

THE BRITISH COLUMBIA FELLOWSHIP OF BADEN -POWELL GUILDS

CONSTITUTION

AND

BYLAWS

OF THE

BRITISH COLUMBIA FELLOWSHIP

OF

BADEN-POWELL GUILDS

Adopted 1994

Includes amendments
1995, 1998 and 2004

THE BRITISH COLUMBIA FELLOWSHIP OF BADEN-POWELL GUILDS

CONSTITUTION

1. NAME

- 1.1 The name of the organization is The British Columbia Fellowship of Baden-Powell Guilds.

2. ESTABLISHMENT

- 2.1 The Fellowship is constituted by the Canadian Council of Baden-Powell Guilds which was established with the approval of Scouts Canada on May 13, 1977.

3. ORGANIZATION

- 3.1 The British Columbia Fellowship of B-P Guilds consists of registered members in good standing with the Canadian Fellowship of B-P Guilds.
- 3.2 The Executive of the British Columbia Fellowship of B-P Guilds shall be known as the Council Executive.
- 3.3 The Council Executive is made up of elected B-P Guild members from the Province of British Columbia.

4. AIMS

- 4.1 To keep alive the spirit of the Scout Promise and Law
- 4.2 To actively support to the Scouting and Guiding Programs in Canada
- 4.3 To encourage and promote adherence by all Guild members to the Objective, Aims and Principles of the International Scout and Guide Fellowship. (see Appendix 1)

Adopted at the Annual General Meeting of the B.C. Fellowship of Baden-Powell Guilds,
held at Duncan, October 3, 2004.

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BYLAWS

PART 1: INTERPRETATION

Definitions

All terms in these Bylaws have the meanings ascribed to them as herein listed.

- (a) "ordinary resolutions " means a resolution passed by the membership of the Council in General Meeting by a simple majority of votes cast.
- (b) "the Council" shall mean the elected delegates to the British Columbia Fellowship of Baden-Powell Guilds.
- (c) "special resolution" shall mean a resolution passed by a majority of not less than 60% of the votes cast by Council members, present or by proxy, at a General Meeting of which notice as these Bylaws provide ; specifying the intention to propose the special resolution has been duly given, as provided by these Bylaws, specifying the Intention to propose the special resolution.
- (d) "B-P Guilds", shall mean Baden -Powell Guild(s).
- (e) "B. C. Fellowship" shall mean British Columbia Fellowship of Baden-Powell Guilds.
- (f) "B.C. Guilds", shall mean British Columbia Guilds.
- (g) "B.C.", shall mean British Columbia.
- (h) "AGM" shall mean Annual General Meeting.
- (i) "Council Executive" shall mean the Council Executive o f the B.C. Fellowship.
- (j) "Canadian Council" shall mean the Canadian Fellowship of B-P Guilds.
- (k) "Area Councils" shall mean the B.C / Yukon Area Councils of Scouts Canada.
- (l) "Duty Guild" shall mean the B.C. Guild so designated by the Council Executive.

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PART 2: OBJECTIVES

2.1 **Objectives of the Fellowship**

- (a) To carry out the Objectives, Aims and Principles of the International Scout and Guide Fellowship.
- (b) To assist in the formation and support of new Guilds in B.C.
- (c) To be a resource center for information, program and archives.
- (d) To encourage the free flow of information and ideas between individual Guilds.
- (e) To support the Scout and Guide Movements.

PART 3: FELLOWSHIP MEMBERS

3.1 All paid-up registered members of B.C. Guilds shall be members of the B.C. Fellowship for the calendar year January 1st to December 31st.

3.2 Every member of the B.C. Fellowship shall uphold the Constitution and comply with these Bylaws.

PART 4: MEETINGS OF MEMBERS

4.1 The AGM of the Fellowship shall be in the month of October each year. The time and place shall be set by the Council Executive in conjunction with the Duty Guild.

4.2 All B.C. Guilds shall be notified of the AGM of the Fellowship in accordance with Part 10 of the Bylaws.

PART 5: THE B.C. COUNCIL OF BADEN-POWELL GUILDS

5.1 **Membership**

The members of the Council Shall be:

- (a) the Guildmaster of each B.C. Guild
- (b) the Secretary of each B.C. Guild
- (c) In cases where neither the Guildmaster nor Secretary is able to attend Council meetings, the Guildmaster shall appoint another person or persons able and competent to represent their Guild.

