

THE HAVILAND CLUB INC.

CONSTITUTION

As amended by Special General Meeting called for that purpose
on Monday October 23, 2006

This copy presented at the Annual General Meeting of 2014

ARTICLE 1: NAME

1.1 The name of the organization shall be the Haviland Club Inc. and is hereinafter referred to as the Club.

ARTICLE 2: OBJECTIVES

- 2.1 To maintain the Club as a Military and Civilian Institute;
- 2.2 To keep the Club members informed on current military and current affairs; and
- 2.3 To maintain the Club for the convenience, entertainment and recreation of its members.

ARTICLE 3: FLAGS

3.1 The flag of Canada shall be prominently displayed on Club premises. If a second flag is displayed it shall be the Provincial flag of Prince Edward Island.

ARTICLE 4: MEMBERSHIP

4.1 The various classes of memberships and their definitions shall be authorized by the Executive of the Club and shall be listed in the By-Laws of the Club.

ARTICLE 5: GOVERNMENT

5.1 The Club shall elect at an Annual Meeting a prescribed number of Members in good standing who shall be known as the Executive, and who shall serve for the period prescribed herein. The Executive shall be responsible for the conduct of the business and control of the Club except for those responsibilities specifically assigned to the Board of Trustees.

5.2 EXECUTIVE

5.2.1 The Executive of the Club shall be comprised of four (4) officers and six (6) Members-at-large who shall be elected at an Annual Meeting.

5.2.2 The Immediate Past President and the Chairman of the Board of Trustees shall be ex-officio members of the Executive with no voting privilege.

5.3 ELECTIONS – EXECUTIVE

- 5.3.1 At the Annual meeting of the Club the four (4) Executive Officers, and the six (6) Officers-at-large shall be elected to serve for a term of two (2) years.
- 5.3.2 Should a vacancy occur on the Executive, the Executive may fill it through the appointment of a member, Should such an appointment be made, the member shall hold office until the next Annual Meeting when an election shall be held to fill the vacancy for the unexpired term of the original incumbent, if any.
- 5.3.3 Where a Vice-President fills the vacancy of President, the position Vice-President may be left vacant or may be filled by a member of the Executive to act until the next Annual meeting.
- 5.3.4 Should the position of the President become vacant and the Vice-President is unable to assume the position, and no other member is available to assume the position, the Board of Trustees shall appoint from within the Board Membership an interim President to hold office until the next Annual Meeting.
- 5.3.5 Any Member of the Executive who fails to attend three (3) consecutive meetings of the Executive may be removed as a member of the Executive and shall be replaced as provided in article 5.3.2.

5.4 EXECUTIVE OFFICERS

The Executive Officers of the Club shall be the President, the Vice President, the Secretary and the Treasurer. An Honourary President may also be appointed with no voting privileges.

5.5 NOMINATIONS

Nominations for the Executive shall be submitted by the Nominating Committee, consisting of the Immediate Past-President as Chairman and two (2) other Past-Presidents who shall post their report on the Club Bulletin Board at least one week prior to the Annual Meeting, If the immediate Past President or two other Past Presidents are unable to perform these duties, then the Board of Trustees shall appoint a Chair and the Executive shall appoint two (2) other members in good standing. Nominations may also come from the floor provided the mover and seconder are members in good standing.

5.6 METHOD OF ELECTION

All Members of the Executive and the Board of Trustees shall be elected by nomination and secret ballot unless the Executive and the Board of Trustees members proposed by the nominating Committee are not contested.

5.7 DUTIES, RESPONSIBILITIES AND AUTHORITY

5.7.1 Of the Executive

The Executive shall be responsible for the management of the Club pursuant to the Club Constitution and By-Laws.

5.7.2 The President shall appoint Committee Chairs who shall be directly responsible to the President for the efficient operation of their particular committee.

5.7.3 The Executive shall fix the Membership fee structure for the different classes of membership and the charges for all merchandise sold and for services provided by the Club.

5.7.4 The Executive may borrow money from the Club's bankers for and in the name of the Club and the Club shall be responsible for the repayment of monies borrowed.

