

# MONCTON AREA AMATEUR RADIO CLUB INCORPORATED CONSTITUTION - AMENDED OCTOBER, 2018

## Article 1. Name:

The name of the association is MONCTON AREA AMATEUR RADIO CLUB INC., hereinafter called MAARC INC.

## Article 2. Objectives:

The objectives of MAARC INC., are as follows:

- (a) To establish, maintain and conduct an association for the recreation and convenience of members of MAARC INC. and to promote an interest in amateur radio among members of MAARC INC. and others in the Moncton area and insure that amateur radio is fun.
- (b) To promote, arrange and sponsor meetings and other activities of a technical and/or social nature for members of MAARC INC. and their friends, and to offer, grant and contribute toward prizes, awards and distinctions in connection therewith.
- (c) To promote amateur radio techniques of experimenting, operating, communicating and otherwise so as to advance technical competence and achievement in amateur radio among members of MAARC INC. and to encourage and assist others in attaining technical qualifications required for a certificate of proficiency in amateur radio.
- (d) To assist and co-operate with local and other authorities to establish and maintain radio communications as a public service.

## Article 3. Membership:

There shall be the following classes of members of MAARC INC.:

- (a) Full Members: All persons paying membership dues shall be considered Full Members. All full members shall be entitled to attend and to vote at meetings of members. All full members holding a certificate of proficiency in amateur radio issued or recognized by the Government of Canada shall additionally be entitled to hold any executive office. Dues shall be assessed as per Article 4.
- (b) FAMILY MEMBERSHIP: Any person who possess a certificate of proficiency (amateur radio) as Issued by the Government of Canada and is in the immediate family of a full member is entitled to a family membership, with privileges to vote and hold executive office.

The "immediate family" shall be defined as spouse and dependent son or daughter of the full member. Any member of an immediate family who is a student of a MAARC INC. sponsored course, shall be considered as a family member. Dues shall be assessed as per Article 4.

(c) STUDENT AND

HONOURARY MEMBERSHIP: All MAARC INC. students and honourary members, not possessing a certificate of proficiency, shall be considered as members allowed to attend all meetings and activities, and shall be entitled to vote but shall not be entitled to hold any executive office. Dues shall be assessed as per Article 4.

**Article 4. MEMBERSHIP DUES:**

The annual membership dues, for each category of membership, shall be in such amount as may be fixed by the majority vote at the Annual General Meeting of members and shall be due and payable upon admission to membership.

The membership year will be from January 1 of each calendar year to December 31 of the same calendar year. Membership fees paid on or after the day of the Annual General Meeting but before January 1 of the following year will be construed to be memberships for the following calendar year. Notwithstanding the previous sentence, payer shall be given membership effective from the time of payment to the end of the following calendar year. Membership shall cease if dues are not paid by December 31. Membership shall be reinstated upon payment of delinquent dues.

**Article 5. EXPLUSTION AND REINSTATEMENT:**

(a) In the event that any member shall act contrary to the provisions of the Constitution or to the best interests of MAARC INC. or amateur radio, or shall willfully disregard or contravene any law or regulation of the Government of Canada relating to amateur radio, the Executive may recommend that such member should be expelled. This recommendation shall be made at a special general meeting duly called for considering the same, and if at least two-thirds of the votes cast at such meeting shall approve the expulsion, the member shall be forthwith expelled from membership. The vote shall be secret.

(b) Any member expelled from MAARC INC. in accordance with provisions of paragraph (a) of article 5 shall be reinstated as a member in good standing only if the Executive recommends such reinstatement to any regular meeting of members and at least two-thirds of the votes cast with respect to the recommendation are cast in favor of reinstatement. The vote shall be secret.

**Article 6. Meeting of Members:**

(a) Regular meetings of the members of MAARC INC. shall be held at such times and places as may be determined from time to time by the Executive. In the absence of any other dates being determined by the Executive, regular meetings of the members shall be held on the third Monday of each month during the period that commences on the first day of OCTOBER in each year and ends on the 30th day of SEPTEMBER in the following year.

