

Amended to September 8, 2000 Acgs/0002/acgs key docs/const94a.wpd

**THE CONSTITUTION
OF
ANDREW COOK GENEALOGICAL SOCIETY Inc. #820632
"The Society"**

Box 182, Tillsonburg ON., N4G4H5

Ratified by the 1989/90 Board of Directors Elected:
Includes Amendment No 1 - see 5.02a

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NOTES -----



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**CONSTITUTION
OF THE
ANDREW COOK GENEALOGICAL SOCIETY Inc. #820632
(herein called "The Society")
(official abbreviation "ACGS")**

ARTICLE ONE - NAME

1.01 - NAME - The name of the society herein constituted shall be, "THE ANDREW COOK GENEALOGICAL SOCIETY Inc. #820632" **hereinafter referred to as, "The Society" or "ACGS"**.

1.02 - BRANCH NAMES - The name of any authorized branch of The Society shall include the name referred to in article 1.01 with an authorized and distinctive suffix branch name.

1.03 - BRANCH ESTABLISHMENT - A branch of The Society may be established at any place by three (3) or more Regular Members in good standing of The Society, who agree to carry on the association in accordance with the constitution and by-laws and have obtained permission from The Society Board of Directors.

1.04 BRANCH ESTABLISHMENT PROCEDURE - shall be as detailed in the by-laws.

ARTICLE TWO - OBJECTIVES

2.01 - OBJECTIVES - THE OBJECTIVES OF THE SOCIETY SHALL BE:

(a) - COLLECTION, RESEARCH, COOKS OF CANADA CLEARING HOUSE - To promote the study, research and recording (in perpetuity) of the genealogy (progeny and associated pedigrees and history/biographical data) of Andrew Cook 1769 - 31 January 1855 and Anna Christina Palmer born circa 1769 - circa 1850. Also to act as a "Clearing House" for the Cook surname in Canada to collect and correlate all Cook family data in Canada.

(b) - ARCHIVES, ARTIFACTS - For the purpose aforesaid to conduct and maintain an archive or other to accept and retain artifacts, souvenirs, photographs, gifts, family records and heirlooms and other pertinent historical data/artifacts deemed valuable from a genealogical &/or historical standpoint.

(c) - PROPERTY, ACQUISITIONS - For the purpose aforesaid, to acquire property and equipment by lease, purchase or takeover, appropriate to accomplish the stated objectives of The Society.

(d) - REUNIONS, TOURS, WORKSHOPS - To sponsor and conduct reunions, tours, workshops and other activities deemed by the Board of Directors, to contribute to the purpose and objectives of The Society.

ARTICLE THREE -- MEMBERSHIP

3.01 - REGULAR MEMBERSHIP - Regular Membership in The Society shall consist of all progeny (descendants of), consorts and legally adopted children of Andrew Cook and Anna Christina Palmer.

3.02 - OTHER TYPES OF MEMBERSHIP - shall be as authorized in the by-laws ie. Associate, Sponsor, Sustaining, Corporate etc..

ARTICLE FOUR - BOARD OF DIRECTORS

4.01 - BOARD OF DIRECTORS - A Board of Directors shall be elected from among the Regular Members at the ANNUAL GENERAL MEETING (AGM). The number of directors elected will be that required for the efficient operation of The Society. The number of directors shall not be less than five (5).

4.02 - VACANCIES ON BOARD OF DIRECTORS - If a vacancy in the membership of the Board of Directors occurs by death, resignation or abandonment, the remaining members of the Board shall have the power to appoint any Regular Member of The Society to fill such vacancy. Any appointments made by the Board shall be confirmed by vote of The Society members at the next AGM of The Society. Should three or more vacancies occur simultaneously, a Special General Meeting (SGM) shall be called and Directors elected to fill the vacancies.

4.03 - PERSONAL GAIN or REMUNERATION - No personal gain shall accrue to any members of the Board or any other appointees , except those employed by The Society.

4.04 - BOARD QUORUM - A minimum of three (3) or sixty percent (60%) of Board members shall constitute a quorum for the transaction of business at all meetings of the Board of Directors except for any and all amendments to the by-laws, which shall require a quorum as detailed in Article 8.02.

ARTICLE FIVE - OFFICERS

5.01 - ELECTIONS - The Directors shall elect from among themselves, at a meeting to be held immediately following the (AGM), a President, a Vice President, a Society Secretary and a Society Treasurer; these officers and the remaining members of the Board of Directors, shall form the Executive Committee of The Society - hereinafter called "The Executive" or simply "Executive".

5.02 TERM OF OFFICE

(a) TERMS OF OFFICE GENERAL - EXECUTIVE OFFICERS - The term of office for all Executive Officers shall normally be two (2) years with a one (1) year extension by approval of the AGM. No more than two (2) Executive officers shall be changed each year, unless there is no alternative.

