

CANADIAN ASSOCIATION OF RAILWAY MODELLERS

CONSTITUTION

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CONSTITUTION OF THE CANADIAN ASSOCIATION OF RAILWAY MODELLERS

1 Identity and Objectives

The name of the organization shall be the “Canadian Association of Railway Modellers” (hereinafter referred to as “CARM”).

CARM ‘s logo shall be:



The objectives of CARM are:

1. To foster fellowship among railway modellers primarily in Canada.
2. To provide a forum for the exchange of ideas and skills between railway modellers.
3. To promote the hobby of railway modelling primarily in Canada.
4. To be inclusive of all scales and interests.
5. To achieve the above objectives in a “not for profit” manner.

2 Membership

Membership of CARM shall consist of

- a. Persons in good standing who have met the requirements of membership as established by the Board.
- b. Persons designated by the Board to be Honorary or Life Members with conditions attached to those terms as shall be determined by the Board.

Proposal

3 Board of Directors

CARM shall be governed by a Board of Directors hereinafter referred to as the “Board”.

3.1 Election of Directors

- 3.1.1 Members in good standing may nominate as a Director any Member with a minimum of 12 month’s standing who has consented in writing to serve as a Director. Such a nomination, agreed to by the Member and the nominee, will be delivered to the Board, in writing, by regular mail, by e-mail or by hand, at least two weeks before any Board, general or special meeting.
- 3.1.2 A list of Members standing for election as Directors will be distributed to the Board one week before any Board, general or special meeting.
- 3.1.3 Each potential Director may make an election statement of no more than 150 words. They must distribute this in writing to the Board prior to voting.
- 3.1.4 Directors shall be elected by the Board at any Board, general or special meeting. The number of elected nominees shall not exceed the number of vacancies as per s3.2.
- 3.1.5 Directors are expected to hold office for a minimum of one year. Directors can be removed by vote of the Board at any Board, general or special meeting.

3.2 Number of Directors

Directors of CARM shall consist of a minimum of 4 and a maximum of 15 Directors. The Board may appoint additional Directors during the year, as necessary.

3.2.1 Director and Officers positions are as follows.

The Board shall through nomination put forward any Director to fill the following positions with no one Director holding more than one of these positions:

- a. Chair
- b. Vice Chair
- c. Secretary
- d. Treasurer

In addition the Board may fill the following Officer positions by any Director or member in good standing:

- e. Convention

- f. Communications (Newsletter Editor)
- g. Web Master
- h. Membership
- i. Chapter Support

The Board may create and fill other Officer positions as it deems necessary and may leave vacant or eliminate a position as it deems necessary.

3.3 The Board may establish sub-committees of the Board.

3.3.1 The sub-committee must consist of at least one Director or Officer.

3.3.2 The Board may co-opt other members of CARM to assist in the execution of sub-committee activities.

4 Roles and Responsibilities of the Board

4.1 A member of the Board shall fulfill the roles and responsibilities of the Board and the governance of CARM. Any Board member who does not attend at least fifty percent of the Board meetings over a reasonable amount of time, one year minimum, is subject to removal from the Board by a vote of the Board during any Board, general or special meeting.

4.2 The Board shall promote the objectives of CARM.

4.3 The Board shall make every effort to ensure the growth of CARM.

4.4 The Board shall ensure that CARM operates in accordance with the appropriate statutes and laws of Canada, the Provinces and Territories.

4.5 The Board shall determine a budget or budgets each year for CARM and determine what sources of funding should be utilized in the operation of the financial affairs of CARM.

4.6 The Founders shall be *Founders emeritus* and shall be entitled to attend any Board meeting or meeting of a sub-committee thereof but are not entitled to vote unless they are an active Board member holding a Director or Officer position. The Founders are:

John Johnston
Lex Parker, MMR
David King
Pete Moffett, MMR, HLM

5 By-Laws

The Board must approve all by-laws to regulate the conduct in all particulars of the affairs of CARM.

6 By-Laws Repeal

A by-law passed under s.5, a repeal, amendment or re-enactment thereof, is effective at the time of passage with a majority vote of the Board.

