

CONSTITUTION

The Name of the Society is “Camp Fircom Society of The United Church of Canada”.

The purposes of the Society are:

- a. to undertake the general oversight, supervision, administration and management of Camp Fircom in accord with the policies established by the Society and approved by the British Columbia Conference of The United Church of Canada in consultation with the United Church Conference Camping Committee as appropriate,
- b. to provide persons (children, adults, youth or families), through the uniqueness of the out-of-doors setting, an opportunity to discover new understandings of faith and to experience new relationships with one another,
- c. to maintain the First United Church Summer Camp Program whose primary focus is to provide a camping experience for persons who would not otherwise get such an opportunity,
- d. to acquire by purchase, gift or otherwise real and personal property which may be deemed by the Society to be beneficial in carrying out the purposes of said Society

BY-LAWS

Interpretation

1. In these by-laws, unless the context otherwise requires:

- a. “British Columbia Conference” means the British Columbia Conference, or its successor, of The United Church of Canada
- b. “General Council” means the General Council of The United Church of Canada
- c. “Society” means the Camp Fircom Society of The United Church of Canada
- d. “members” means members of the Society
- e. “Directors” means the Directors of the Society
- f. “Chairperson” means the Director holding the office of Chairperson
- g. “Vice-chairperson” means the person holding the office of Vice-chairperson
- h. “Secretary” means the person holding the office of Secretary
- i. “Treasurer” means the person holding the office of Treasurer
- j. “auditor” means a Certified Public Accountant(s) appointed by the Society at an Annual General Meeting
- k. “resolution” means a written proposal which aims to make the Society take some action and which has received the consent of a majority of the members at a meeting of the members

- l. “special resolution” has the same meaning as a resolution except it has received the consent of three-quarters of the members at a meeting of the members
- m. “full members or adherents of The United Church of Canada” shall have the meaning as set out in *The Manual* of the United Church of Canada in force at the time

General

- 2. The Society is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Society are to be used in promoting or furthering its purposes.
- 3. Upon dissolution or final cessation of the Society or in the event the British Columbia Conference of The United Church of Canada, shall find the Society has ceased to carry out its purposes, all remaining assets of the Society, after payment of all just debts and obligations, shall be transferred to such person, persons or body designated by the British Columbia Conference of The United Church of Canada. This provision was previously unalterable.
- 4. The Society shall at all times operate under the supervision of the British Columbia Conference.
- 5. The Society shall at all times be in accord with The United Church of Canada including but not limited to all policies, standards and regulations as they may be enacted from time to time by the General Council or its Executive, and by the British Columbia Conference, including but limited to *The Manual* of The United Church of Canada and all policies and provisions related to incorporated ministries. Any corporation created by the Society shall be organized and supervised according to the Incorporated Ministries policy.

Membership

- 6. Upon payment of annual membership dues as set out from time to time by the Directors, any person 16 years of age or over who supports the purposes of the Society shall be entitled to become a member of the Society.
- 7. In order to vote at a meeting, a person shall have had to be a member for at least three months prior to the meeting.
- 8. In no case shall a majority of the members of the Society be members of the Executive of the British Columbia Conference. In the event the British Columbia Conference delegates to another court its supervisory role, the majority of the Society members shall not be members of the supervising court.
- 9. No member shall be an employee of the Society except in such cases as the employment is of a short term or casual nature, and in such cases the person so employed shall not vote at meetings.
- 10. No member shall be remunerated for being a member of the Society. The Directors may authorize the reimbursement of expenses necessarily and reasonably incurred by a member while engaged in the affairs of the Society.
- 11. Membership will also be extended to any person elected or appointed as a Director, upon acceptance of such a position, for the duration of the term of office.
- 12. The Society may extend honorary membership to any person. Such honorary membership shall be without payment of the annual membership dues and shall be without time limit.

13. A person shall cease to be a member of the Society in any of the following circumstances:
- a. at the expiry of the member's annual membership
 - b. by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society
 - c. on his or her death
 - d. upon the expiry of the member's term of office unless re-elected
 - e. on being expelled
14. The Society may, by special resolution, expel a member. The notice of proposed expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed expulsion must be given the opportunity to be heard at the meeting before the proposal is put to a vote.

