

Edmonton Numismatic Society

Constitution and By-Laws

Article I –Name of the Society

The name of the society shall be the “Edmonton Numismatic Society”, henceforth referred to herein as the ENS.

Article II – Nature of the Society

The ENS is a non-profit Society, duly constituted under the Societies Act of the Province of Alberta, Corporation Number 500104179.

Article III – Objectives of the Society

The objectives of the ENS shall be to promote the science, education, research and enjoyment of numismatics by bringing together and aiding all those who are interested in collecting, and / or studying coins, paper money, tokens, medals, exonomia and associated literature.

Article IV – Membership in the Society

(1) Definitions, Criteria and Specifications:

- (a) Membership in the ENS is a privilege, extended to those persons, organizations and corporations deemed worth thereof, it is not a matter of right.
- (b) Membership may only be maintained until a majority of the Executive Committee determines that the conduct of a member contravenes the ENS Code of Ethics, Constitution and/or By-Laws and it is in the best interest of the ENS that his* membership be terminated.
- (c) Membership is granted to a particular person, family or organization and is not transferable from one person, family or organization to another.
- (d) Membership shall only be extended to a person, organization or corporation of good reputation.
- (e) A member in Good Standing shall mean any member who conducts himself according to the ENS Code of Ethics, Constitution and By-Laws and has paid all applicable annual dues in full.
- (f) Any member who conducts himself in a manner deemed unbecoming a member of the ENS as defined in the ENS Code of Ethics, the ENS Constitution or By-Laws, may be suspended or have his membership cancelled by a majority vote of the Executive Committee.
- (g) All members agree to be bound and abide by this Constitution and By-Laws and the ENS Code of Ethics.

(2) Eligibility and Member Categories:

Membership in the ENS shall be classified into the following categories: Regular Member, Family Member, Junior Member, Lifetime Member, Corporate Member and Honorary Member, to be defined as follows:

- (1) **Regular Member:** shall mean a person of good reputation, having attained at least the legal age of eighteen (18) years, having been accepted by the ENS in accordance with the applicable ENS Constitutional Rules and By-Laws and being current in the payment of applicable annual ENS dues.

- (2) **Family Membership:** shall be available to husband, wife and unmarried children under the age of eighteen (18) years of age, or any combination thereof as legally and/or socially defined, having been accepted by the ENS in accordance with the applicable ENS Constitutional Rules and By-Laws and being current in the payment of applicable annual ENS dues.
- (3) **Junior Member:** shall mean any person of good reputation under the legal age of eighteen (18) years, having been accepted by the ENS in accordance with the applicable ENS Constitutional Rules and By-Laws and being current in the payment of applicable annual ENS dues.
- (4) **Lifetime Member:** shall mean any person of good reputation, who has been a Regular Member in Good Standing of the ENS for at least one (1) year or longer, having been accepted by the ENS in accordance with the applicable ENS Constitutional Rules and By-Laws and having paid the applicable dues for a Lifetime Membership. The membership number of a Lifetime Member shall be preceded by the designation "LTM". A Lifetime Member shall be exempt from the payment of annual dues.
- (5) **Corporate Member:** shall mean any corporation, association, museum, archive, public library, institution of learning, or non-profit organization (be they a club, society or association), with an interest complimentary to the objectives of the ENS and whose officers are of good reputation, having been accepted by the ENS in accordance with the applicable ENS Constitutional Rules and By-Laws and being current in the payment of applicable annual ENS dues.
- (6) **Honorary Member:** shall mean a person whom; organization or corporation which, has been deemed by the ENS to have rendered outstanding service to the ENS and/or the hobby and science of numismatics and having been nominated by an ENS member or the Executive Committee, and having been accepted by the ENS in accordance with the applicable ENS Constitutional Rules and By-Laws. An Honorary Member shall be exempted from the payment of annual dues.
- (3) **Member Privileges:**
The privileges of the various member categories of the ENS are defined as follows:
- (a) **Regular and Lifetime Members** shall be entitled to all privileges of the ENS, including the right to vote, hold office, receive one (1) copy of the ENS newsletter and attend ENS functions. The vote of a Regular or Lifetime Member shall be counted as one (1) vote.
- (b) **An Honorary Member** shall be entitled to all privileges of the ENS, including the right to vote, receive one (1) copy of the ENS newsletter and attend ENS functions. An Honorary Member shall not be able to hold office unless he was a Regular or Lifetime Member prior to Honorary Membership being confirmed upon him. The vote of an Honorary Member shall be counted as one (1) vote.
- (c) **Family Members** – within a single Family Membership - shall be entitled to all privileges of the ENS, including the right to vote, hold office, receive one (1) copy of the ENS newsletter and attend ENS functions. The vote of all the members within one (1) such Family Membership shall be counted as one (1) vote. One (1) member within one (1) such Family Membership, having been designated at the time of membership application and having attained the legal age of eighteen (18) years or over, may be eligible to hold office in the ENS.

