shall hold office from the time of the first Council meeting after the Federation Annual General Meeting until the end of the following Annual General Meeting.
35. Prior to the termination of the Federation Annual Convention and following the Annual General Meeting, the incoming Council, including Officers, shall meet for the purpose of dealing with such business as may come before them. They shall appoint an Editor or Editors and Associate Editor, if required. The Editors shall serve as ex-officio members of Council.
36. The Council shall have the custody and disposal of all the property of the Federation.
37. Five Officers and other Directors shall constitute a quorum, and in case of equality of votes, the Chairman does not have a second vote. Council shall hold at least one meeting each year other than the ones immediately preceding and following the Annual General Meeting.

38. The Council shall have the power to make REGULATIONS, providing they are in accordance with these Bylaws and are approved by a two-thirds majority vote of Council members present.
39. Council may meet by electronic means, for instance but not limited to, telephone, conference calls and e-mail, to transact Council business in order to minimize travel time and costs and to be able to react to concerns of an urgent or immediate nature.

Part 7 - Executive Committee

40. (1) The Executive Committee shall consist of the regularly elected Officers: President, two Vice-Presidents, Secretary, Recording Secretary, and Treasurer; the immediate Past President; and two Directors elected by Council from its members at the meeting immediately following the Annual General Meeting. Five members shall constitute a quorum.
(2) The Executive Committee shall meet at the call of the President or of three of its members. It shall have no power to originate policies independent of Council, and it shall report any activities to the succeeding meeting of Council for appropriate action.
(3) No member of the Executive Committee shall receive remuneration for his services.

Part 8 – Miscellaneous

41. Resolutions: A resolution signed, or approved by telephone, by e-mail or other electronic means, by 75 per cent of the members of the Council or Executive Committee respectively, and placed with the Minutes of Council, shall be as valid and effectual as if passed at a meeting of the Council or Executive Committee duly called and properly constituted. Meetings held by Conference Call will be permitted.
42. Financial Year: The Financial Year of the Federation shall be from April 1st to March 31st of the following year.
43. Auditor: The financial records of the Federation shall be audited as prescribed in the Society Act.
44. Annual Dues: The annual Federation Dues for all members shall be set at the Annual General Meeting for the succeeding financial year.
45. Borrowing Powers: The Federation shall exercise no borrowing powers.
46. Inspection of Books: The books, papers, records, and other property of the Federation shall be open to inspection by any member, at any reasonable time, upon due notice.
47. Seal: The Seal of the Federation shall not be affixed to any instrument except by authority of a resolution of Council, or of the Executive Committee, and in the presence of such officers as may be prescribed in and by such resolution.
48. Amendments to the Bylaws: Bylaws shall be amended only by special resolution at a general meeting of the Federation. Motions to amend the Bylaws may be proposed by Council, or by a Member Society transmitting the proposed amending motion through its Secretary to the Federation Secretary. Such motions, together with reasons therefore, will be distributed to all Member Societies of the Federation at least one month before the meeting. A 75 per cent majority vote of Council members and of accredited delegates in attendance will be required to pass the amendment(s).
49. Nominations for Directors may be submitted in writing or e-mail by Member Societies. These must be received by the Nominating Committee at least thirty days prior to the Annual General Meeting. All such nominations must be accompanied by an acceptance by the nominee and a brief biography of the nominee. The President shall appoint a Nominating Committee at least forty-five days before the Annual General Meeting.
50. All members of the Federation shall have the right to attend and to speak at meetings of the Council but only members of the Council shall have the right to vote.
51. The operations of the Federation are to be carried on chiefly within the Province of British Columbia.
52. The purposes of the Federation shall be carried out without purpose of gain for its members and any profits and other accretions to the Federation shall be used for promoting its purposes. This provision was previously unalterable.
53. In the event of winding up or dissolution of the Federation, any funds of the Federation remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations promoting the same object of this Federation as may be determined by the members of the Federation at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds

shall be given or transferred to some other organization, provided that such organization referred to in this paragraph shall be a registered charity recognized by the Department of National Revenue, Taxation, as qualified as such under the provisions of the *Income Tax Act of Canada* from time to time in effect.