The ANNUAL GENERAL MEETING shall be held in SEPTEMBER each year. The new officers shall assume control beginning OCTOBER 1.

(b) The President or, in his absence, the Vice-president or, in their absence, the club Secretary or, in his and their absence, a Director, shall be chairman of the meeting.

(c) A quorum will be present at any meeting of members that is attended by at least 15 members, two-thirds of whom must be full members.

(d) Special general meetings of the members may be called at any time by the Executive upon receipt of a written request that specifies the purpose of the proposed meeting and is signed by at least fifteen (15) full members and if the Executive refuses or fails to call such meeting within two weeks of receipt of written request, the requesting members may themselves call such meeting. At such meetings, only those items specified in the resolutions or club business may be enacted in accordance with the articles of this Constitution and such resolutions or enactments passed by the majority of the voting members in attendance shall become binding upon the Executive. Request for the special meeting shall be dealt with and resolutions passed shall be binding on the Executive and membership, if in accordance with the Constitution.

(e) Notice of each regular or special meeting of members, specifying the place, date, and time of such meeting, shall be given to all members in a regular or special issue of the MAARC INC. bulletin at least ten (10) days prior to the meeting. E mail and other forms of social media is to be accepted as an official method of communication to the membership of MAARC INC. The accidental emission to give any notice to any member shall not invalidate any action taken at any meeting held pursuant to such notice.

(f) The order of business at all regular meetings of members shall be as follows:

- (i) Call to order
- (ii) Welcome to members and visitors
- (iii) Approval of the agenda for the meeting
- (iv) Approval of minutes of previous meeting
- (v) Business arising out of the minutes
- (vi) Unfinished business
- (vii) Reports of officers and committees and approval thereof
- (viii) New Business
- (ix) Technical and other items of business
- (x) Any other business
- (xi) Adjournment

#### **Article 7. EXECUTIVE:**

(a) The business and affairs of MAARC INC. shall be directed and managed by the Executive, which shall consist of the following offices:

- (i) Immediate Past President (If he or she is so inclined to be an Executive)
- (ii) President
- (iii) Vice-President
- (iiii) Secretary
- (v) Treasurer
- (vi) Three Directors

(b) The members of the Executive shall be elected to their respective offices at the Annual General Meeting of members that is to be held in September of each year and they shall hold office from October 1 of that year to September 30th of the following year.

(c) The only persons eligible for election to the offices of the Executive at the Annual General Meeting of members in any year shall be full members who have been duly nominated in accordance with the procedures set forth in (1) or (ii) or (iii) below:

- (i) The nominating committee shall consist of the 3 MAARC members who are in good standing. Their recommendations shall be brought forward to the Annual General Meeting. The immediate past president shall chair the meeting.
- (ii) All offices shall be open for further nominations from the floor by any voting member present.
- (iii) Two scrutineers shall be appointed from the members, one to be identified as chief scrutineer, to prepare and oversee the balloting.
- (iv) In the case of a tie between two or more candidates for the same post, the election chairperson shall order a new vote and shall declare as elected, the person receiving the most votes. If there is still a tie, the elected person shall be determined by "casting lots".

(d) Any member of the Executive may be removed from office with or without cause by a resolution passed by at least two-thirds of the votes cast on such resolution at a regular meeting of members. In the event that any member of the Executive shall be removed from office as hereby authorized, any full member may be elected at such meeting to fill the vacancy so caused and, subject to the provisions of this paragraph, the person so elected shall hold office for the remainder of the term of the member of the Executive so removed.

(e) Any office of the Executive shall automatically be vacated if the holder thereof:

- (i) ceases to be a full member
- (ii) submits his written resignation from such office and such resignation is accepted
- (iii) is removed from office at any regular meeting of members

(f) Vacancies in the Executive shall be filled for the remainder of the term of office from the full members of MAARC INC. as recommended by the Executive and approved by the members of MAARC INC. at the next regular meeting.