- (d) **A Junior Member** shall be entitled to all privileges of the ENS, including the right to receive one (1) copy of the ENS newsletter and attend ENS functions. A Junior Member shall have the right to vote upon attaining the age of fourteen (14) years. A Junior Member shall not have the right to hold office. A member holding a Junior Membership, having remained a member in Good Standing, upon attaining the age of eighteen (18) years shall have his membership automatically transferred to the status of a Regular Member with all the privileges that entails, after having paid the Regular Member annual dues. After one (1) year of Regular Membership he may apply for Lifetime Membership if so desired.
- (e) **Corporate Member:** shall be entitled to all privileges of the ENS, including the right to vote, receive one (1) copy of the ENS newsletter and attend ENS functions. The vote of a Corporate Membership shall be counted as one (1) vote. A Corporate Member shall not have the right to hold office.

(4) Member Duties:

All members of the ENS shall:

- (a) Adhere to and respect the ENS Constitution, By-Laws and Code of Ethics.
- (b) Attend General Meetings and the Annual General Meeting.
- (c) Be an active participating member.
- (d) Participate in ENS shows, conventions, social and other events.
- (e) Assist at ENS shows, conventions, social and other events.
- (f) Support the Executive Committee in the execution of its duties.
- (g) Assist fellow members and the public at large in gaining knowledge about numismatics and related subject matters.
- (h) Do talks, at General Meetings, on numismatic or related topics.
- (i) Promote the ENS and its interests where and whenever possible.

(5) Application for Membership:

All applications shall be forwarded to the Secretary and shall be published in the next issue of the ENS newsletter. If, after thirty (30) days following publication, no objections have been received, the application shall be accepted. In the case of any objection to an application, the matter shall be referred to the Executive Committee for disposition, whose decision shall be final.

- (a) Application for Regular and Family membership shall be made in writing, on an official application form providing the applicant's name, address, telephone number, e-mail address, signature and a declaration that he is eighteen (18) years of age or older.
- (b) Application for Junior membership shall be made in writing, on an official application form providing the applicant's name, address, telephone number, e-mail address, the applicant's signature and the signature of at least one (1) parent or guardian.
- (c) Application for Corporate membership shall be made in writing, on an official application form providing the applicant's corporate information, including name, address, telephone number, e-mail address and the signatures, full names and titles of at least two (2) of the applicant's executive officers.
- (d) Application for Lifetime membership shall be made in writing, on an official application form providing the applicant's name, address, telephone number, e-mail address and signature.

For all applications, the full amount of the current year's applicable and any other dues must accompany the application.

(6) Membership Dues:

- (a) Membership dues are payable annually, due in the month of January of the new calendar year. A member has until the month of March of the new calendar to pay his membership dues in full.
- (b) Membership dues are to be paid by all members, unless a member is specifically exempted from this obligation.
- (c) Membership dues are to be reviewed and set annually by the Executive Committee.
- (d) Membership dues once paid are non-refundable.
- (e) Membership dues may vary among the various member categories.
- (f) Membership dues once paid become part of the general revenues of the ENS.
- (g) Payment, in full, of membership dues entitles the member to all the privileges of ENS membership as per the category of membership the member holds.
- (h) Failure to pay annual dues will result in the member's loss of membership privileges in the ENS, and result in the following actions:
 - a. removal of the member from the membership roll,
 - b. removal of the member from the mailing list,
 - c. the member not being invited to nor permitted to attend ENS member exclusive functions.
- (i) Membership dues shall be paid to the Secretary.