5.7.5 The Executive may from time to time set the hours of operating and closing of the Club premises and the bar hours.

5.7.6 The Executive shall pass By-Laws governing the conduct of members and guests while on Club premises and shall have the authority to enforce same by reprimand, suspension or exclusion of the offending party.

5.7.7 The Executive shall have the authority to purchase furniture, fixtures, accessories and to make alterations, additions and renovations to the Club property and grounds. Expenditures in excess of \$10,000.00 must be authorized by a majority of members in good standing present at an Annual Meeting or Special General meeting called for that purpose except in an emergency disaster, when the board of Trustees and the Executive can make the decision for the well being of the Club.

5.7.8 The Executive shall have the authority to engage any employees and to fix the rate of compensation for persons so engaged and/or to contract for the provision of the Club services.

5.7.9 The Executive shall hold meetings as they deem such to be desirable, but not less than once every three months.

5.8 Of the President

The President shall preside over all meetings of the Club and have the authority to enforce the Constitution and By-Laws.

5.9 Of the Vice-President

The Vice-President in the absence or incapacitation of the President shall assume the duties and responsibilities of the President.

5.10 Of the Secretary

The Secretary shall assure that accurate minutes of all meetings are kept, that correspondence is answered and that notices of all meetings are sent out. The Secretary shall also perform such other duties as may, from time to time, be assigned by the Executive.

5.11 Of the Treasurer

The Treasurer shall receive all monies accruing to the Club from any source, and shall ensure that all bills contracted are paid, following their approval by the Executive. The Treasurer shall present a properly audited statement of revenues and expenditures and of assets and liabilities to the Annual meeting of the Club and shall submit an interim report of receipts and disbursements to meetings of the Executive. The Treasurer shall close the books on the final business day of the current year.

ARTICLE 6: ANNUAL MEETING

6.1 The Annual meeting of the Club shall be held within sixty (60) days of the close of the Fiscal year.

6.2 Notification of such meeting shall be mailed to each member by the seventh day of the month in which the Annual Meeting is called.

ARTICLE 7: SPECIAL GENERAL MEETINGS

7.1 Special General Meetings may be called at any time by the President or in the prolonged absence of the President by the Vice-President, upon instruction of the Executive.

7.2 The President, or in the prolonged absence of the President the Vice-President, shall call a special meeting upon the request, in writing, of twenty (20) members provided the said request contains a statement of the reasons for which the meeting is called.

7.3 All Members shall be notified in writing by the Secretary at least one week prior to the proposed Special General Meeting. This notification shall set forth explicitly the matters of the meeting.

7.4 The only matters that will be discussed at the Special General Meeting are those set forth in the notification of such meeting.

ARTICLE 8: QUORUM

- 8.1 The Quorum for the Annual Meeting and Special General Meetings shall consist of twenty (20) members in good standing.
- 8.2 In the event that twenty (20) Members are not present at the time that the meeting is due to begin, the meeting shall be adjourned for thirty minutes during which time attempts shall be made to secure the required Quorum. If after thirty (30) minutes the aforementioned Quorum is not present, the President shall declare that fifteen (15) members shall constitute a Quorum.
- 8.3 The Quorum for a meeting of the Executive of the Club shall consist of six (6) members of the Executive, one of whom shall be the President or Vice-President.

ARTICLE 9: BOARD OF TRUSTEES

- 9.1 Definition: There shall be a board of Trustees consisting of five (5) members who shall be elected at the Annual Meeting from the Regular and Life members in good standing.
- 9.2 Qualifications of Trustees: In preparing a list of nominees, the Nominating Committee shall be cognizant of the continuous interest of perspective Trustees in the activities and well being of the Club, as well as their business and financial experience.
- 9.3 Nominations of Trustees: Nominations for the Board of Trustees shall be submitted by the Nominating Committee as defined in Article 5.5 with the addition of the Chairman of the Board of Trustees, and the Committee shall present its report in the same manner as defined in the aforesaid Article. Nominations may also be moved and seconded by a Regular or Life Member in good standing at the Annual Meeting.
- 9.4 Term of Office: Trustees shall be elected for a term of five (5) years. One trustee shall be elected at each Annual meeting of the Club. At the same time, the senior member of the Trustees shall retire. Notwithstanding the foregoing, Trustees shall be eligible for re-election.
- 9.5 Chairman of the Board of Trustees: The Trustees shall annually elect from among their number a Chair of the Board of Trustees.