(g) The Executive shall direct and manage all business, social and other activities of MAARC INC., determine policies within the Constitution, administer funds and generally administer the affairs of MAARC INC. in all things and except as hereinafter provide, make or cause to be made for MAARC INC. and in its name any lawful contract.

(h) (i) Meetings of the Executive shall be held from time to time at intervals of not more than, forty-five days, at such places and at such times as the president or any three members of the Executive may determine.

(ii) Not less than twenty-four hours notice of meetings of the Executive specifying the place, day and hour of such meeting, shall be given to the members of the Executive personally or by mail or by phone.

(iii) The Executive may, by a resolution passed by a majority of the entire Executive, from time to time fix a quorum for meetings of the Executive, which said quorum shall not be fixed at less than one-half of the number of the offices of the Executive in any event, but until so fixed, any four members of the Executive, including either the president or vice-president or both of them, shall constitute a quorum.

(iv) The president or in his absence, the vice-president, shall be chairman of any meeting of the Executive.

## **Article 8. MEMBERS OF THE EXECUTIVE:**

(a) The president shall be chief officer of the Executive. The president shall preside at all meetings of the Executive, shall have the general and active management of the business, social and other activities of MAARC INC., shall see that all orders and resolutions of the Executive are carried into effect. The president shall be a non-voting member of all committees.

(b) The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties and exercise such other powers as the president may delegate from time to time or as the Executive may prescribe. The vice-president shall be a non-voting ex-officio member of all committees.

(c) The secretary shall attend all meetings of members and of the Executive, and act as secretary of such meetings and record all votes and minutes of all proceedings in the books maintained for that purpose. The secretary shall give notice of all meetings of members and of the Executive, shall receive all communications and correspondence addressed to MAARC INC. and shall submit same to the Executive and reply thereto as directed by the Executive. The secretary shall also perform such other duties as the Executive or the president may prescribe.

(d) The treasurer shall manage the financial affairs of MAARC INC. under the direction and supervision of the Executive. The treasurer shall have the custody of MAARC INC.'s funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to MAARC INC. and shall deposit all monies and other valuables in the name of and to the credit of MAARC INC. in such depositories as may be designated by the Executive from time to time. The treasurer shall disburse the funds of MAARC INC. as may be ordered by the Executive, taking proper vouchers for such disbursements and shall render to the Executive whenever they may require it an accounting of all transactions as treasurer and of the financial position of MAARC INC. The treasurer shall also perform such duties as the Executive or the president may prescribe.

(i) Directors, of which there shall be three, shall be members of the Executive and shall attend all meetings of the members and of the Executive. Each director shall perform such duties and exercise such powers as the Executive may prescribe.

(ii) Directors' terms shall last three years and shall be staggered so that one new director will be elected each year.

## **Article 9. EXECUTION OF BANKING AND OTHER DOCUMENTS:**

(a) The Executive may from time to time authorize any member of the Executive or any other member or members to sign, execute and deliver all documents and other instruments in writing, necessary or desirable for banking purposes, but until such time as the Executive so authorizes any such member or members, each cheque or other banking document issued for and in the name of MAARC INC. shall be signed by the president or treasurer and any other one of the above designated members of the Executive who has not already signed such cheque or document.

(b) All contracts, obligations and documents other than for banking purposes, shall be signed for and on behalf of MAARC INC. by the president, or in his absence, the vice-president and shall

be countersigned by the secretary or, in his absence, by the treasurer or, in their absence, by any director.

#### **Article 10. FINANCIAL MATTERS:**

(a) Unless otherwise ordered by resolution of the Executive, the fiscal year of MAARC INC. shall end on the 30th day of September of each year. No financial transaction shall be conducted after the end of the fiscal year.

(b) (i) A financial statement covering the fiscal period that ends on September 30 each year and a balance sheet as of such date shall be prepared by the treasurer and shall be signed by him and shall be submitted to the Executive not later than fifteen days after such date. The Executive shall arrange for the financial statement and balance sheet to be audited by a person or persons not a member of the Executive, and the audited statement and balance sheet shall then be signed by the president on behalf of the Executive with an endorsement of the Executive's approval or disapproval of same, and copies of the audited statement and balance sheet bearing such endorsement shall be submitted to the regular meeting of members to be held in October of that year.