(7) Member Resignation, Suspension and Expulsion:

- (a) A member's resignation need not be accepted if the member is indebted to the ENS in any manner, or while any charge brought by the ENS, or a member thereof, is pending against the member.
- (b) A member may be suspended for failure to pay annual dues. The member, upon payment of all dues owing, may be reinstated if he meets membership requirements.
- (c) When notice or information of charges of conduct prejudicial to the welfare and interests of the ENS by any member has been received by the Secretary, the Secretary shall investigate these charges; after due investigation has substantiated the charges the Secretary shall forward to the accused member the particulars of the charges. The accused member shall be afforded reasonable opportunity to provide a written defense against the charges. The matter shall then be referred to the Executive Committee for disposition. A written record of the proceedings shall be kept. This record may be published at the discretion of the Executive Committee. The Executive Committee shall have the power to:
 - a. dismiss the charges,
 - b. censure the accused member,
 - c. suspend the accused member for a period of one (1) year or
 - d. expel the accused member.

A member who has been suspended may make application to be reinstated as a member in Good Standing after the period of suspension has ended.

Article V – Governance of the ENS

The ultimate authority in the ENS matters shall be the properly convened General Meeting. In the period between such meetings the Executive Committee shall have full power to act for the ENS within the limits of the ENS Constitution and By-Laws.

(1) Nature and Number of ENS Officers and Directors:

- (a) The ENS shall be governed by elected officers and elected directors.

- (b) The elected officers of the ENS shall be: the President, the immediate past President, the Vice-President, the Secretary and the Treasurer – henceforth known collectively as ‘officers’.
- (c) The elected directors of the ENS shall be ten (10) Directors in number – henceforth known collectively as ‘directors’.
- (d) The terms of office and directorship shall be one (1) year or until the successor(s) have been elected.
- (e) The elected officers and elected directors shall form the Executive Committee.
- (f) The Executive Committee shall be de facto the governing body of the ENS.

(2) Election of ENS Officers and Directors:

- (a) The officers and the directors of the Executive Committee shall be elected by ballot at the annual General Meeting in February of each year.
- (b) The Nominating Committee, which shall consist of any two (2) ENS members at large, shall be appointed by the President no later than the December meeting. The Nominating Committee’s duties shall be:
 - i. to collect a list of nominees for officers and directors, this list to be submitted by the January meeting and published in the ENS newsletter
 - ii. to conduct the election of the officers and directors at the annual General Meeting – at the Annual General Meeting, additional nominations from the floor shall be in order.
 - iii. A Nomination Committee member may run for and hold office, provided another ENS member, who is not member of the Nominating Committee, nominates him.
- (c) Voting and election for the officers and the directors shall take place at the February annual General Meeting.
- (d) Any office or directorship for which no nomination has been received may be filled by a quorum vote of the Executive Committee.
- (e) Any officer or director may be re-elected.
- (f) A member, depending upon the membership category he holds, must have been a member in Good Standing for a minimum of one (1) year to be eligible for election to the Executive Committee.
- (g) The Executive Committee shall appoint from amongst the Directors: an Editor, an Advertising Manager, a Librarian, a Historian, an Auctioneer, and others, including committees as required.
- (h) The Executive Committee, at its discretion, may combine more than one office or invest an officer or director with additional responsibilities, within the limits of the ENS Constitution and By-Laws.
- (i) An officer or director shall automatically cease to hold office and be a member of the Executive Committee:
 - a. if he resign his office by delivering a written resignation to the Executive Committee and such letter of resignation be accepted,
 - b. if he becomes unsound of mind or otherwise incapacitated,
 - c. if he becomes insolvent, bankrupt or suspends payment to his creditors,
 - d. if at a General Meeting of ENS members, a resolution is passed by three quarters of the members present that he be removed from office or
 - e. on death

If, for any of the reasons listed above a vacancy occurs, the Executive Committee may fill the said vacancy with a member who has been in Good Standing for a minimum of two (2) consecutive years. If the Presidency becomes vacant, the Vice-president shall assume the Presidency for the remainder of the term.

(3) Executive Committee Duties and Powers:

The members of the Executive Committee shall have the over-all duty to act in the best interest of the ENS in all matters.

