

The Sir William Vaughan Trust Incorporated (69567)

Bylaws

(Adopted November 30, 2014, Amended March 6, 2016)

1. NAME

The Sir William Vaughan Trust Incorporated (hereinafter referred to as the Trust).

2. MISSION

To enhance awareness and understanding of Sir William Vaughan's efforts in early Newfoundland plantation development.

3. GOALS

The goals of the Trust are:

- to promote academic liaisons between Newfoundland and Labrador scholars and persons with an interest in Vaughan throughout the world, in particular in Wales
- to identify and collect documents related to Vaughan's planting efforts in Newfoundland
- to determine the relationship, if any, between Vaughan and other Newfoundland plantations of the era
- to arrange, promote, organize and present conferences, workshops, seminars and similar meetings and awareness sessions as necessary to further the work of the Trust
- to assemble and prepare materials with a view to developing a community-based historical tourism opportunity for the Town of Trepassey
- to seek funding to enable the Trust to meet its goals above

4. INCORPORATION

4.1. Body Corporate

The Trust (Corporation Number 69567) is an incorporated body under the *Corporations Act of Newfoundland and Labrador* and was incorporated on February 26, 2013.

4.2 Registered Office

The Board of Directors shall determine the location of the registered office of the Trust within the place designated in the Articles of Incorporation.

4.3 Directors of the Corporation

The Trust will be governed by a volunteer Board of Directors drawn from the membership comprising no fewer than three (3) and not more than nine (9) directors.

5. MEMBERSHIP

Membership in the Trust shall be defined as follows:

5.1 General Membership

General membership is open to any individual who supports the mission and goals of the Trust and who pays a general membership fee as may be set from time to time by the Board of Directors. Such members are entitled to vote at annual general meetings and accept election as a director of the Corporation.

5.2 Honorary Membership

The Board of Directors may, from time to time, designate an individual as an honorary member of the Trust, generally in recognition of significant service and contribution to the mission and goals of the Trust.

5.3 Membership Register

The Secretary of the Trust shall maintain a register of all members by classification and shall include within the register key information such as the date of membership, membership number, and contact information.

5.4 Rights of Members

All members shall be entitled to receive periodic updates on activities of the Trust, generally through a newsletter.

5.5 Termination of Membership

Membership in the Trust may be terminated by:

- The member upon receipt of a written request to the Chairperson to cease membership;

5.6 Election of Board of Directors

The Board of Directors shall be elected from the Trust's current voting membership through a nomination and majority vote process at an Annual General Meeting.

6. ANNUAL GENERAL MEETING and SPECIAL MEETING

6.1 Date

An Annual General Meeting of the Trust shall be held in early March of each year, generally in conjunction with annual St. David's Day activities sponsored by the Trust.

6.2 Notice of Meeting

Notice of the Annual General Meeting shall be provided to the current membership 30 days in advance of the date of the meeting.

6.3 Membership for Voting at Annual General Meeting

The membership for voting at an Annual General Meeting shall comprise those members as classified above, including those who may sign the membership register immediately before the commencement of the Annual General Meeting.

6.4 Quorum for Annual General Meeting

The quorum for an Annual General Meeting shall be 10% of the membership identified in the current membership register.

6.5 Format for Annual General Meeting

The Annual General Meeting shall follow the procedure below:

- Call to Order
- Presentation/Adoption of the Agenda
- Presentation/Adoption of the Minutes of the previous Annual General Meeting, generally

presented and moved by the Secretary of the Trust

- Presentation/Adoption of the Financial Statements of the Trust, generally presented and moved by the Treasurer of the Trust
- Presentation/Adoption of the Chairperson's Report, generally presented and moved by the Chairperson of the Trust
- Amendments to Bylaws
- Other Business/Motions from the floor
- Election of Directors
- Keynote speaker
- Motion for Adjournment

6.6 Motions and Voting

All matters requiring a decision at an Annual General Meeting must be motioned, seconded and shall require 50% plus one of the members in attendance to be adopted.

6.7 Minutes of Annual General Meeting

The Secretary of the Trust shall ensure that record of the Annual General Meeting is kept for presentation and adoption at the next Annual General Meeting.

6.8 Special Meeting

6.8.1 Special Meetings at Request of Board

The Board of Directors may convene a Special Meeting of the membership to consider extraordinary measures such as the appointment of new directors and winding up by providing the membership with notice similar to that of an Annual General Meeting.

6.8.2 Special Meetings at Request of Membership

The membership, by way of a letter signed by 20% of the current membership, may request that the Board of Directors convene a Special Meeting of the membership to consider a specific item(s), such items(s) to be identified in the letter.

