

Empire of Medieval Pursuits

Corporate Bylaws

April 2013

Form 3

Society Act

Constitution

1. The name of the society is Society for the Empire of Medieval Pursuits.
2. The purpose of the society is : To provide a forum through which individuals can come together in order to share a mutual interest in the celebration of the arts, customs and ideologies of diverse and ancient cultures.

Bylaws

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires:

"Directors" mean the directors of the society for the time being;

"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;

"Registered address" of a member means the members address as recorded in the register of members.

"Kingdom" is a group of Branches, whose members number greater than 200 members and established itself to the Society by

"Branch" is a group of members, numbering greater than 5 members and established itself to the Kingdom that it resides in by

"Crown" is the sovereign governing body of the Kingdom in which he resides.

"Lord/Lady" is the representative for a Branch with a number of votes that reflects the population of the Group.

"House of Lords" is the group of Lords/Ladies of Branches within a Kingdom of the Society for the Empire of Medieval Pursuits that represent their membership population that registered under their Branch

2. Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.

Part 2 - Membership

1. The members of the Society are persons whose membership status is in good standing.

2. Every member must uphold the constitution and comply with these bylaws.

3. A person ceases to be a member of the society:

A. On his or her death or upon dissolution of the corporation or

B. On being expelled or

C. On having been a member not in good standing

4. All members are in good standing except a member who has failed to pay his current annual membership fee

5. A member may be expelled by a special resolution of the members

A. Only members within the same kingdom as the person up for expulsion are entitled to vote in this special resolution

B. The House of Lords will represent their members for the voting of this special resolution

C. The Board of Directors will be the appellate body for all expulsions

5. The notice of special resolution must be accompanied by a brief statement of the reasons for the proposed expulsion.

6. The person who is the subject of the proposed resolution for expulsion must be given the opportunity to be heard at the general meeting before the special resolution is put to vote.

Part 3 - Meeting of Members

1. The place of the general annual meeting will rotate every year between the Kingdoms of the Society

2. The general annual meeting will be held every year within the month of March or within 1 month of the month of March

3. All other general meetings of the members, other than the annual general meeting is an extraordinary general meeting

4. Each Kingdom's Board of Directors is entitled to call an extraordinary general meeting of the members within their associated territory

a. for an extraordinary meeting to be called, the Board of Director associated with the Kingdom in question must notify the other Society Board members closer than 30 days prior to the meeting.

b. all members of the society, regardless of their Kingdom may attend these meetings if their membership is in good standing

Part 4 Proceedings at General Meetings

1. General Annual Meeting

a. A member will vote at the General Annual Meeting via its authorized representative (their Lord or Lady), who is entitled to speak and vote and in all other respects exercise the rights of a member and that representative must be considered as a member in good standing for all purposes with respect to a meeting of the society.

b. Every general meeting other than an annual general meeting is an extra ordinary general meeting.

c. The general annual meeting of the society must be held every year within the month of March or within 1 month of the month of March

d. all members of the society, regardless of their Kingdom may attend these meetings if their membership is in good standing

2. Extraordinary General Meeting

a. Extraordinary General Meetings may be called by the Crown of any given Kingdom or their Board of Directors Representative

b. Any meeting other than the General Annual Meeting is a Extraordinary General Meeting

c. all members of the society, regardless of their Kingdom may attend these meetings if their membership is in good standing

3. Voting

a. Voting is by show of hands

b. Proxy voting is designated by notice to the Crown hosting the General Annual Meeting

Part - 5. Directors and Officers

1. The directors may exercise all the powers and do all the powers and do all the acts and things that the society may exercise and do and that are not by these bylaws or by statute or otherwise lawfully directed or required to be excersised or done by the society in a general meeting, but subject, nevertheless, to

a. All laws affecting the society

- b. these bylaws
 - c. rules being inconsistent with these bylaws, that are made from time to time by the society in a general meeting
 - d. rules that violate the insurance policy
 - e. rules that endanger the health or safety of the membership of the society
2. A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made
 3. The president and one or more other persons are the directors of the society
 4. The number of directors must be 3 or greater
 - a. Each kingdom is entitled to a director that represents that kingdom to the Society and act in its stead
 - b. This crown may dismiss its own director and elect a successor to replace him or her
 5. A director unless they die, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, which
 6. If a director resigns his or her office or otherwise ceases to hold office, the Crown acting for the area that the director that ceased to operate in will appoint a new director to hold that position.
 7. The Crown may remove the director that holds the position within their area and appoint a successor.

Part 6 - Proceedings of Directors

1. The directors may meet physically or online as they see fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. The Directors from time to time set the quorum necessary to conduct business and unless so set the quorum is a majority of the Directors then in office.
3. The Vice President must carry out the duties of the President during the President's absence.
4. The Secretary must do the following:
 - a. conduct the correspondence of the Society
 - b. issue notices of meetings of the Society and Directors
 - c. keep minutes of all meeting of the Directors

d. Have custody of all records and documents of the Society except those required to be kept by the Treasurer

e. maintain the register of members

5. The Treasurer must:

a. Keep the financial records, including books of account, necessary to comply with the Society Act, and

b. render financial statements to the directors, members and others when required

6. The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer

7. If a Secretary Treasurer holds office, the total number of Directors must not be less than 3 or the greater number that may have been determined under Part 5 Section 4

8. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as a secretary at the meeting.

Part 8 - Borrowing

1. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide and in the particular but without limiting that power by the issue of debentures.

2. A debenture must not be issued without the authorization of a special resolution.

3. The Crown may, by special resolution, restrict the borrowing powers of the Directors but a restriction imposed expires at the next General Annual Meeting.

Part 9 - Notice to Members

1. A notice may be given to a member, either personally, by email to the members provided email address or by mail to the member at the member's registered address.

2. A notice sent by mail or electronic post is deemed to have been given on the second day following the day on which the notice is posted and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in post office receptacle.

3. Notice of a General Meeting must be given to every member shown on the register on the day notice is given.

4. No other person is entitled to receive a notice of a General Meeting

Part 10 - Bylaws

1. On being admitted to membership, each member is entitled to and the Society must give the member without charge a copy of the Constitution and the Bylaws of the Society

2. These Bylaws must not be altered or added to except by Special Resolution.