



Constitution
of the
Elgin & Area
Heritage Society

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ELGIN AND AREA HERITAGE SOCIETY CONSTITUTION

Mission Statement: The Elgin and Area Heritage Society (E.A.H.S.) is a community based and community supported organization founded in 2003. The goal of the E.A.H.S. is to preserve the Heritage of the Elgin area through educational, cultural and social activities and manage the Red Brick School.

Article 1: Aims and Objectives

The purpose of this Society shall be to bring together those persons interested in the diverse heritage of Elgin and surrounding area, and to undertake research, retention, preservation and presentation of all aspects pertaining to the region. More specifically the aims and objectives of the Society shall be:

- 1.1** To cultivate, promote and stimulate public interest in the heritage and history of the people, places and past events within the Elgin and surrounding communities.
- 1.2** To enhance the public's understanding and awareness of the history of the area by hosting events, supporting programs, and producing educational materials.
- 1.3** To lease from the Rideau Lakes Township the Red Brick School, to support its restoration, preserve its heritage and its designation as an historically significant building within the village of Elgin and to promote this building as a centre for heritage programming and education for the community.
- 1.4** To provide tours and period classroom visits as a way of promoting local history for students.

Article 2: Membership

- 2.1** The annual membership will be from January 1 to December 31.
- 2.2** Individual membership is open to those 18 years of age and older at an annual membership fee of \$10.
- 2.3** Organizational/institutional membership is available to other historical societies, interested groups or businesses for an annual rate of \$25. Such membership shall be entitled to one vote at meetings.

- 2.4** Honorary Membership may be conferred by the Society on the recommendation of the Board for a one-year term.
- 2.5** Memberships are non-transferable.
- 2.6** All members who have paid their annual dues a minimum of 14 days prior shall have a vote at the AGM, a special meeting called by EAHS Board or regular E.A.H.S. Business Meeting.
- 2.7** A member of the Society may resign at any time by submitting a resignation in writing, but no refund of dues shall be made.

Article 3: Fiscal Year

- 3.1** The fiscal year of Elgin and Area Heritage Society shall be from January 1 to December 31.

Article 4: Executive Officers and Directors

- 4.1.** The Society shall be managed by a Board of Directors, made up of an Executive and Directors. The President, Vice President, Treasurer, Recording/Correspondence Secretary and Membership Secretary will form the Executive. The Immediate Past President and a minimum of 2 to a maximum of 6 Directors will constitute the Directors at large.
- 4.2** The Executive Officers and Board of Directors nominated by the nomination committee shall be presented to and voted upon at the Annual General Meeting.
- 4.3** All members of the Board of Directors of the Elgin and Area Heritage Society will render their services to the Society without remuneration. The Board of Directors shall have full power and authority to administer the affairs of the Society and may from time to time appoint such standing committees, ad hoc committees and sub-committees from the membership as they deem advisable.
- 4.4** It shall be the responsibility of the Board to maintain the Society's non-profit corporate status (incorporation number 001597035) under the aegis of the Ontario Historical Society (OHS), and its membership in the OHS (membership number 4893-64511) in good standing.

Article 5: Meetings

5.1 Calling a Meeting

- 5.1(a)** Meetings of the Board of Directors may be called by the President,

Vice-President, Treasurer or Recording/Correspondence Secretary. Whenever possible, a minimum of (5) five days' notice must be given prior to the date of the meeting.

5.1(b) Emergency meetings are exempt from the 5.1 timeline. As much notice as possible will be given to meet the urgency of the call.

5.1(c) Board of Directors Business Meetings of the EAHS shall be held on dates as called for by the Executive.

5.1(d) The Annual General Meeting shall be held yearly on an appropriate date.

5.1(e) Committee meetings shall be called at the discretion of the committee leads.

5.2 Quorum

5.2(a) At each special or business meeting a majority of directors of the current board who have valid memberships and are in good standing shall constitute a quorum. (Robert's Rules: A quorum is a majority of the members of the Board.)

5.2(b) At the annual general meeting a majority of members of the board, who have valid memberships, shall constitute a quorum.

5.3 Agenda and Meeting Preparation

5.3(a) A draft agenda for each special or regular meeting shall be distributed to all involved members of the board of directors as soon as possible prior to the date of the meeting. The draft agenda may be amended at the meeting. The agenda or amended agenda will be moved for adoption.

5.3(b) Reports, presentations and/or proposals of any materiality shall be distributed separately to the meeting invitees or attached to the agenda as soon as possible prior to the date of the meeting.