7 Governance by Directors

7.1 A majority of the Directors constitutes a quorum for transacting business.

7.2 At any meeting of the Board, a majority of votes decides any questions. Each Director has one vote. The chair of the meeting only votes to break a tie.

7.3 Any member of the Board who may have a conflict with an item of discussion shall declare their conflict at the meeting.

7.4 CARM shall hold at least three meetings of the Board each year.

7.5 At the direction of the Chair of the Board, the Secretary may call other meetings of the Board and by a simple majority vote of the Board may determine to call a general or special meeting of the Membership.

7.6 The Board may invite to its meetings, as non-voting participants, Officers, Chapter Chairs and any others as required.

8 General and Special Meetings of the Members

8.1 CARM shall hold, when possible, a general meeting, to be held during each fiscal year, but no later than two years after the previous general meeting. The annual financial statement(s) since the previous general meeting and any unrepresented audited financial statement(s) shall be presented at the general meeting for approval by the members.

8.2 The Fiscal Year of CARM shall be September 1 to August 31.

8.3 CARM shall provide notice of not less than ten (10) days prior to any general or special meetings of Members. Notification shall be by electronic mail, newsletter publication and/or posting on the CARM website. Contact of the meeting by electronic or postal means will be attempted using the Member's last known address as shown on the membership of CARM, unless waived by a Member.

8.4 General or special meetings may be called by the Board at their discretion or if they receive a petition from at least 20% of the members describing the reason for their request for a meeting and stating their motion to be brought before the meeting.

8.5 A quorum for any general meeting shall be the following:

8.5.1 any member of the Board in attendance and

8.5.2 as many other members as there are members of the Board (not limited to those in attendance), and

8.5.3 one (1)

8.6 Subject to the approval of the Members a notice may be sent by e mail or other electronic means instead of regular mail.

8.7 A majority of votes decides any resolution. Each Member of the membership has one vote on each resolution presented at a general or special meeting. The Chair votes only to break a tie.

9 Financial Affairs and Management

9.1 All funds of CARM shall be deposited in one or more bank accounts established for the purposes of CARMs' business.

9.2 The Treasurer, and at least two (2) other Board members, shall have signing authority. The Board is required to approve financial transactions above a threshold of \$200 unless previously approved in a previously accepted budget.

9.3 The Board must approve all expenditures, contracts and legal liabilities.

9.4 The Board shall appoint an auditor or auditors as required on a yearly basis, considered to be the term.

9.5 The Board shall, by resolution passed by at least two-thirds of the votes cast at a general or special meeting of which notice of intention to pass the resolution has been given, remove any

auditor before the expiration of the auditor's term and shall, by a majority of votes cast at that meeting, appoint another auditor for the remainder of the term.

9.6 The auditor shall make a report to the Members on the financial statement at a general or special meeting and state in the report whether in the auditor's opinion the financial statement fairly represents the financial position of CARM for the period under review in accordance with generally accepted accounting principles applied on the basis consistent with that of the preceding period.

9.7 The report of the auditor to the Members shall be read at a general or special meeting and shall be open to inspection by the Members.

9.8 The Board shall lay before each general or special meeting of the Members for each completed financial year,

9.8.1 A statement of profit and loss,

9.8.2 A statement of surplus; and

9.8.3 A balance sheet.

10 Amendments

10.1 Amendments to the Constitution and/or by-laws may be made at a general or special meeting where two-thirds of the votes cast by Members in attendance at the meeting are in support of the amendment.

10.2 The Secretary must be given notice in writing of any amendment proposed. The amendment proposal shall be in the form of a "Notice of Motion" and shall be received at least twenty-one (21) days before the general or special meeting at which the amendment is to be considered and voted on.

10.3 The Membership will be notified of any proposed amendment(s) ten (10) days before the general or special meeting.

11 Winding Up of CARM

11.1 Any decision to wind up or dissolve CARM at a general or special meeting must be passed by a two-thirds majority of the votes cast by Members in attendance at the meeting.

Proposal

11.2 Upon the winding up or dissolution of CARM, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such registered charitable organization(s) as may be determined by the Board at the time of winding up or dissolution.

11.3 This Constitution supersedes any previous constitution and by-laws.

Approved:

Approved by two-thirds majority + 1 vote _____
(Number of Members in attendance)

Effective date: _____

Proposal