- (a) Duties and Powers of the Executive Committee shall include, but not be limited to:
- a. Appoint officers or directors when vacancies occur – except the President.
 - b. Appoint assistants to the officers and directors as needed.
 - c. Decide on the date and location of the Spring and Fall ENS Edmonton Money Show.
 - d. Operate the Spring and Fall ENS Edmonton Money Show.
 - e. Rule on the admission of applicants against whom objections have been raised.
 - f. Rule on formal charges brought against a member of the ENS.
 - g. Fix criteria and advertising rates for space in the official ENS newsletter.
 - h. Fix compensation for the officers and directors of the ENS.
 - i. Determine which elected and appointed ENS officers and directors should be bonded and fix the amount thereof.
 - j. Remove from office any elected officer, director or appointed person who does not or cannot meet the requirements of their office.
 - k. Execute and direct the general affairs of the ENS.
 - l. Fix the annual dues for the various ENS member categories.
 - m. Fix the fees for ENS social and other events.
 - n. Conduct ENS monthly and annual General Meetings.
 - o. Determine the need for ENS purchases.
 - p. Determine the membership of the ENS in clubs, associations and organizations.
 - q. Establish sub-committees as needed.
 - r. Deal with correspondence received by and directed to the ENS.
 - s. From ENS monies pay any legitimate expense incurred on behalf of the ENS.
 - t. Make decisions regarding the disposition of the excess funds, investments and assets the ENS holds.
 - u. Enter into legitimate agreements on behalf of and in the interest of the ENS.
 - v. Make decisions regarding charitable or other donations on behalf of the ENS.

Article VI – Meetings

- (a) A general Meeting shall be held once a month at an appointed time and place, excepting the months of July and August.
- (b) Meetings shall be conducted along the principles of parliamentary procedure.
- (c) Members shall have a solemn duty to attend ENS meetings.
- (d) A quorum shall consist of 10% of all members, including the Executive Committee, at all regular or special meetings.
- (e) Executive Committee meetings must be held at least twice a year, the President may call additional meetings as circumstances warrant.
- (f) A quorum for Executive Committee Meetings shall consist of three (3) officers and four (4) directors.
- (g) Attendance at all Meetings shall be taken and duly noted.

Article VII – Amending the Constitution

This Constitution may be altered or amended by a vote of the majority of the members present at any General Meeting. Proposed changes must be submitted to the Executive Committee at least thirty (30) days prior to such meeting and shall be published in the ENS newsletter.

Article VIII – Member Constitution, By-Law and Code of Ethics Acceptance

All members of the ENS shall accept and agree to be bound by all rules, regulations and articles in this Constitution, By-Laws and Code of Ethics. All members shall, agree to support and hold harmless the Executive Committee, its officers and directors, if they acted within the bounds of and according to this Constitution, By-Laws and Code of Ethics. All members shall be required to affirm this fact.

Article IX - By- Laws

(1) General Context of the By-Laws:

The Executive Committee is empowered to enact or amend By-Laws it may deem advisable, within the terms of this Constitution. Such amendments shall be subject to the approval of a majority vote of the members at the next General Meeting.

(2) By-Laws and the Daily Operation and Management of the ENS:

The Executive Committee may prescribe such rules and regulations not inconsistent with the By-Laws relating to the management and operation of the ENS as it deems appropriate, providing that such rules and regulations shall have force and effect only until the next General Meeting of the members of the ENS, where they shall be confirmed, and in the absence of such confirmation, at the next General Meeting of the members of the ENS, shall at and from that time cease to have force and effect.

(3) Duties of Officers:

(a) **The President** shall have general supervision over the affairs of the ENS. His duties shall include, but not be limited to, the following:

- a. to preside at all the General Meetings of the ENS,
- b. to preside at all Special and Executive Committee Meetings of the ENS,
- c. to appoint and dissolve sub-committees he may deem necessary and to be an ex-officio member of all sub-committees,
- d. to require all officers and directors, if deemed necessary, to provide reports.

(b) **The Vice-President:**

- a. shall assist the President in the discharge of his duties and shall act for him in his absence or at his request,
- b. shall succeed to the office of the President for the remainder of his term, in the event that the office of the President becomes vacant.