(b) PAST PRESIDENT - TERM OF OFFICE - [[[Refer Minutes 880924/3L, 890121/2f, 890422/2e, 890603/2d, 890812/2aicc - Approved as **amendment No 1** at the AGM 14 July 1989.]]]

A person who completes at least one full year in the office of President of this Society shall have one full vote on the Board of Directors, as long as the person chooses to retain this option - they also bear equal responsibility for the effective operation of the Society. The individual may decline this option by written notice to the Board, however, once the declination has been accepted by the board, it cannot be reinstated.

5.03 - APPOINTMENTS - All other officers such as Archivist, Editor of the Newsletter, Acquisitions Officer, Special Coordinators, etc., will be appointed by the Board of Directors; these officers will be deemed non-voting officers of The Executive.

ARTICLE SIX - MEETINGS

6.01 - ANNUAL GENERAL MEETING (AGM) - There shall be an AGM of members of The Society held at such time and on such day in each year between April 1st and July 31st, at such place as the Board of Directors may determine. The meeting will be for the purpose of hearing and receiving the annual and other reports, the electing of members of the Board of Directors and transacting other business

as may be properly brought before the meeting.

6.02 - SPECIAL GENERAL MEETING (SGM) - A SGM of members of The Society shall be held at such time and place as the Executive may determine:

(a) - BY EXECUTIVE RESOLUTION - Upon resolution by The Executive, passed at a meeting of The Executive, provided a majority of The Executive present are in favour of calling a SGM.

(b) - BY MEMBERS REQUISITION - Upon written requisition of fifteen (15) members of The Society (as indicated in the records of The Society at the time) delivered to the Secretary of The Society. This requisition shall set forth the business to be transacted at such a SGM.

6.03 - BOARD OF DIRECTORS MEETINGS (BDM) - (The Executive) - BDMs shall be called and held at such time and on such day and at such place as determined by The Executive, the President, the Vice President or any three (3) members of The Executive. The Secretary shall call the meetings when so directed or authorized.

6.04 - NOTICE OF MEETINGS -

(a) - AGM or SGM NOTICE - Notice of the AGM or SGM shall be given at least thirty (30) days prior to the date on which the meeting is to be held by sending such notice by mail to all members of The Society to their last known address as shown in the records of The Society. This notice shall set forth the place, day and hour of the proposed meeting. In the case of a SGM, the notice shall also set forth the business to be transacted at the meeting. A SGM shall be called for a date not later than sixty (60) days after the Secretary receives the requisition referred to in Section 6.02 (b).

(b) - EXECUTIVE MEETING NOTICE - Notice of meetings of The Executive shall be given in writing to each Executive member, not less than seven (7) days before the proposed meeting date.

6.05 - QUORUM - At any AGM or SGM thirty (30) members shall constitute a quorum for the transaction of business. Any vote on an amendment to the Constitution shall require a Quorum as detailed in Article 7.01.

6.06 - CHAIRPERSON OF MEETINGS - The President or in her/his absence the Vice-President shall be Chairperson of any meeting of members or any meeting of the Board of Directors. If neither such Officer is present within fifteen (15) minutes after the time fixed for holding the meeting, the members present for the meeting and entitled to vote, shall choose one of their number to be Chairperson. The Secretary of The Society shall be the secretary at any meeting of the members or any meeting of The Executive. If the Secretary is not present, the Chairperson of the meeting shall appoint some person to act as secretary of the meeting.

6.07 - RIGHT-TO-VOTE - At any meeting of the members, every member as defined in article 3.01 shall be entitled to one (1) vote and no member shall be represented by proxy.

6.08 - MAIL VOTE ON VERY SPECIAL ISSUES - A vote of Regular Members may be taken by postal distribution if/when approved by The Executive on Special Issues; as detailed in the By-laws.

ARTICLE SEVEN - AMENDMENT OF THIS CONSTITUTION -

7.01 - CONSTITUTION AMENDING PROCEDURE - The Constitution of The Society may be revised, amended or altered ONLY upon written notice of motion delivered to the Secretary of The Society, not less than ninety (90) days prior to the AGM or

such SGM which may be called to consider the matter. All proposed amendments shall be co-signed by five (5) Regular Members of The Society. It is mandatory that all Regular Members of The Society receive a written notice of any and all such proposed amendments at least sixty (60) days prior to any such AGM or SGM meeting date. Any vote to amend this constitution shall require an affirmative vote of a minimum of fifty (50) Regular Members of The Society or a two-thirds (2/3) majority of the members present.

