

## BY-LAWS

### **A by-law relating generally to the conduct of the affairs of The Royal Philatelic Society of Canada (The “Corporation”)**

Be It Enacted as a by-law of the Corporation as follows:

#### **Article I Names and Definitions**

1. The Royal Philatelic Society of Canada / La Société royale de philatélie du Canada (RPSC / SRPC) is an incorporated body hereinafter referred to as “the Corporation.”
2. The Annual Convention of the Corporation shall be known as the “Royal (year) Royale.”
3. The name of the official journal of the Corporation shall be *The Canadian Philatelist / Le Philatéliste canadien (TCP /LPC)*
4. “Corporation” has equal meaning and consequence to the term “Society” as referenced in official documents and correspondence of The RPSC / SRPC.
5. “Act” means the Canada Corporations Act.
6. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

#### **Article II Purpose**

We are the national organization promoting and fostering the hobby of stamp collecting in Canada. We maintain and build a federation of individuals, clubs and societies with interests in stamp collecting and philately. We are the voice of philately in Canada, and our supreme goal is to preserve our hobby and keep it healthy for future generations. We sponsor an annual convention and publish a philatelic journal called *The Canadian Philatelist / Le Philatéliste canadien*

(TCP/LPC). We represent Canada in the Fédération Internationale de Philatélie (F.I.P.) according to Art. 8.1. of the Statutes of F.I.P.

### **Article III Head Office**

The head office of the Corporation shall be situated in Toronto, Ontario as specified in the Letters Patent, at such address as the board of directors (“the board”) may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

### **Article IV Seal**

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

### **Article V Membership**

1.

#### **A) Members**

Membership shall be open to any person residing in any part of the world interested in furthering the objects of the Corporation. Application for admission as a member must receive the approval of the board. Members must ensure their dues are paid up to date.

#### **B) Membership Regulations**

Regulations governing the gaining, holding and losing of membership are established in the by-laws, policies and procedures of the Corporation. A member may withdraw from the Corporation by delivering to the Corporation Secretary a written resignation. A member, upon resignation, must ensure all debts and obligations to the Corporation are cleared. Any member may be expelled by a vote of three-quarters (3/4) of the members at a general meeting. The interest of a member is not transferable or assignable in any way and lapses and ceases to exist upon his death, or when his period of membership expires, or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

## 2. Affiliates

There shall be two classes of affiliates in the Corporation:

- i) Chapters, which shall be such affiliated societies that pay an annual fee of such amount as may from time to time be fixed by the board; and
- ii) Philatelic federations, which upon the approval by the board, pay a fee as may from time to time be fixed by the board.

Affiliates of the Corporation shall have no right to vote at or to receive any notice of any meeting of the members of the Corporation.

## 3. Fellows

Within the Corporation some individuals are designated as “Fellows of the RPSC,” from time to time, to recognize service to the Corporation and / or philately. Appointment to and regulation of the Fellows program is managed by the Fellows themselves.

## **Article VI Board of Directors**

### A)

1. The property and business of the Corporation shall be managed by a board of directors. The board shall (a) administer and manage the affairs of the Corporation; (b) consider and establish Corporation policy; and (c) act as official voice of the Corporation.
2. There shall be no more than fourteen directors, of whom four are “Officers.” The remainder are “directors at large.” Directors must be individuals, 18 years of age, fully paid up members of the Corporation, with power under law to contract. Not more than two directors at any one time may be residents of a country other than Canada.
3. Directors shall be elected for a term of two years by the members at the Annual General Meeting (AGM) of the Corporation. Board positions are filled on a rotational basis. Half of the director positions are open for election at each AGM.
4. The number of directors may be modified from time to time by majority vote at an AGM or general meeting of the Corporation,

- sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution.
5. The office of a director shall *ipso facto* be vacated: (a) if at a special general meeting of members, a resolution is passed by a majority of the votes cast in favour of the removal of the director; (b) if a director has resigned his office by delivering a written resignation to the Secretary of the Corporation; (c) if he is convicted of any criminal offence; (d) if he is found by a court to be of unsound mind; (e) if he becomes bankrupt or suspends payment or compounds with his creditors; (f) If he ceases to be a member of the Corporation; (g) upon his death.

B)

#### Election Procedures.

The following procedures will govern the nomination and election of candidates for the board of directors. They may be modified at a meeting of the members by a 2/3 majority vote.