Meetings of Members

15. The Society shall hold meetings of the members at the call of a previous meeting, at the call of the Directors, or upon written request to the Secretary of not less than one-tenth of the members.
16. The Directors may, when they think fit, convene meetings of the members.
17. The Directors shall call a meeting of the members, generally known as an Annual General Meeting, to be held on or before the last day of March each year.
18. Notice of a meeting must specify the place, day and hour of the meeting and the general nature of the business to be conducted.
19. Notice shall be by written notification delivered either personally, by mail, or electronic mail to the address on the register maintained by the Secretary, not less than 14 days before the meeting. The required notice period for a particular meeting may be waived by unanimous consent of the members.
20. Notice shall be given to every member shown on the register of members on the day notice is given, the British Columbia Conference and the auditor. No other person is entitled to receive notice of general meetings.
21. The accidental omission to give notice of a meeting, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Proceedings of Meetings

22. The rules of procedure contained in the current edition of *The Manual* of The United Church of Canada (Appendix "Rules of Debate and Order") shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Societies Act or these by-laws or any regulations or special rules of order that the Society may from time to time adopt.
23. The business of an Annual General Meeting shall include, but not be limited to:
- a. the consideration of the financial statements

- b. the report of the Directors
 - c. the report of the Certified Public Accountant, if any
 - d. the election of Directors
 - e. the appointment of the auditor, if required
24. A quorum for a meeting shall be determined as follows:
- a. if there are 60 or more members of the Society, at least 20 members shall be present
 - b. if there are less than 60 members of the Society, at least one-third of the members shall be present
 - c. and in either case, at least one-half of the members present shall be full members or adherents of The United Church of Canada
25. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted when a quorum is not present.
26. If at any time during a 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.
27. If within 30 minutes from the time set for a meeting a quorum is not present the meeting, if convened on the requisition of members must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
28. The Chairperson, Vice-chairperson, or in the absence of both, one of the other Directors present, must preside as chair of a meeting.
29. If there is no Chairperson, Vice-chairperson or other Director present within 15 minutes after the time appointed for holding the meeting, or if the Chairperson and all other Directors present are unwilling to act as chair, the members present must choose one of their number to be the chair.
30. A meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for less than 10 days, it is not necessary to give notice of an adjournment or the business to be conducted. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
31. Every proposal intended to become a special resolution shall require at least 14 days notice to all members, such notice having been given in the call of the meeting (unless such notice is unanimously waived, or such proposal received unanimous consent, in the manner specified in the Societies Act).
32. No resolution of a meeting invalidates a prior act of the Directors that would have been valid if that resolution had not been adopted.

33. A proposal intended to become a resolution or special resolution need not be seconded, and the chairperson of the meeting may advance a proposal.
34. In the case of a tie vote, the chairperson of the meeting does not have a casting or second vote in addition to the vote he or she may be entitled as a member, and the proposal does not pass.
35. Each person present who has been a member for at least three months shall have one vote on each resolution.
36. Voting is by show of hands unless the members resolve that the vote on a particular resolution shall be by ballot or other means.
37. Voting by proxy is not permitted.

Directors

38. The affairs of the Society shall be governed by the Directors who may exercise all the powers and do all the acts and things that the Society may exercise and do, with the exception of those matters requiring a special resolution.
39. A majority of the Directors shall be full members or adherents of The United Church of Canada and a list of the Directors shall be submitted annually to the Executive Secretary of the British Columbia Conference for review and approval.
40. A majority of the Directors shall be 18 years of age or older.
41. No rule made by the Society in a meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
42. The Executive Secretary of British Columbia Conference, or their appointee, shall be an ex-officio non-voting Director.
43. There shall be no less than five and no more than 10 Directors, not counting the Executive Secretary or their appointee.
44. Directors shall serve two year terms. A Director may serve only three consecutive terms. At the conclusion of six consecutive years in office, a Director shall not be eligible to take office until he or she has been out of office for at least one year.
45. Directors shall be elected to fill vacant positions by the members at the Annual General Meeting. If a successor is not elected, the person previously elected or appointed continues to hold office.
46. The Directors may appoint a member as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of the next Annual General Meeting, but is eligible for election at that meeting.
47. Each Director shall assume office upon the adjournment of the meeting at which he or she was elected or appointed.
48. The Society may, by special resolution, remove a Director before the expiry of his or her term of office, and may appoint a successor to complete the term of office.

49. No Director shall be remunerated for being or acting as a Director. The Directors may authorize the reimbursement of expenses necessarily and reasonably incurred by a Director while engaged in the affairs of the Society.

Proceedings of the Directors

50. The Directors shall, within a reasonable time following each Annual General Meeting, appoint from among them a Chairperson, a Vice-chairperson, a Secretary, a Treasurer and other such Officers as the Directors shall by regulation decide. These Officers shall hold office until the adjournment of the next Annual General Meeting or until their successor Officers are appointed. In rare circumstances, the Directors may combine two of these offices into one person. Should any of these offices fall vacant the Directors shall appoint a Director to that office for the unexpired portion of the term.