5.4 Meeting Rules

5.4(a) E.A.H.S. will create and implement internal meeting protocols to regulate the proceedings. These protocols will dictate the conduct of all meetings and must align with the constitution's articles. In cases where a situation arises that is not addressed by the internal rules, a resolution will be determined by the majority of members in attendance. If the matter remains unresolved, the organization will adhere to the guidelines outlined in the latest edition of Robert's Rules of Order.

5.4(b) Unless otherwise specified, any member of EAHS, holding a valid membership, who is in good standing and in attendance at the meeting, may vote on any matter before the board or general membership. Vote by proxy is not permitted.

5.4(c) Unless otherwise stated, a majority vote will carry, defeat or set-over a motion. 50%+1 of members in attendance, shall constitute a majority vote. (Given the geographic dispersion of members, a 50%+1 of membership is not possible. All members in attendance have voting privileges.)

Article 6: Vacancies on the Board of Directors

6.1 Should a vacancy on the Board of Directors occur by reason of death, resignation or otherwise, the remaining members of the Board of Directors may, by consensus, elect or appoint a member of the Elgin and Area Heritage Society to fill such vacancy until the immediately upcoming annual general meeting.

6.2 Executive Officers shall be elected for a two-year term and shall be eligible for re-election.

Article 7: Duties of the Officers

7.1 *President:* The President shall preside at all meetings of the EAHS and at all meetings of the Board of Director of the Society and shall exercise a general oversight of the affairs of the Society. The President, at any meeting of the EAHS and at all meetings of the Board of Directors, shall have the power to exercise a casting vote in the case of a tie. The President shall automatically become an ex-officio member of all committees of the EAHS.

7.2 *Vice-President:* The Vice-President shall act in the absence of the President and shall follow the same rules of order as the President while in the Chair and/or will perform such duties as may be delegated.

7.3 *Recording/Correspondence Secretary:* The Recording Secretary shall perform all duties incidental to this office and such other duties as may be assigned by the Executive Officers and Board of Directors including but not limited to:

7.3(a) The R/C Secretary shall keep/circulate the minutes of all meetings of the EAHS Executive Officers and of the Board of Directors.

7.3(b) The R/C Secretary shall see that all notices are duly given in accordance with the articles of the EAHS or as required by law.

7.3(c) The R/C Secretary shall see that all minutes, reports, certificates and other documents of the Society required by law are properly kept and filed.

7.3(d) The R/C Secretary will maintain the Official correspondence on behalf of the EAHS as directed by the Board of Directors.

7.4 Membership Secretary: The Membership Secretary shall maintain a record of all the EAHS members including the date of their payment of dues, their current addresses, phone numbers, email addresses and other information deemed essential by the Board of Directors.

7.5 Treasurer:

7.5(a) The Treasurer shall be a member of the Finance Committee. The Treasurer shall have charge of and be responsible for all funds, securities, financial records, vouchers and papers of the EAHS relating to its finances, unless otherwise directed by the Board of Directors. The Treasurer shall deposit all funds and securities in such banks, trust companies or other recognized depositories as may be selected by the Board of Directors.

7.5(b) The Douglas Halladay Trust fund is exempt from this provision. (See also Article 8: Douglas Halladay Trust)

7.5(c) The Treasurer will receive and give receipts for monies due and payable to the EAHS from any source whatever. The Treasurer will pay all bills of the EAHS from account(s) set up for that purpose. Prior to payment of bills approval must be given by the Board of Directors.

7.5(d) Two signatures are needed for each cheque, with the signing officers chosen by the Board of Directors.

7.5(e) The Treasurer will submit at each meeting of the Board of Directors a written/electronic report as to the financial position of the EAHS. This report should be dated and included in the minutes of the meeting. The Treasurer shall prepare and distribute a report on the finances of the EAHS at the Annual General Meeting.

7.5(f) The Treasurer shall in general perform all duties incidental to the office of the Treasurer and such duties as may be assigned from time to time by the Board of Directors.

7.6 Reviewer:

A member of the board may be elected, as appropriate, by the Board of Directors to review the accounts of the society. Should the need be identified an external auditor may be appointed by the Board of Directors.