1. There will be a call for nominations for directors and officers at the forthcoming AGM published in the November / December issue of *The Canadian Philatelist (TCP/LPC)* or such earlier issue as is deemed appropriate by the President. Nominations must be in writing and be made by and seconded by members in good standing of the Corporation.
2. The National Office will make nomination forms available, answer questions about the forms and process, receive nominations and ensure they are complete, and then deliver immediately to the nomination committee. Nominees must complete a nomination form, providing all information requested. To be valid, nominations must be received by the National Office by a date determined by the President, but in no circumstances later than 30 days before the publishing deadline established by the editor of *TCP/LPC*.
3. All nominations will be placed before the nomination committee, who will verify the eligibility of all candidates. The nomination committee may establish requirements from time to time concerning information that it requires of nominees; and as well, may vary the manner in which nominees are presented to the membership. The committee shall prepare a slate of candidates from those nominated to ensure national representation based on levels of membership. The proposed candidates will be published in the March/April issue of *TCP/LPC* along with a short biography of each.

4. The slate of candidates will be presented to the members in accordance with the *TCP/LPC* publishing schedule referenced herein, and thereafter voted on by the members in attendance at the AGM. Members shall vote for the candidates of their choice. If a member votes for more candidates than there are vacancies, then the ballot shall be deemed to be spoiled.

5. Votes may be given either personally or by proxy. An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing. No person shall act as a proxy unless he is entitled on his own behalf to be present and vote at a meeting at which he acts as proxy. An instrument appointing a proxy shall be in the following form or in any other form of which the directors shall approve:

The undersigned member of The Royal Philatelic Society of Canada hereby appoints ..... as the proxy of the undersigned to vote and act on behalf of the undersigned at the ..... Meeting of the members of the Corporation to be held on the ..... day of ..... 20..... and at any adjournment thereof.

Dated this.....day of .....20.....

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Signature of Member

6. Directors shall be eligible twice for re-election within any ten-year period. A director retiring at a general meeting shall retain office until the dissolution or adjournment of such meeting unless such meeting is called for the purpose of removing him from office as a director, in which case the director so removed shall vacate office forthwith upon the passage of the resolution for his removal.

7. Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that director may be paid reasonable expenses incurred by him in the performance of his duties.

## **Article VII Power of Directors and Board**

1. The directors may administer the affairs of the Corporation in all things and make or cause to be made for the corporation, in its name, any kind of

contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

2. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board may prescribe. The board is hereby authorized, from time to time:

(a) to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board in its discretion may deem expedient;

(b) to limit or increase the amount to be borrowed;

(c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board;

(d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

3. The board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

4. The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.

5. The board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next AGM of the members of the Corporation when they shall be confirmed, and failing such confirmation at such AGM of members, shall at and from that time cease to have any force and effect.

6. The board shall have the power to make by-laws governing the formulation and implementation of such standing committees and *Ad Hoc* committees of the Corporation as it deems necessary; the responsibilities of directors and officers, committees and departments; any publication of the Corporation; and any other matters necessary for the administration and government of the Corporation in accordance with the objects of the Corporation as set out in the by-laws.

7. Remuneration for all officers, agents and employees and committee members shall be fixed by the board by resolution.

## **Article VIII Meetings**

1. Meetings of the board may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. No error or omission in giving notice of any meeting of the board or any adjourned meeting of the board shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

2. A quorum of the board shall be six voting members of the board. Any meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

3. At every AGM, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the Corporation. The board shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. Ten members present in person at a meeting of members will constitute a quorum.

4. Fourteen (14) days' written notice shall be given to each voting member of any AGM or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Each voting member present at a meeting shall have the right to exercise one vote.

5. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.

6. No error or omission in giving notice of any AGM or general meeting or any adjourned meeting, whether AGM or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

7. The AGM of the Corporation shall be held each year within six months following the Corporation's fiscal year end.

8. A Special General Meeting may be called by the President. A Special General Meeting *must* be called by the President, or by the Vice President in the case of illness or absence of the President, upon receipt of a request to

hold such a meeting: i) signed by four members of the board; or ii) signed by ten members of the Corporation.

## **Article IX Indemnities to Directors and Others**

1. Every director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

(a) all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **Article X Officers**

1. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, Past President and any such other officers as the board may by by-law determine. Any two offices may be held by the same person.
2. Officers of the Corporation shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board at any time.
3. The four executive officers are to be appointed by the incoming board of directors at the annual convention.

