

Bylaws of the Nanaimo Makerspace Society (the "Society")

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“**Act**” means the Societies Act of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

“**Space**” Nanaimo Makerspace, it’s facilities and tools.

“**Access fob**” An RFID tag which allows a member access to the Space.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s or Membership Team acceptance of the application.

Membership can be granted by **discretion** of an individual of either the Board or Membership Team.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the monthly/annual membership dues, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member’s monthly membership dues, and the member is not in good standing for so long as those dues remain unpaid.

2.5 A member is not in good standing if the member is deemed by the board or persons designated by the board to be a cause of harm to the space or members. Including but

not limited to stealing from member or the space, damaging the space, damaging tools, or members projects, making threats, causing bodily harm, or illegal activities.

A member not in good standing shall have limited access to the Space.

2.6 A member not in good standing will not have access to the space and will not be able to claim discounts provided to members in good standing.

Member not in good standing may not vote

2.7 A member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
- (c) except by special dispensation by the board

Termination of membership

2.8 A person's membership in the Society is terminated if:

- (a) the person is not in good standing for 12 consecutive months.
- (b) by delivering their resignation in writing to the society's board of Directors or by mailing or delivering it to the address of the society
- (c) on their death
- (d) on being expelled

Member expulsion

2.9 A member may be expelled by the following:

- (a) at the discretion of the board
- (b) any refund will be at the discretion of the board

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines and notice of meeting shall be posted 7 days prior and include all notices of motion.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;

- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair one of the other directors present at the meeting may preside as the chair.

Alternative chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is at least 1 director, and 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next

week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been

- given to the members in the notice of meeting;
- (h) call for notices of motion, vote to include any notices of motion at the next meeting, and set the date, time, and location for the next meeting;
- (i) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than **3** and no more than **9** directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Disclosure of conflicts of interest

4.5 Directors should be aware of their obligation to disclose to the directors all material interests in matters that may conflict with their duties to the society

Unaffiliated Board Members

4.6 The society must ensure that a majority of its directors are not employed by or under contract with the society

Part 5 – Directors’ Meetings

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any **2** other directors.

Conduct of directors’ meetings

5.2 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.3 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

Part 6 – Board Positions

Election or appointment to Board positions

6.1 One Director must be elected or appointed as Treasurer.

Directors appointed at large

6.1 All Directors, with the exception of the Treasurer, are appointed as directors at large.

Role of treasurer

6.2 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society’s financial transactions;
- (c) preparing the Society’s financial statements.

Role of Directors at Large

6.3 The Board as a whole is responsible for doing, or making the necessary arrangements for the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

6.4 The Board may delegate any, but not all, of their powers to committees that include one or more Board members as they see fit.

- (a) A committee so formed is the exercise of powers so delegated must conform to any rules imposed on it by the Board and must report to the Board actions taken of those powers to the earliest meeting of the Board.

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by two or more Board members or,
- (b) by one or more individuals authorized by the Board to sign the record on behalf of the Society. In this case the authorization may be specified for a duration not to exceed 3 months and this authorization may be revoked at any time by means of a letter sent to the individual's registered address.