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5.2 Annual General Meeting

Each year an AGM shall be held during October at which the following business shall be transacted.

- (a) the report of the Council President.
- (b) ~~the~~ consideration of the financial statements.
- (c) ~~the~~ highlights only from already submitted individual Guild reports.
- (d) any other business that may be properly brought before the meeting, or business which is brought under consideration by the notice convening the meeting,

5.3 Quorum

- (a) ~~A~~ quorum shall be 20% plus (or the nearest higher number) of total Council members.
- (b) ~~N~~o business other than the election of a chairperson of the meeting (if necessary) and the adjournment or termination of the meeting shall be conducted at any general meeting unless the requisite quorum is present at the commencement of the meeting.

5.4 Resolutions

- (a) ~~A~~ny resolution proposed at a meeting must be seconded. The chairperson of the meeting may move or propose a resolution or act as a seconder.
- (b) ~~I~~n case of an equality of votes for and against, the chairperson of the meeting shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member, and the resolution shall not pass.
- (c) ~~A~~ll resolutions concerning changes or amendments to the Constitution or Bylaws, fees or assessments currently levied or proposed to be levied, require notice of motion and related ballots, one for each Council member, to be delivered to each B.C. Guild ninety days prior to the meeting at which voting will take place. Council members are expected to discuss the motion(s) with their Guild members and ~~to~~ vote ~~to~~ in the best interests of the Guild.
- (d) ~~C~~hanges or amendments to the Constitution or Bylaws requires a 2/3 majority of votes by Council members present or by proxy in order to pass.

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5.5 Voting

- (a) ~~E~~each Council member present at a Council meeting is entitled to one vote.
- (b) ~~V~~oting is by a show of voting cards, unless otherwise determined by ordinary resolution of members, or as otherwise provided for in ~~these~~ Bylaws.
- (c) ~~V~~oting by proxy is allowed and encouraged. Voting proxy forms will be prepared by the Secretary of the Council clearly stating the resolution to be voted upon. Two forms will be sent to each B.C. Guild. Council members not attending the Council meeting shall mark their proxy vote(s) and mail to the Secretary of the Council to arrive at least seven days prior to the meeting. Council members present shall not use proxy forms.

5.6 Rules of Order

Rules of order may be adopted by ordinary resolution of the Council members, but if no resolution is passed, shall be 'Robert's Rules of Order', as from time to time revised.

PART 6- THE COUNCIL EXECUTIVE

6.1 Function

Subject to these Bylaws, the Council Executive shall administer and manage the business and affairs of the Council between its meetings, and at all times be accountable and subject to direction of the Council. The Council Executive shall be empowered to authorize reasonable expenditures for the a normal day to day operation of the Council. The Council Executive shall not be authorized to make donations of Council funds unless approved by Council members at the AGM,

6.2 Members and Duties

The Council Executive consists of a President, Vice President, Secretary and Registrar Treasurer elected from Council members - The Council Executive shall meet in person, by telephone or electronically four times per year or as they jointly decide.

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(a) The President shall:

- (1) ~~shall~~ act as Chairperson of all Council and Council Executive meetings.
- (2) represents the Fellowship to the Canadian Council.
- (3) actively promotes the growth of B.C- Guilds.
- (4) appoints a Duty Guild to conduct the Fellowship Weekend in conjunction with the AGM.
- (5) appoints the following non-elected members:
 - (i) Three members to represent the Council to the following Area Councils: Cascadia (1), Fraser Valley (1), Pacific Coast (1).
 - (ii) An Archivist: to maintain and preserve records and artifacts deemed to be of historical importance to B.C. Guilds and to maintain an up-dated inventory.
 - (iii) The immediate Past President: who will assist and advise the B.C Council and assume such duties as requested by the President.
- (6) perform such other tasks as required.

(b) The Vice President shall:

- (1) act for the President in his/her absence.
- (2) assist the Duty Guild in their conduct of the Fellowship Weekend and organize the AGM.
- (3) maintain an active liaison with all B.C. Guilds, assisting where needed.
- (4) perform such other tasks as required.