ARTICLE EIGHT - BY-LAWS

8.01 - RIGHT TO MAKE BY-LAWS - The Executive may make such by-laws as it deems expedient for the administration and government of The Society and for the effective implementation of the objectives of The Society, provided such by-laws are consistent with this constitution, in their purpose and effect. The Executive may from time-to-time amend or repeal such by-laws.

8.02 - PROPOSALS FOR CHANGE - Proposed by-laws and/or changes to existing by-laws and the reasons for same shall be mailed to The Society Secretary not less than sixty (60) days prior to the next scheduled Executive meeting. Approval of such proposals shall be by at least four (4) of the mandatory five (5) Executive members or if more than the mandatory five (5) elected Executive members are present, an affirmative vote of eighty percent (80 %) of the Executive members present shall be required to approve any and all by-law changes.

ARTICLE NINE - EFFECTIVE DATE

9.01 - EFFECTIVE DATE - This constitution shall be of full force and effect when it is adopted by a two-thirds (2/3) majority vote of the Regular Members of The Society present at a duly called AGM or a SGM of The Society.

ARTICLE TEN - HEAD OFFICE

10.01 - HEAD OFFICE LOCATION - The Head Office of The Society shall be at such place as the Board of Directors of The Society may from time-to-time deem appropriate, as detailed in the by-laws.

ARTICLE ELEVEN - FISCAL YEAR

11.01 - FISCAL YEAR - The fiscal year shall be May 1st of one year to April 30th of the following year.

ARTICLE TWELVE - MANDATORY REVIEW

12.01 - MANDATORY CONSTITUTION and BY-LAWS REVIEW - These documents shall receive a thorough review and update at least every five (5) years.

Secretary July 11, 1994 Next BF for July, 2004

DISTRIBUTION AND CONTROL RECORD =====

File:

Copy #	Location
28	chron
29	Minute Book

Distribution:

Copy #	Location
1	RN198 Fred Cook - Charter President
2	No further amendments from 1996
3	No further amendments from 1990
4	No further amendments from 1990
5	No further amendments from 2000
6	No further amendments from 1990
7 - 11	No further amendments required, post 9001
12	No further amendments from 1990
13	RN695 Robert "Bob" Durham - RN5 ELIZABETH COOK (ElizFR1)- Family Rep
14	No further amendments required
15	No further amendments required
16	No further amendments required
17	No further amendments required
18	No further amendments
19	RN11294 Sue Ann Terry (from 2000) - RN13262 SARAH COOK LINE (SarFR3) - Family Rep
20	No further amendments
21	No further amendments
22	RN9702 Pat Jones - RN10222 ALLEN COOK LINE - (AlFR5) - Family Rep
23	No further amendments
24	Ministry of Consumer and Commercial Relations, with "Form 1" - not required post 1990
25	No further amendments
26	No further amendments
27	No further amendments
28	Chronological (at The Society Headquarters)
29	Minute Book - safe at Society Headquarters
30	Minute Book - safe - for amendment notes by GAO
31	RN3562 Janet Buechl - RN3679 WATSON HENRY COOK (WillFR4)- Family Representative
32	No further amendments
33	No further amendments
34	No further amendments
35	RN4397 Elinor Healy Bedell - RN3646 MARY

COOK (JamFR2) - Family Rep
36 No further amendments
37 No further amendments
38 No further amendments
39 RN199 Kathy Cook (PP4 93-??)
40 No further amendments

41 No further amendments
42 No further amendments
43 No further amendments
44 RN2477 Muriel I Schadek
- RN2466 Irene E Weber (JamFR6) Family Rep
45 RN444 Keith Kelwig
- RN338 William P Mallory (ElizFR7) Family Rep.
46 No further amendments from 2000
47 No further amendments from 2000
48 RN3877 Ray Cook (94-??)
49 RN3878 Nancy Cook (94-??)
50 RN41 D. Bruce Cook (94-??)
51 RN945 Judy Cook (94-??)
52 RN3905 Doug Cook (2000-??)
53 RN3938 Bob Sternitzky (1997-??)
54 RN3910 Scott A Radeztsky (1997-??)
55 RN3913 Sharon D Cook (1997-??)
56 RN4128 Dennis G Cook
RN4118 Arthur George Cook Family Rep
57 RN111333 Bill Hamilton
RN20188 James Hamilton Family Rep
58 RN3027 Barbara Buchanan (2000-??)
59 RN3906 Doug Cook (2000-??)
60 RN2110 Fred Hoffman (2000-??)
61 RN5243 Merrily Kirchen
RN7852 William Henry Ryan Family Rep

Legal Distribution:

All Approved Branches & Family Representatives
All Society Elected Officers
**Any Regular Member who requests a copy, in writing and
pays \$15.00 to cover reproduction and mailing costs**

THE END OF THE CONSTITUTION OF
THE ANDREW COOK GENEALOGICAL SOCIETY INC. #820632

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