

Bylaws

International Maritime Economic History Association by Laws Adopted August 1992:

1. THE ASSOCIATION

1.1. The name of the corporation, hereinafter called the Association, shall be The International Maritime Economic History Association (I.M.E.H.A.).

2. HEAD OFFICE

2.1. Until changed in accordance with the Act, the Head Office of the corporation shall be in the city of St. John's, Newfoundland.

3. SEAL

3.1. The seal of the Association shall be in the form impressed here on and shall be kept by the Secretary at the head office of the Association.

4. THE OBJECTS

4.1. The Association is intended to collect and organize information concerning maritime history for presentation in various forms.

4.2. This is to be carried out through the distribution of publications and the holding of scholarly conferences from time to time by the Association and the network of organizations with which it is affiliated.

4.3. The Association may enter into relations, affiliations and agreements with other organizations dealing with maritime history.

5. LIMITATIONS

5.1. The Association is non-sectarian, non-racial and non-political, and shall not have any religious, racial or political affiliation.

6. NO PECUNIARY GAIN TO MEMBERS

6.1. The Association is a non-profit organization and shall be carried on without the purpose of pecuniary gain for its members or Officers. Any profits or accretions to the Association shall be used solely for the support of the objectives of the Association. Officers shall receive no remuneration for their services.

7. MEMBERSHIP

7.1. Every person and institution supporting the aims of the Association is eligible to become a member.

7.2. Either Institutional or Individual membership may be obtained by application to the Association through the Secretary at the head office, and upon payment of the subscription hereinafter mentioned.

7.3. Each Institutional Member and each Individual Member shall pay a subscription due and payable on 1 January each year. The rates for subscriptions shall be prescribed by the Executive Group subject to the approval of the Members at an Annual General Meeting.

7.4. Every Member shall abide by and be bound by these By Laws and by other rules of the Association. Acceptance of membership in the Association shall be deemed to be an undertaking to abide by and be bound by all such By Laws and other rules.

7.5. The right to vote in the affairs of the Association shall be limited to members in good standing.

7.6. Membership may be terminated at any time either by:

a. The Member resigning in writing, in which event all payments due to the Association shall accompany the resignation; or

b. the Member omitting to pay the annual subscription prescribed; or

c. the Executive Group, where in its opinion a member has acted contrary to the interests of the Association; provided that before terminating a membership under this clause. the Member shall be given the opportunity to explain his or her position in writing. A Member may appeal the Executive Group's ruling to a general meeting of the Association.

8. MEETINGS OF MEMBERS

8.1. The Annual Meeting of the Members of the Association shall be held at a time and place to be determined by the Executive Group. These meetings shall deal with the selection of officers and other functionaries carrying on the affairs of the Association; and other matters brought before them by the officers or by members in attendance. At every Annual General Meeting, the financial statement and report of the Auditor shall be presented.

8.2. Special General Meetings may be called by the Executive Group at any time.

8.3. At all General Meetings ten voting Members shall constitute a quorum for the transaction of business, but a lesser number may adjourn from day to day until such time as a quorum is obtained.

8.4. The Secretary shall give to all who are qualified to attend at least sixty days notice of all Annual and Special General Meetings and shall specifically state the hour and place of such Meetings and the agenda for them.

9. OFFICERS

9.1. Officers of the Association shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer, who shall be elected at the Annual General Meeting from among the members of the Association. These officers shall constitute the Executive Group of the Association and shall serve three year terms.

9.2. The Treasurer and two other Officers shall be citizens of or landed immigrants in Canada.

9.3. The President shall be charged with the general supervision of the business and affairs of the Association; shall preside over all meetings of the Association and the Executive Group; and shall do, perform and render such acts and services as the Executive Group shall prescribe and require. The President shall be an ex officio member of all committees except the Editorial Board.

9.4. The First Vice-President shall, in the absence of the President, exercise all the powers and duties of the President.

9.5. The Second Vice-President shall, in the absence of the President and the First Vice-President, exercise all the powers and duties of the President.

9.6. The Secretary shall conduct and act as custodian of correspondence related to the affairs of the Association; shall retain custody of the corporate seal; shall record the meetings of the Executive Group and of the Association; and shall perform such other duties as may from time to time be prescribed by the Executive Group.

9.7. The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association, and, under the direction of the Executive Group, shall control the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Association.

10. EXECUTIVE GROUP

10.1. The management of the Association shall be vested in an Executive Group consisting of the President, the two Vice-Presidents, the Secretary and the Treasurer elected at the Annual General Meeting.