Upon receipt of the letter, the Board of Directors must convene a Special Meeting of the membership by providing the membership with notice similar to that of an Annual General Meeting.

7. EXECUTIVE OFFICERS/EXECUTIVE COMMITTEE

7.1 Election of Executive Officers

Executive Officers will be elected by the Board of Directors, from the Board of Directors at the first Board meeting following the Annual General Meeting.

7.2 Duties of Executive Officers

The Executive officers and their duties shall be as follows:

7.2.1 Chairperson

The Chairperson shall preside at the Annual General Meeting, all meetings of the Board of Directors, all meetings of the Executive Committee and shall serve as an Ex-Officio member of all committees.

7.2.2 Secretary

The Secretary shall keep an accurate record of minutes of all meetings of the Executive Committee, the Board of Directors and the Annual General Meeting on behalf of the Trust. The Secretary shall circulate minutes, draft agenda and notices of meetings in a timely fashion to directors and the membership as required.

7.2.3 Treasurer

The Treasurer shall keep an accurate account of all monies of the Trust, shall be one of the signing officers to all bank accounts, cheques, drafts and other orders and shall be responsible for the payment of all monies on behalf of the Trust.

7.3 Executive Committee

The Executive Committee of the Board will include the above three positions, and any others the Board of Directors deems necessary. The Executive Committee will have full authority to make decisions and manage the affairs of the Trust between Board of Directors meetings.

8. FINANCIAL MATTERS

8.1 Fiscal Year

The fiscal year of the Trust shall be January 1 to December 31 of each year.

8.2 Maintenance of Financial Records

The Treasurer shall ensure that a true account shall be kept and that a financial update shall be provided at each Board of Directors Meeting.

8.3 Signing Authority

The Board of Directors will name up to three signing officers, generally comprising the Executive Officers of the Trust, who are authorized to sign on behalf of the Trust for banking and legal documents. Any two of these signatures will be required.

8.4 Annual Audit/Annual Financial Statement

The Board of Directors may appoint an independent auditor, as resources allow, to review the Trust's financial records at the end of each fiscal year. In the absence of an auditor, the Treasurer shall prepare a non-audited financial statement for each fiscal year outlining the opening balance for the year, monies received and expended in the year and a closing balance for the year, such report to be presented as the financial statement of the Trust at the Annual General Meeting.

9. BOARD OF DIRECTORS

9.1 Meetings of the Board of Directors

The Board of Directors shall generally meet on the bi-monthly basis to conduct the affairs of the Trust.

9.2 Quorum

A quorum for the conduct of business at a Board of Directors meeting shall be 50% plus one of the current directors of the Trust, at least one of whom shall be an officer of the Trust.

9.3 Filling of Vacancies

In the event that a director position is left vacant at the Annual General Meeting or vacated by resignation of one of the directors between annual meetings, the remaining directors may appoint, from the membership (or another person who may become a member), another director to fill the vacancy until the next Annual General Meeting.

In the event that 50% or more of the director positions become vacant at any given time, the remaining directors shall convene a Special Meeting of the Trust for the purposes only of filling the vacant direct positions. Notification of a Special Meeting shall follow that of the Annual General Meeting outlined above.

9.4 Motions and Voting

9.4.1 Majority Voting

All matters requiring a decision at a meeting of the Board of Directors must be motioned, seconded and shall generally require the support of 50% plus one of the directors in attendance to be adopted, less exceptions identified above in relation to removal of directors and members.

9.4.2 Chairperson Vote

The Chairperson shall generally not vote unless in the instance of a tie.

9.4.3 No Proxy

Voting by proxy will not be permitted.

10. AMENDMENTS

The bylaws of the Trust shall only be amended at an Annual General Meeting **or** a Special Meeting of the Trust called for the purpose of dealing with the proposed bylaw amendment of the Trust and only if notice of the proposed amendment is provided to the membership with 30 days notice. A simply majority of members present shall be required to pass any amendment proposed.

11. WINDING UP

11.1 Resolution to Dissolve

The Trust shall be dissolved voluntarily whenever a resolution to do so is adopted at an Annual General Meeting or a Special Meeting of the membership.

11.2 Payment of Debts and Liabilities

The Board of Directors, following a motion of dissolution, will pay all debts and liabilities of the Trust out of available Trust funds.

11.3 Disposal of Residual Assets

Following the payment of outstanding debts and liabilities, the residual assets of the Trust shall be given to another not for profit organization with a similar mission to that of the Trust.