- 9.6 Duties and Responsibilities: Control of real estate and personal property owned by the Club including all bonds and other securities. Said real estate and personal property shall be vested in the board of trustees. The Board shall hold and deal with the said real estate and personal property, including securities, as may be directed by the Club from time to time. Such securities shall not be pledged or hypothecated unless authority to do so is given by a majority of voting members present at an Annual or special general meeting called for that purpose, The Board shall ensure that adequate insurance coverage is maintained on the Club property, furnishing and equipment, and such liability overage as they deem desirable.
- 9.7 Disposition of Real Property. Notwithstanding Article 9.6 of the Constitution. The authority to dispose of real property as defined in the Prince Edward Island Real Property Assessment Act section 1.(L)(ii) in force at the time of amendments shall be vested in the Regular and Life Members.

ARTICLE 10: STANDING COMMITTEES

- 10.1 The Standing Committees of the Club are:
Entertainment and games
House
Membership
Recruitment and Public Affairs
Pond

Standing Committees shall normally comprise at least four Members of the Club.

- 10.2 Each Committee shall appoint its own deputy Chair, who may represent the Chair at meetings of the Executive and at Annual and Special Meetings, in the absence of the chair.
- 10.3 Within thirty days of their appointment, Committee Chairs shall prepare and submit to the Club's Treasurer, a budget of anticipated expenditures and revenue in the ensuing fiscal year for their respective Committees.

ARTICLE 11: BY-LAWS

- 1.1 The Executive shall have the authority to enact, alter, amend or cancel By-Laws and regulations for the Government of the Club, provided such By-Laws, rules and regulations are not inconsistent with the constitution.

ARTICLE 12: AMENDMENTS TO THE CONSTITUTION

- 12.1 This Constitution may be amended at an Annual Meeting or Special General Meeting of the Club by a two-thirds vote of the Members present at such a meeting; provided that any proposed amendment or alteration shall have been submitted to the Executive, in writing, over the signature of the Member proposing it, at least thirty (30) days prior to the Annual Meeting or a Special General Meeting. Copies of the proposed amendments received by the prescribed date shall be posted on the Club Bulletin Board and mailed to all Members not later than fourteen (14) days prior to the Annual Meeting or the Special General Meeting called for that purpose.
- 12.2 The proposed Amendments to the Constitution shall also be presented to the Board of Trustees, by the Executive, at least twenty-one (21) days prior to the Annual Meeting or Special General Meeting for their information.

ARTICLE 13: ORDER OF BUSINESS

- 13.1 The Order of Business at an Annual Meeting shall be as follows:
- Roll Call of Delegates
 - Minutes of Previous Annual Meeting
 - Business Arising therefrom
 - Financial Statements
 - Reports of Officers and Committee Chairs
 - Board of Trustees report
 - President's report
 - Election of Executive and Board of Trustees
 - New Business
 - Adjournment

ARTICLE 14: WINDING UP OR DISSOLUTION OF THE CLUB

- 14.1 Upon the winding up or dissolution of the Club, the net sum remaining for distribution shall not be paid to Members then comprising the Membership of the Club, but shall be paid to the University of Prince Edward Island as the Haviland Club Incorporated Endowment Fund and the income derived from this investment used by the University for the following purposes in order of preference:
- To be awarded to students attending the University of Prince Edward Island
 - To students attending the University of Prince Edward Island who are children or grandchildren of paid members of the Club at the time of dissolution or to orphans of members who were paid up at the time of their death.
- 14.2 Should there be an insufficient number of applications for scholarships in any particular academic year, any excess income may be used to promote the teaching of or lecturing on Island military history.
- 14.3 The awarding of scholarships or the promotion of Island history shall be at the discretion of the University of Prince Edward Island in consultation with a former member of the Club chosen from a list provided to the University at the time of dissolution.

ARTICLE 15: FISCAL YEAR

- 15.1 THE FISCAL YEAR OF THE Club shall be October 1st of one year to September 30th of the year following.