10.2. The Executive Group shall meet together for the despatch of business, adjourn and otherwise regulate its meetings as it deems fit. The quorum necessary for the transaction of business shall be three members of the Executive Group.

10.3. The Executive Group shall fill any vacancies among the Officers. Persons selected under this clause shall hold office until the first General Meeting thereafter, at which time vacant offices shall be filled by election.

10.4. Any member of the Executive Group may be removed from office by a two-thirds vote of the Members present at any Special General Meeting called for the purpose.

11. NOMINATING COMMITTEE

11.1. There shall be a Nominating Committee appointed at a meeting of the Executive Group, and comprising three members under the chairmanship of a member of the Executive Group. The Nominating Committee shall nominate one candidate for each position to be filled at the next Annual Meeting. Members may propose the names of candidates, in writing and with the signatures of three Members. All proposals must include a written undertaking signed by the nominee to accept the position if elected. Thirty days before the Annual Meeting the Chair shall close the Nominating List, which shall include the proposals of the Nominating Committee and the proposals forwarded by Members, after which no more nominations will be accepted. The List shall be forwarded to the Secretary and promulgated to Members with the notice of the Meeting. Voting shall take place at the Annual Meeting.

12. EDITORIAL BOARD

12.1. There shall be an Editorial Board which shall exercise oversight of the editorial staff of the Association's periodical publications.

12.2. In consultation with Members of the Association, the Executive Group shall appoint this Board. Other than the Officer who sits on the Board ex officio, Board members shall not also be Members of the Executive Group of the I.M.E.H.A.

12.3. The Executive Group shall ensure that the Board membership is maintained at 21 individuals, exclusive of the ex officio member and the Board Officers.

12.4. Six members of the Board shall constitute a quorum for the purpose of carrying on business.

12.5. Board members sit for a three year term. Retiring members shall be eligible for reappointment.

12.6. Excluding the ex officio member, one third of the Board members, including the Officers, shall retire each year, beginning on December 31, 1992.

12.7. In order to ensure the rotation of membership, the Executive Group of the Association shall appoint eight members to the Board on 1 January of each year, beginning on 1 January, 1993.

12.8. There shall be a Chair, a Vice Chair and a Secretary, elected by the members of the Editorial Board, from among their number, for three year terms.

13. OTHER COMMITTEES

13.1. Other committees may be appointed by the Executive Group to act as advisory bodies to the Executive Group and to further the objectives of the Association.

14. FISCAL YEAR AND AUDIT

14.1. The fiscal and business year of the Association shall be the calendar year.

14.2. At each Annual Meeting the Members shall appoint one or more auditors for the ensuing year and shall fix their remuneration, and the Executive Group may fill any casual vacancy in the office of the auditor, but no member of the Executive Group shall be eligible to be appointed auditor of the Association's accounts. The auditor shall be a citizen of or landed immigrant in Canada.

14.3. It shall be the duty of the auditors to examine all books, vouchers and accounts of the Association, and all documents having reference to the business thereof, once in each year, and to prepare a balance sheet and abstract of the affairs of the Association, and submit them to the Executive Group as soon as possible, and such balance sheet and abstract shall be laid before the members at the Annual General Meeting.

14.4. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by the President or the First Vice President or the Second Vice President and the Secretary or in the case of cheques drawn on a bank account of the Association the Treasurer or the Secretary or both, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Seal of the Association when required may be affixed to contracts, documents and instruments in writing as aforesaid.

15. AMENDMENTS

15.1. The By Laws shall be adopted, amended or repealed by a majority of those present and voting at a General Meeting, the notice of which has specified this item of business.

15.2. A proposed amendment or repeal of By Laws must be forwarded in writing to the Secretary of the Association three months in advance of the General Meeting during which it is to be considered.

15.3. The Secretary shall circulate to the Members an amendment or proposed repeal two months in advance of the General Meeting during which it is to be considered.

16. BOOKS AND RECORDS

16.1. The Executive Group shall see that all necessary books and records of the Association required by the By Laws of the Association or by any applicable statute or law are regularly and properly kept.

17. RULES AND REGULATIONS

17.1. The Executive Group may prescribe such rules and regulations not inconsistent with these By Laws relating to the management and operation of the Association as it deems expedient, provided that such rule and regulations shall have force and effect only until the next Meeting of the Members of the Association when they shall be confirmed, and failing such confirmation at such Meeting of the Members, shall at and from that time, cease to have any force and effect.

18. INTERPRETATION

18.1. In these By Laws and in all other By Laws of the Association 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.