

## POUCH COVE HERITAGE SOCIETY INC. - CONSTITUTION

### **ARTICLE I – NAME, LOCATION and STATUS OF THE ORGANIZATION**

ITEM 1. The name of this organization is POUCH COVE HERITAGE SOCIETY INC.

ITEM 2. Hereinafter “The Society” will be taken to mean the Pouch Cove Heritage Society Inc.

ITEM 3. The mailing address of the Society is P.O. Box 119, Pouch Cove, NL A0A 3L0

ITEM 4. The Society is a not-for-profit corporation, incorporated and registered in the Province of Newfoundland and Labrador. Corporation Number 62191. Date of Incorporation: March 29, 2010.

### **ARTICLE II – GOALS AND OBJECTIVES**

ITEM 1. VISION: The Society exists to protect and preserve heritage and to develop wider awareness of historic value in our community, in active partnership with other groups and individuals who share the Society's goals.

ITEM 2. MISSION: The Society will work in harmony with all citizens and service organizations to promote, protect and educate each other in all aspects of tangible and intangible heritage: in the gathering of oral history, visual records and artifacts, the celebration and recognition of historic events, along with the identification and preservation of historic sites in our community.

ITEM: 3. GOALS AND OBJECTIVES:

The Goals and Objectives of the Pouch Cove Heritage Society are:

1. to work in direct collaboration with the greater Pouch Cove Community;
2. to involve young people and seniors in all aspects of the Society's work and activity;
3. to bring in speakers and consultants who can help focus attention on heritage and educate about how to protect and preserve local cultural sites, information and traditions;
4. to develop oral history projects in our community and record stories from older residents;
5. to survey local residents and former residents to create a database of key individuals, events, stories and sites for heritage preservation in Pouch Cove;
6. to contribute to the development of sites for community use and heritage interpretation;
7. to support development and use of our community's museum sites for heritage interpretation;
8. to raise funds in the community and seek public and private funding to develop heritage preservation and cultural tourism opportunities in Pouch Cove;
9. to conduct and promote educational initiatives and activities focused on local history and heritage;
10. to advocate for municipal planning that recognizes and preserves cultural sites for the preservation of our community's history;

11. to initiate and participate in other activities and projects, as they arise, which further the goals and objectives of the Society.

### **ARTICLE III – MEMBERSHIP**

ITEM 1: TYPES OF MEMBERSHIP: The Membership of the Society shall be comprised of two types of members: Directors (Voting Members) and Affiliate Members (Non-Voting Members.) Directors may number up to twelve (12) individuals. The number of non-voting members, to be known as Affiliate Members, will not be limited. All Members will participate in the activities of the Society, but Affiliate Members will not vote at meetings.

ITEM 2: BECOMING A MEMBER: All members must apply and be approved for membership by the Board of Directors. Each member shall pay to the Society annual dues to be determined by the Board of Directors. The Bylaws of the Society shall prescribe the procedure by which individuals will become members and members' roles and responsibilities.

### **ARTICLE IV – BOARD OF DIRECTORS**

ITEM 1. ROLE OF THE BOARD OF DIRECTORS: The Board of Directors shall hold primary responsibility for all decisions and operations of the Society.

ITEM 2. ELECTION OF DIRECTORS: Directors shall be elected by the Voting Members of the Society at a meeting of the Society. The Directors shall function as a Board of Directors.

ITEM 3. NUMBER OF DIRECTORS: The Board of Directors shall be comprised of 10 to 12 Voting Members of the Society.

ITEM 4. DUTIES: Directors' duties and responsibilities are as stated in the Bylaws of the Society.

### **ARTICLE V – EXECUTIVE**

ITEM 1. EXECUTIVE POSITIONS: The Directors shall appoint from among themselves four individuals to serve as the Executive of the Society. Such appointment must be approved by a majority vote of the Board of Directors. The Executive of the organization shall consist of Chair, Vice-Chair, Secretary and Treasurer.

ITEM 2. ELIGIBILITY: Only Directors are eligible to become members of the Executive.

ITEM 3. TERM OF OFFICE: The term of office for any member of the Executive shall be two years from the time of being appointed. Executive members shall serve no more than two consecutive terms in the same position.

ITEM. 4. EXECUTIVE VACANCIES: A vacancy in any Executive position may be filled by appointment, but must be approved by a majority vote of the Board of Directors.

### **ARTICLE VI – MEETINGS**

ITEM 1. GENERAL MEMBERSHIP MEETING: The members (Directors and Affiliate Members) of the Society shall meet annually, in the month of March to review the events and decisions of the past year and discuss future activities.

ITEM 2. SPECIAL MEETINGS: Special meetings may be called by the Chair at his/her discretion, upon the

request in writing from any member of the Society.

ITEM 3. QUORUM: For a meeting of members to conduct official business of the Society a quorum shall be defined as a majority of the current voting membership.

ITEM 4. MEETINGS OF THE BOARD OF DIRECTORS: The Board of Directors of the Society shall meet monthly to carry on the business of the Society. A quorum at any Board of Directors Meeting shall be defined as a majority of the current Directors.

ITEM 5. PROCEDURE AT MEETINGS: The Chair of the Society shall preside over all meetings, unless unable to attend, in which case the Vice-Chair shall preside. All meetings will operate according to Robert's Rules of Order Newly Revised. In the event of a conflict between this and the Constitution of the Society, the Constitution shall take precedence.

#### **ARTICLE VII - AMENDMENTS TO CONSTITUTION OR BYLAWS**

ITEM 1. PROPOSING AMENDMENTS: Any proposed amendment to the Constitution or the Bylaws of the Society must be communicated in writing to the membership not less than one month prior to a General Meeting of Members at which such amendments are to be put to a vote.

ITEM 2. APPROVAL OF AMENDMENTS: Two-thirds of the voting members must approve an amendment to the Constitution or Bylaws in order for such amendment to come into effect.

ITEM 3. REVIEW OF CONSTITUTION: Every four years, the Board of Directors shall establish a Review Committee to review and recommend amendments to the Constitution and Bylaws of the Society.

#### **ARTICLE VIII - LEGAL JURISDICTION/ DISSOLUTION**

ITEM 1. This Constitution shall be governed and interpreted under the laws of the Province of Newfoundland and Labrador.

ITEM 2. In the event that the Society is dissolved or wound up, all remaining assets will be assigned or transferred to other non-profit group(s), as required by Schedule 2 of the Companies Act of Newfoundland and Labrador.