

**MOTION: From the Executive Committee to Membership:
To approve the Constitution as amended.**

ACTION: Constitutional amendments to be mailed to members in advance of Annual General Meeting and voted on at that time. Voting will be completed on the whole revision, but any member can request a specific amendment be withdrawn from the package for discussion.

Requests to withdraw individual amendments shall be forwarded to Mary Cook, Pickering Museum Village Foundation Secretary, 905 839 1734, mary.cook@sympatico.ca by June 14, 2006.

**PLEASE NOTE: *Italic/bold – to be removed;*
Bold – amended text;
UPPERCASE/UNDERLINED – CLARIFICATION NOTES;
Other – remains as is.**

1. Organization Name:

- Pickering Village Museum Foundation
(More commonly known as Pickering Museum Village Foundation)

2. Objects

- To financially assist the Pickering Museum Village
- To support the Pickering Museum Village in recreating the lifestyle of Pickering's ancestors in a turn of the century rural village setting
- To provide assistance to the Pickering Museum Village in its programmes to educate the youth of Durham Region and surrounding area and the visitors to the museum village regarding those early lifestyles
- To provide financial assistance for the acquisition, restoration, maintenance and the recording and care of all artifacts and buildings of the Pickering Museum Village.
- To generate an Endowment Fund in support of the Pickering Museum Village into the future

3. Without Purpose of Gain

- The purpose of a Pickering Village Museum Foundation shall be carried out without purpose of gain for its members, and any profits or other accretions to the Pickering Village Museum Foundation shall be used solely to promote its purposes.

4. Membership

A. MEMBERS

- Membership in the Pickering Village Museum Foundation shall be available to any persons who are interested in furthering the objects of the Foundation *and whose application for admission as a member has received the approval of the Board of Directors of the Foundation who pays annual fees.* The Board of Directors *may also pass membership rules, providing among other things, for membership fees and for the admission of members by the Secretary of the Foundation or other designate shall make bylaws re membership.*

B. STRUCTURE

- Pickering Village Museum Foundation shall consist of a Board of Directors with a maximum of 12 voting members.
- A representative of the Advisory Committee of Pickering Museum Village and a staff representative of Pickering Museum Village shall be non-voting members.
- Directors shall serve a three year term and retire at the Annual General Meeting at which their terms expire, but shall be eligible for a further three year term.
- Executive Committee shall be comprised of the following *four five* officers
 - Chairperson
 - Vice-Chairperson
 - Secretary
 - Treasurer
 - *Membership Secretary*
- The Board of Directors shall have power to add *an unlimited number of Directors as the Board sees fit and to Directors as the Board sees fit to a maximum of 12 voting members* and to designate additional officer positions to be included in the Executive Committee, *such appointments shall expire prior to the next Annual General Meeting.*

C. ELECTION OF DIRECTORS

- *The applicants for the Pickering Village Museum Foundation shall become the first directors of the Foundation and their term of office shall continue until their successors are elected at the first meeting of members. (HISTORICAL MATERIAL TO BE RETAINED IN ORIGINAL CONSTITUTION)*

- *Election of Directors shall occur by secret ballot yearly by the members at an annual meeting. At the first membership meeting one-third of the directors will be elected for a three year term, one -third for a two year term and one third for a one year term. The directors' term of office shall be from the date of the meeting at which they were elected until the annual meeting in the year in which their term of office expires. Directors shall retire at the annual meeting at which their term expires but shall be eligible for reelection for a three year term. By-laws shall be formed for defining vacancies other than those created by expiry of mandate and the procedure for filling those vacancies. The Nominating Committee shall consist of two members present at the Annual Meeting, not on the Board of Directors, elected by members present, for the purpose of presenting nominations for the Board of Directors at the next Annual Meeting. (All this material is repositioned within the amendments.)*
- Election of Directors shall occur by secret ballot annually by the members at the Annual General Meeting.
- Chair shall be elected annually by the members at the Annual General Meeting from the incoming Board of Directors.
- All other Executive Committee positions shall be filled from the remaining Directors at their first board meeting following the Annual General Meeting
- The Nominating Committee shall consist of two members present at the Annual General Meeting, not on the Board of Directors, *elected by members present, for the purpose of presenting nominations for the Board of Directors at the next Annual Meeting.* They shall present a full slate of Directors; Chair and Nominating Committee for the following year. Any vacancies occurring during the year will also be part of this slate.

D. MEETINGS OF THE MEMBERSHIP OF THE FOUNDATION

- The Annual General Meeting of the Pickering Village Museum Foundation shall be held not later than June 30th of each year at a time and place determined by the Board of Directors with reasonable notice provided to the membership. All meetings shall be conducted following the Roberts Rules of Order. Special meetings may be called at any time at the discretion of at least one-third of the Board of Directors including at least one Officer or by any 12 members with reasonable notice given.
- A quorum shall be a minimum of 12 members in attendance.
- Motions require a simple majority of members in attendance, unless otherwise specified.

5. Financial

A. FISCAL YEAR

- The fiscal year of the Pickering Village Museum Foundation shall end on December 31st of each year.

B. AUDITORS

- *The financial accounts of the Pickering Village Museum Foundation shall be examined annually by a qualified auditor appointed by the Board of Directors*

B. ANNUAL REVIEW

- The financial accounts shall be reviewed at the end of each fiscal year by two members of the Foundation not on the Board.
- Reviews shall be appointed by the Board of Directors
- Report shall be presented as an annual report for Annual General Meeting approval.

C. DISTRIBUTION OF ASSETS

- The Pickering Village Museum Foundation will operate through affiliation with the Ontario Historical Society and on the Charter of that Society, subject to acceptance by the Ontario Historical Society. In the event of dissolution of the Foundation all its remaining assets after payment of liabilities, will be donated to the **Town City** of Pickering for use at the Pickering Museum Village in the event it still exists, otherwise such assets will be donated to one or more registered charities with objects consistent with the Ontario Historical Society.

6. Amendments to the Constitution

No AMENDMENT TO THIS CONSTITUTION SHALL BE MADE EXCEPT THAT IT IS APPROVED IN THE FOLLOWING MANNER:

- It shall be presented at an Annual General Meeting of the members in good standing
- Written notice of such meeting including Notice of Motion of the intended amendment shall be given at least **two weeks 30 days** prior to the meeting
- The Notice of Motion must contain the names of the members proposing and seconding it
- Such amendment will require approval of sixty per cent (60%) of the members attending the meeting to be approved

Dated: August 17, 1997
 Amended: October 27, 1998
 Amended: June 16, 1999
 Amended: June 21, 2006

Officers: Patrick Dunnill – Chairperson
 Mary Cook – Secretary
 William Weston – Treasurer