51. The Directors may meet at such times and places as the Directors think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. The Directors may meet in person, by teleconference call or any other means where participants can communicate with each other at the same time.

52. Meetings of the Directors shall be called by the Chairperson, or by the Vice-chairperson, or by the Secretary when requested by any four Directors.

53. A quorum for a meeting of the Directors is a majority of the Directors.

54. The Chairperson is the chair of all meetings of the Directors, but if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-chairperson must act as chair, but if neither is present the Directors may choose one of their number to be the chair of that meeting.

55. The Directors may establish and delegate any of its powers to committees each consisting of one or more Directors and such other person or persons (if any) as the Directors see fit. A Director shall chair any such committee.

56. A committee shall, in the exercise of the powers delegated to it, conform to any rules imposed upon it by the Directors, and shall report every act or thing done in the exercise of those powers to the next meeting of the Directors held after it has been done.

Officers

57. The Officers of the Society are the Chairperson, Vice-chairperson, Secretary and Treasurer.

58. The Chairperson is the chief executive officer of the Society and shall:

- a. supervise the other Officers in the execution of their duties
- b. call the Annual General Meeting
- c. call meetings of the members whenever he or she deems necessary
- d. preside at all meetings of the members and the Directors
- e. be an ex-officio member of all committees
- f. report the activities of the Society to the Annual General Meeting

- g. carry out other such duties as usually pertain to this office

59. The Vice-chairperson shall:

- a. carry out the duties of the Chairperson during the Chairperson's absence
- b. carry out such other duties as requested by the Chairperson or the Directors

60. The Secretary shall:

- a. conduct all correspondence of the Society
- b. issue notices of meetings of the Society and Directors
- c. keep minutes of all meetings of the Society and Directors
- d. have custody of all records and documents of the Society except those required to be kept by the Treasurer
- e. have custody of the common seal of the Society
- f. maintain a register of members of the Society
- g. within two weeks of the Annual General Meeting of the Society, forward to the British Columbia Conference a list of members of the Society and a list of the Directors.
- h. file with the British Columbia Conference;
 - i. the Society's Annual Report
 - ii. the Society's audited or reviewed financial statements
 - iii. other reports presented to the Annual General Meeting or other meetings of the Society which are not included in the Annual Report
 - iv. minutes of the meetings of the Society including the Annual General Meeting
 - v. annual charity information return
 - vi. statement of insurance coverage
 - vii. other reports of the operation of the Society and its programs that are required by government or other authorized regulatory bodies

61. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

62. The Treasurer shall:

- a. keep the financial records, including book of account, necessary to comply with the Society Act
- b. provide financial statements to the Directors, members and others when required
- c. once a year, provide the audited or reviewed financial statements to the Victoria Presbytery and to the Comox-Nanaimo Presbytery

Financial Matters

63. The Directors may, by resolution, direct the manner in which, and the persons by whom, any particular instrument, contract or obligation of the Society shall be executed.
64. The accounts of the Society shall be audited, or reviewed annually by a Certified Public Accountant appointed by the Society at an Annual General Meeting.
65. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure payment or repayment of money in the manner they decide. However, debentures shall not be issued without the sanction of a special resolution.
66. At no time shall indebtedness of the Society exceed \$100,000 without the prior written consent of the British Columbia Conference.
67. The Directors shall keep insured all assets of the Society, and shall keep in force such additional policies of insurance they deem necessary to insure the Society against liability or risk. The United Church of Canada shall be named as an additional insured on all insurance policies of the Society.
68. No resolution of the Directors authorizing or purporting to authorize the purchase, sale, lease, mortgage, exchange, or other dealing with any real property shall be of any force or effect until such resolution has been ratified by a special resolution of the members of the Society at the next meeting of the members, and until such resolution has been approved in writing by the British Columbia Conference.
69. The Society shall not, without the prior written consent of the British Columbia Conference, initiate or in any way engage in proceedings that might result in the voluntary winding up of the Society.

By-Laws

70. Each member is entitled to receive a copy of the Constitution of the Society and these By-laws. The Society shall provide this to the member on request and without charge.
71. Save as hereinafter provided, these by laws may be altered by special resolution.
72. The Constitution and By-Laws can only be amended or added to by special resolution which has received the prior written consent of the British Columbia Conference and the administrative approval of the General Council before it may be brought for consideration to any meeting of the Society. A resolution to amend or add to the Constitution and By-laws may not be amended once it has been approved by the British Columbia Conference and the General Council.