## **Article XI Duties and Responsibilities**

1. The President shall be the chief executive officer of the Corporation, and shall, if present, preside at all meetings of the directors and members. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the board are carried into effect. He shall sign such contracts, documents or instrument in writing as require his signature and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the board; including (a) decide on questions of procedure and order not covered by the by-laws; (b) be authorized to name additional "Second" Vice-Presidents who shall be *ex officio* members of the board. The President will normally have served as Vice-President for at least one year prior to his election.
2. The Vice President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President, provided, however, that a Vice-President who is not a director shall not preside as Chairman at any meeting of members.
3. The Secretary shall give notices for all meetings of the board and Members when directed so to do, and shall have charge of the minute books and other records of the Corporation. When in attendance, the Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall sign such contracts, documents or instruments in writing as require his signature and shall perform all duties incident to his office or that are properly required of him by the board; be responsible for recording the minutes of meetings of the Corporation and the board; receiving and sending official Corporation correspondence; be authorized to establish one or more Assistant Secretaries to manage membership and other such matters.
  4. The Treasurer shall have the care and custody of all the funds, securities and investments of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board may direct. He she shall keep or cause to be kept proper books of account or accounting records; shall sign such contracts, documents or instruments in writing as require his signature and shall perform all duties incident to his office or that are properly required of him by the board. Be responsible for and present the annual budget and financial statement

- at the AGM of the Corporation and Chair the finance committee. The Treasurer may be required to give such bond for the faithful performance of his duties as the board may require.
5. The Immediate Past President shall chair the nomination committee and on an *ad hoc* basis, assist the President and the board in an advisory capacity, giving the benefit of experience.
  6. Each director at large shall maintain active participation in the affairs of the Corporation; attend all General Meetings of the Corporation unless excused; and be a member of at least one committee of the Corporation.
  7. Committees. The board may appoint committees whose members will hold their offices at the will of the board. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.
  8. Executive committee. The Officers of the board may operate as an executive committee. The President shall be the Chair of the Executive committee, and he shall be responsible for setting the date and place of meetings. The executive committee shall exercise such powers as are authorized by the board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
  9. Temporary delegation. In the case of the absence or inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer or to any director for the time being, provided that a majority of the board concur therein.

## **Article XII Financial**

The Corporation's fiscal year shall be the calendar year. At the AGM, the Auditors will be appointed and audited final statements for the previous fiscal year will be presented.

## **Article XIII Appointments**

The nomination committee shall consist of a Chair, who shall be the Past President, and up to two other members of the board. The members of the committee shall be appointed by the board no later than October 31 of each year.

Executive Manager. The board may from time to time appoint an Executive Manager and may delegate to him full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board or by the members in general meeting), and to employ and discharge agents and employees of the Corporation or may delegate to him any lesser power. He shall at all reasonable times give to the directors or any of them all information they may request regarding the affairs of the Corporation.

#### **Article XIV Signatures**

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board.

#### **Article XV Ethics**

The Corporation may from time to time establish norms of conduct to guide individual behaviour of members and acts of corporate members. Beside regular interpersonal contacts, those norms may regulate obligations of members in specific situations, for example those who exhibit their collections and those performing jury duties.

#### **Article XVI Amendments**

The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

### **Article XVII Rules of Order**

The Corporation shall use *Concise Procedures for Meetings* by H. King and M.K. Kerr, published by Carswell Thomson in Scarborough (1996).

### **Article XVIII Minutes and Records**

The minutes of the board (or the minutes of the executive committee) shall not be available to the general membership of the Corporation but shall be available to the board, each of whom shall receive a copy of such minutes. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

### **Article XIX Auditors**

The members shall, at each AGM, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next AGM. The auditor shall hold office until the next AGM provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board.

### **Article XX Origins, References and Authorities**

This constitution includes and acknowledges the following founding documents of the Corporation, and recognizes the governance provisions contained in each, save where they conflict with provisions in this Constitution and its by-laws. Where there is a conflict, the Corporation Constitution and by-laws shall prevail.

- a. Memorandum of Agreement of the Canadian Philatelic Society dated 18 October, 1926.
- b. Letters Patent of the Canadian Philatelic Society dated 13 December 1926.
- c. Supplementary Letters Patent to the Canadian Philatelic Society dated 28 October 1959.

These by-laws were adopted at the Annual General Meeting of The Royal Philatelic Society of Canada held in St. Catharines, Ontario on June 13, 2009 (Amended June 22, 2013), at which time all previous constitutions and by-laws were repealed.

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President

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Secretary