(c) **The Secretary:**

- a. shall keep a true and accurate record of all transactions of the ENS,
- b. shall preserve all documents relating thereto that are committed to his custody,
- c. shall act as Secretary to the Executive Committee and at all ENS Meetings,
- d. shall receive all applications for membership and shall cause to be published in the newsletter of the ENS such applications, as well as names of new members, and deaths,
- e. shall keep an up-to-date list of the members,
- f. shall pay to the Treasurer all monies received on behalf of the ENS,
- g. shall deal with all correspondence as directed by the President,
- h. shall prepare and submit any information required for entry into any award or contest.

(d) **The Treasurer:**

- a. shall be entrusted with and be in charge of all the monies of the ENS, collected from any source,
- b. shall pay out such monies only on the order of the Executive Committee,
- c. monies shall be paid out by cheque only; all cheques must be signed by two (2) officers of the ENS who shall be appointed by the Executive Committee,
- d. shall invest or reinvest the funds of the ENS as per instructions from the Executive Committee,
- e. shall keep the financial records of the ENS,
- f. shall provide financial updates to the Executive Committee as directed,
- g. shall file the annual ENS return with the government as directed by the Alberta Societies Act.

(e) **The Editor – director:** shall be responsible for the publication and distribution of the ENS newsletter, under the direction of the President and the Executive Committee. He shall correct and edit articles, notices, advertisements, etc. submitted to him directly or through the Secretary where applicable.

(f) **The Advertising Manager – director:** shall, under the direction of the Editor, receive and solicit advertising for the ENS newsletter and other appropriate venues, keep records thereof, and shall transmit payments received therefore to the Treasurer.

(g) **The Librarian – director:** shall keep all the books, magazines, catalogs, etc. of the ENS, and shall lend them upon demand to members in Good Standing.

(h) **The Historian – director:** shall collect and preserve data of historical interest concerning the ENS. He shall also act as curator to the coins, tokens and medals belonging to the ENS.

(i) **The Webmaster – director:** shall maintain and update the ENS website as directed by the Executive Committee.

(j) **Public Relations – director:** shall be responsible for publicizing the ENS and its activities as directed by the Executive Committee through whatever means are deemed most advantageous to the interests of the ENS.

(k) **Other Directors:** shall be assigned duties, by the Executive Committee, as required.

All outgoing officers and directors entrusted with specific areas of responsibility shall at the Annual General Meeting, prior to elections, present their annual report.

(4) **Audit**

The Audit Committee appointed by the Executive Committee shall audit the books, accounts and records of the ENS at least once in each calendar year, and the Treasurer shall present this audited Report at the February Annual General Meeting. The members at the Annual General Meeting shall vote upon the audited financial report; when adopted, the fiscal year shall be deemed finalized and closed.

(5) **Financial Liability:**

Except as set forth in this Constitution and By-Laws, no officer, director, committee or member of the ENS shall incur any expense or liability in the name of the ENS without the express authorization or approval of the Executive Committee.

(6) **Official Publication:**

The official publication of the ENS is the “Planchet”; which shall be published monthly, except for the months of July and August, insofar as it is possible to do so. This publication may be distributed in print or electronic form.

(7) **Association Year:**

The Association Year shall be from the month of February to the following month of February.

(8) Fiscal Year:

The Fiscal Year shall be from January 1st to December 31st, the calendar year.

(9) Shows:

1. the Executive Committee shall cause to be held two (2) shows per annum, insofar as it is possible to do so, for the enjoyment and enhancement of the interests of the members of the ENS and the public at large with an interest in numismatics and related subject matter
2. the show shall be called the Edmonton Money Show
3. there shall be a spring show during the month of March and a fall show during the month of November, insofar as it is possible to do so
4. the location and exact time for each show shall be determined by the Executive Committee
5. there shall be an attendance / admission fee for said shows to be determined, as conditions dictate, by the Executive Committee.

(10) Conventions:

The Executive Committee shall be empowered to solicit the hosting of Conventions, if (they be) in the interest of the ENS, subject to a vote of the members at a General Meeting.

(11) Signing of Contracts, Documents and Other Instruments in Writing:

Contracts, documents and other instruments in writing, having been approved by the Executive Committee, requiring the signature of the ENS shall be signed by two (2) of the officers of the Executive Committee. All such contracts, documents and instruments in writing so signed shall be binding upon the ENS without further authorization or formality.