(ii) The treasurer shall also prepare a statement of accounts covering the six months' period that ends on the 31st of March in each year and a balance sheet showing the financial position of MAARC INC. as of such date, and he shall submit copies of such unaudited statement and balance sheet to a regular meeting of members as soon as it is possible to do so.

(iii) No two people with signatory authority shall reside at the same residence.

(c) The following limitations and restrictions shall be applicable to all disbursements or commitments of the funds of MAARC INC.

(i) No meeting of the Executive and no member or members of the Executive or of MAARC INC. shall disburse or commit or authorize or instruct any other person to disburse or commit any MAARC INC. funds for any expenditure or other purpose unless such disbursement or commitment shall be authorized by or approved and authorized in accordance with the provisions of the Constitution.

(ii) The treasurer shall prepare a budget in each fiscal year, setting forth details of all revenues and disbursements reasonably anticipated for MAARC INC. in such year, and the Executive shall submit the budget to the regular October meeting in that year for approval by the majority vote of the members present at such meeting. The meeting of members shall either approve the budget as presented or it shall amend and approve such budget, and such approval shall constitute approval and authorization by the members of MAARC INC. for the Executive to expend and disburse the respective amounts set forth and included in the approved budget.

(iii) Subject to the limitations imposed by paragraph (iv) below, each disbursement or commitment of MAARC INC. funds in excess of \$ 10.00, other than disbursements or commitments included in an approved budget, shall require and may be only with the prior approval of the Executive.

(iv) Notwithstanding the provisions of paragraph (iii) above, the Executive shall not approve or permit disbursements and commitments totaling more than \$ 100.00 in any one

calendar month, exclusive of disbursements or commitments included in an approved budget, unless and until such unbudgeted disbursements and commitments in excess of \$ 100.00 have been submitted to and approved by a regular meeting of members.

- (v) No financial transactions except those absolutely necessary shall be conducted after the end of the fiscal year.

#### **Article 11. COMMITTEES:**

(a) The Executive may from time to time establish and appoint committees to assist it in any of the business, social or other activities of MAARC INC. Such committees shall report only to the Executive and shall hold office at the discretion of the Executive.

(b) Notwithstanding provisions of paragraph (a) above, a custodian shall be appointed by each club Executive to have care and custody of club-owned communications and related equipment that these be recorded and said record be kept in the book of charter.

(c) Only persons who are full members in good standing shall be appointed to chair a committee.

(d) Only persons who are full members in good standing and who meet DOC requirements shall be appointed to the Delegated Examiners' Committee.

#### **Article 12. AMENDMENTS TO THE CONSTITUTION**

The repeal or amendment of the Constitution may be initiated by the Executive if it delivers a copy of its proposed amendment to the secretary, or by any five full members if they sign and deliver a copy of their proposed amendment to the secretary. Upon receipt of any such proposed amendment, the secretary shall give notice to each member of MAARC INC. at least fourteen days prior to a regular meeting of members for consideration at such meeting, and the secretary shall forward a copy of the proposed amendment with such notice. The MAARC INC. website, email and other social media is to be accepted as an official method of communication to the membership of MAARC INC. In the event that the proposed amendment is approved and adopted by the votes of at least two-thirds of the members present at the meeting referred to in the notice, the Constitution shall thereupon be amended by and to the extent of such approval. An amendment of the Constitution may be made by notice of motion by any full member.

#### **Article 13. REPEALS PREVIOUS**

Any Constitution or Constitutions or by-law or by-laws of MAARC INC. heretofore adopted or enacted are hereby repealed.

#### **Article 14. ITEMS NOT COVERED IN CONSTITUTION:**

Robert's rules of order shall govern any procedure not covered by the Constitution.

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Andre R. Goguen, VE9ARG

PRESIDENT

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Ross McCart, VE9GCS

SECRETARY

This amended Constitution was approved by the members of MAARC INC. on Saturday, October 20, 2018 by an unanimous vote.