(c) The Secretary shall:

- (1) prepare agenda and issue notices for all Council and Council Executive meetings.
- (2) record minutes of Council and Council Executive meetings.
- (3) distribute minutes and other material as necessary by November 15th.
- (4) maintain & and file all correspondence, minutes, Guild reports. etc.
- (5) perform such other tasks as required.

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(d) The Registrar/Treasurer shall:

- (1) maintain a list of all B.C. Guild members showing office held, postal addresses, email addresses, phone and FAX numbers.
- (2) maintain an accounting of all dues, fees and assessments and other receipts and expenditures relative to the operation of the B.C. Fellowship.
- (3) Manage the B.C. Guild Fellowship's bank account with two signing officers and arrange for and assist the Duty Guild in its financial operation.
- (4) advance funds to the Duty Guild as required, and review their financial Statements for the operation of the Fellowship Weekend.
- (5) present an audited financial statement to the AG M.
- (6) perform such other tasks as required.

6.3 Call of Meeting

A General Meeting shall be called by the President, or may be called by the written request of 50% plus one of the Council members. Such requisition shall clearly state the purpose of such a meeting.

6.4 Reporting to the B.C. Fellowship

The President shall promptly report any news or directives that affect B.C. Guilds to the Council members.

6.5 Reporting to the Canadian Council

The President shall supply a copy of the B.C. Council annual report on activities to the Canadian Council of B -P Guilds by November 15.

6.6 Reporting to the B.C/ Yukon Area Councils (Pacific Coast, Fraser Valley and Cascadia).

~~Guild~~ Appointed Area Council Representatives ~~will~~ shall, present a copy of the ~~Guild~~ B.C. fellowship's annual report to each of their Area Councils by November 15th and actively liaise with them.

6.7 Minutes and Records of Accounts

The President shall cause records and a book of accounts to be kept as necessary to properly record the financial affairs and the condition of the Council.

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6.8 Safekeeping of Records

The Council Executive ~~will~~ shall determine the place ~~at which~~ where the accounting records and minutes shall be kept while in their care. ~~Material Documents, etc.~~ 4 years and older will be transferred to the Fellowship Archives.

6.9 Banking

The President and Registrar/Treasurer shall cause an appropriate account(s) to be established and to be maintained in a Bank, Trust Company or Credit Union, protected by C.D.I.C. with due regard to obtaining the best return at least cost. The account (s) shall be two signature accounts requiring both signatures on cheques or transfers. The account (s) shall be in the name of the "B.C. Fellowship Council of B-P Guilds".

6.10 Fiscal Year

The fiscal year end shall be August 31 of each year.

6.11 Financial Statements

The ~~P~~resident shall at least once every fiscal year cause to be prepared audited financial statements of the Council. Financial statements shall consist of opening balance, itemized statements of income and expenses and closing balance. An audited statement shall be prepared for the Annual General Meeting.

6.12 Auditing

A member of Council (other than a member of the Executive) or any ~~another~~ person, in a Guild or not, capable of checking the books and records for their accuracy, shall be appointed by the Executive to do the audit of the books and records and to certify as to their accuracy.

6.13 Inspection

The accounting records of the Council shall be open to the inspection of any member of the Council upon reasonable notice.

6.14 Dues

The President shall recommend to the Council the annual membership fee that will be necessary to maintain the Council in a solvent position. Any change in

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fees must be approved at the AGM next after a notice of motion has gone to all B.C. Guilds.

6.15 Term of Office

The Council Executive shall be elected at the AGM for a two year period with the President and Vice President serving a period offset by one year from the Secretary and the Registrar/Treasurer.

6.16 Annual Registration

The ~~President~~ Registrar/Treasurer shall be responsible for the distribution of Annual Registration papers to all B.C. Guilds, by hand or mail.

6.17 Changing Executive

On or before December 31st retiring executive members shall turn over to their successors all books, records, statements, etc: and shall arrange transfer of all, cash on hand. stamps, stationery and the Council bank account (s).

PART 7- DUTY GUILD

B.C. Guilds, in numerical order, will be responsible ~~for conducting~~ hosting annual Fellowship Weekend which shall also Include the hosting the AGM.

7.1 Notice

The President will contact the Duty Guild no later than April 1st the previous year and if that Guild is unable to serve then the President will contact the next Guild in line.

7.2 Date

The President, in consultation with the Duty Guild, will establish a suitable date.