Article 8: Douglas Halladay Trust

The Douglas Halladay Trust was formed in 2017, with the following features:

- 8.1** The capital of the trust is to be invested, and the net income of the trust is to be used by Elgin and Area Heritage Society as they see fit relating to objectives of the organization. The specific application of income earned in a given year within the trust shall be decided within the discretion of the Trustees of the said trust.
- 8.2** The Trustees of the said trust are to be the President of Elgin and Area Heritage Society and such persons as the Executive Officers and Board of Directors shall appoint.
- 8.3** The trustees will be appointed on a 4-year basis. No trustee can serve for 2 consecutive terms. Commencing in year 5, on a rotating basis one trustee will be replaced each year until all trustees are serving a 4-year term.
- 8.4** The capital of the trust is not to be spent or infringed upon without the consent of CRA.

Article 9: Making, Repealing, Amending Articles

- 9.1** The present articles of the Elgin and Area Heritage Society may be repealed, amended or added to by the Board of Directors.
- 9.2** The effective date of this change is the date approved by the majority vote of the directors.
- 9.3** The article is then placed on the agenda for the next meeting of the members or AGM. Members confirm, or amend, the article by ordinary resolution.
- 9.4** If members reject the article adopted by the directors, the article change ceases on the date rejected by the members.

Article 10: Committees

- 10.1 Nominating Committee:** Every second year at the AGM, the Nominating Committee shall present to the membership a list of names of

candidates nominated to the executive and directors positions for election onto the Board of Directors for the coming two year term.

Should a vacancy occur within the two-year period, the board of directors may fill the vacancy, (See Article 6.1 Vacancies), for the period up to the immediately upcoming AGM. The interim board member shall be included with the slate of board members presented at the AGM for approval.

10.2 Heritage Maintenance Committee: Will ensure that the Elgin Red Brick School is maintained in a good state of repair.

10.3 Archival Committee: Will develop, catalogue, supervise and maintain all archival materials in the possession of E.A.H.S.

10.4. Finance Committee: The Elgin and Area Heritage Society's Finance Committee shall consist of three members appointed by the Society's Executive and approved by the Board of Directors.

10.4(a) The membership of the Finance Committee will consist of the President of the E.A.H.S., Treasurer, and one Director. The Finance Committee members will appoint/select their own chairperson.

10.4(b) The role of the Finance committee is to support the treasurer through the oversight of the financial transactions of the E.A.H.S., the annual receipt of budget requests, and other finance related matters as may be assigned by the Board of Directors.

10.5 Ad Hoc Committees will be formed as required to meet the goals, programs and projects of E.A.H.S. Each ad hoc committee shall be chaired by a member of the board of directors.

Article 11: Gifts

11.1 The Society shall keep a list of all donors and items donated. The Society shall take no responsibility other than reasonable care of any gifts, pending the completion of the "GIFT AGREEMENT FORM" which shall include: "I/WE, ... hereby give the above described article(s) to the ELGIN AREA HERITAGE SOCIETY, unconditionally, on the understanding that they may display, trade, loan, or sell, in part or in whole, as they see fit as all right and title is to pass to the Society upon signing of this agreement."

Article 12: Dissolution of Society

12.1 In the event that the EAHS shall cease to exist, such funds and historical documents, records and possessions of the Society as may remain after

providing for all debts and obligations of the Society and shall be distributed as follows.

12.1.(a) All funds in the GENERAL Account and the NEVADA Account are to be transferred to another heritage project, group or charitable organization in the local area as selected and voted upon by the majority of members called to a Special Meeting of the Society for the purpose of dissolution of the Society.

12..1(b) All documents, manuscripts, records, possessions of the Society to be given to one or more local Heritage Societies in the area as selected and voted on by the membership available at the Special Meeting called for the purpose of dissolution of the Society. This should be influenced by the ability of the receiving Society to share said gift(s) with the community.

12..1(c) All funds (Principle) of the Douglas Halladay Trust account, bequeathed to the EAHS with conditions, shall be transferred to a non-profit/charitable organization in the Elgin area chosen by and voted upon by the majority of members called to a Special Meeting of the Society for the purpose of dissolution of the EAHS.

12.2 The receiving organization will be required to comply with the terms of the Will of the donor (Douglas Halladay). The capital of the trust is not to be spent or infringed upon.

Approved__2024-03-05__ Pending
Annual General Meeting

Approved-Annual General Meeting
__2024-04-13__

Ted Dwyre
President
Elgin and Area Heritage Society

Ted Dwyre
President
Elgin and Area Heritage Society

Record of Amendments

Pursuant to Article 9.2, the date of approval or rejection by the Board of Directors shall be the date proposed.

Date Proposed	Article	Amendment	Date of AGM	(A) ✓ (R) x	Approved Edition #
Mar 5/24	N/A	Full review and re-write	Apr 13/24	A	2024-03