(12) Information Collection, Handling and Privacy Policy:

(A) The ENS collects member information for the following purposes:

1. to maintain the membership list
2. to mail the ENS newsletter
3. to notify the member about upcoming meetings and events

(B) Member information collected shall include:

1. full legal name - inclusive first and surname
2. residential and postal addresses
3. home and business telephone
4. fax number
5. e-mail address
6. area(s) of interest

(C) Information Handling:

The information collected shall be used exclusively for ENS purposes and shall be available to the Executive Committee to permit the daily operation and management of ENS affairs.

(D) Updating Member Information:

Periodically, the ENS may ask members to update or confirm their information.

(E) Member Obligations Regarding their Personal Information:

A member agrees to notify the ENS Executive Committee of any change in their personal information in a timely manner.

(F) Privacy Policy:

The personal information collected by the ENS shall be used exclusively for ENS purposes and shall not be sold, traded or used for any other purpose. All enquiries regarding the ENS Privacy Policy shall be directed, in writing, to the Secretary.

All information collected by the ENS becomes the property of the ENS. Those who become or are members of the ENS, agree to the collection of said information and grant the ENS the right to use such information as is deemed necessary by the Executive Committee to carry-on the management and operation of ENS affairs.

(13) ENS Official Address:

The official address of the ENS shall be:

P.O. Box 75024 Ritchie P.O. Edmonton Alberta Canada T6E 6K1

Access to said P.O. Box shall be held by those members designated by the Executive Committee.

(14) Seal:

The ENS may acquire a corporate seal. If such seal be acquired it shall be affixed to documents or other instruments only upon resolution of the Executive Committee. The designated members of the Executive Committee should be the signing officers for such documents or other instruments. The Secretary shall have custody of the Seal, if any.

(15) Dissolution of the ENS:

In case of the dissolution of the ENS, and after payment of all debts and liabilities, the remaining property of the ENS shall be distributed or disposed of according to the majority vote of the members in Good Standing of the ENS at a General Meeting.

Code of Ethics

As a member of the ENS:

*“Do not ask what your ‘Club’ can do for you, but ask what you can do for Your ‘Club’ !”
This will enhance your enjoyment of being a Club Member !*

I agree to act in all things in a manner that is non-injurious or prejudicial to the reputation and interests of the ENS and its members.

I agree to support and be governed by the Constitution and By-Laws of the ENS and such rules, policies and regulations as may be in place from time-to-time.

I agree to conduct all my dealings in a just, moral and ethical manner.

I agree to take immediate steps to correct any error I may have made in any dealing.

I agree neither to buy nor sell numismatic items of which the ownership is in question.

I agree to represent a numismatic item to be genuine only when, to the best of my knowledge, it is authentic.

I agree to fulfill and honor all contracts made by me, whether oral or written. To make prompt payment upon delivery and to immediately return any item not satisfactory.

I agree to give assistance to all members in their quest for numismatic knowledge.

I agree not to sell, exhibit, produce or advertise counterfeits, copies, re-strikes and reproductions of any numismatic items if their nature is not clearly indicated by the word “counterfeit”, “copy”, “re-strike”, or “reproduction” incused in the metal or printed on the paper thereof and generally accepted by numismatists and not in any way misrepresented as genuine.

Above all, I agree to have fun and enjoy the pursuit of numismatics.

* the personal pronouns “he”, “she” and “it” shall be represented by the pronoun masculine “he” as per proper English usage, and shall be construed to mean “he”, “she” or “it” as appropriate throughout this Constitution, By-Laws and Code of Ethics. This shall also hold true for all other pronoun forms throughout this Constitution, By-Laws and Code of Ethics.

This Constitution, the By-Laws and Code of Ethics were duly approved and signed by the Constitution and By-Laws Sub-Committee which met and drafted this Constitution, By-Laws and Code of Ethics outlined above for the Edmonton Numismatic Society (ENS) and the Executive Committee this 15th day of March 2008. Signed,

Marc Bink – Secretary - Constitution and By-Laws Sub-Committee Chair

Chris Hale – director

James Kindrake – member

Pierre Driessen – Treasurer

Read, accepted and undersigned by the regular members in attendance at the General Meeting
this day of 2008.

DRAFT