7.3 Facility

The Duty Guild will obtain a suitable location with furniture, sound system and other equipment as required.

7.4 Food

The Duty Guild shall arrange for coffee breaks, Saturday night dinner, Sunday breakfast and lunch and such other items as may be required.

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7.5 Program

The Duty Guild will arrange local entertainment such as tours for the period up to dinner.

A silent auction will be run through the whole weekend with the Duty Guild recommending dispersal of the proceeds with the concurrence of the Council Executive.

A speaker or program of interest will be arranged as part of the dinner entertainment. A campfire will be arranged for the evening. A Scouts Own will be arranged for Sunday morning followed by the AGM with appropriate flag ceremony.

7.6 Accommodation

The Duty Guild will seek a variety of accommodations for ~~D~~delegates and advise them of prices, location and other information.

7.7 Agenda and Information

The weekend agenda and other necessary information will be sent out at an appropriate time, perhaps in conjunction with information on the AGM being ~~sent~~distributed by the Secretary.

7.8 Budget and financial statements

The Duty Guild must submit budget and financial statements to the Council Executive.

The Duty Guild ~~shall~~ should submit a budget to the Registrar/Treasurer no later than ~~March 31~~ April 30th, showing anticipated revenues and expenses for the Fellowship Weekend. Once the budget is approved, funds will be advanced to the Duty Guild to cover expenses. The Duty Guild ~~shall~~ must submit a final balance sheet and a statement of revenues and expenses to the Registrar/Treasurer no later than November 30.

PART 8- AMENDMEMENTS

8.1 Amendment Procedure

The provisions of the Constitution and Bylaws may be amended by special resolution of members of the Council at the AGM for which proper notice specifying the proposed amendment (s) has been given.

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PART 9 - DELIVERY OF NOTICE

9.1 Delivery of Notice

Any notice to be given pursuant to these Bylaws shall be forwarded by the Council's Secretary to each B.C. Guild Secretary by normal, prepaid post, electronic mail or facsimile to the last address as recorded in Council records. Such notice shall be deemed to have been given on the tenth business day following that on which the notice is sent.

Part 10- NOTICE OF A GENERAL MEETING

10.1 Notice of a General Meeting

- (a) Notice of the General Meeting including the AGM shall given by the Council's Secretary to every B.C. Guild registered with the Registrar/Treasurer on the day notice is given, at least ninety days prior to the meeting-
- (b) Notice of the General Meeting shall specify the place, date and hour of the meeting, and the general nature of the business to be transacted. Each Guild is to receive 2 proxy voting forms for each resolution, requiring a vote, stating the motion content.
- (c) The accidental omission to give notice of a meeting, or the non-receipt of a notice by any of the Council Members entitled to receive notice, does not invalidate proceedings at that meeting.

PART 11 - BADGE, FLAG AND DRESS

Badge, flag and dress shall be as prescribed by the Bylaws of the Canadian Council. This information is available from the Canadian Council's Executive Secretary-Registrar /Treasurer.

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APPENDIX I

CHAPTER II

OBJECTIVES, AIMS AND PRINCIPLES

Article 11

Objectives of the International Fellowship

- 1 The OBJECTIVES of the International Fellowship are:
 - (a) to establish liaison and cooperation, between national organizations of former Scouts and Guides.
 - (b) to encourage the founding of such organizations in any country where such organization exists.
 - (c) to promote friendship amongst former Scouts and Guides throughout the world.

Aims of the International Fellowship

2. The AIMS of the International Fellowship are to help former Scouts and Guides:
 - (a) to keep alive the spirit of the Scout or Guide Promise and Law in their own lives.
 - (b) to bring that spirit into the communities in which they live and work .
 - (c) whilst remembering their other responsibilities, actively to support Scouting and Guiding in their communities.

Principles of the International Fellowship

3. The PRINCIPLES of the International Fellowship imply that as an adult anyone belonging to any one of the Member Organizations of the International Fellowship will endeavour to:
 - (a) respect human life and rights.
 - (b) work for justice and peace in order to create a happier world
 - (c) contribute to international understanding, especially through friendship, tolerance and respect for others.

This requires a commitment by everyone, in his or her personal development, towards a better understanding of the International Fellowship and the Scout and Guide spirit and to the advancement of the above principles.