



artsREACH

The artsREACH Society
Constitution

The name of the society is: The artsREACH Society

1. To deliver visual and performing arts programmes to children who attend schools with a vulnerable population.
2. To design, arrange, and co-ordinate these programmes and to train instructors to deliver diverse fine arts programmes



artsREACH

The artsREACH Society
Bylaws

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PREAMBLE

As stated in the Constitution, the Purpose of The artsREACH Society referred to in this document as 'the Society', is:

- a. To conduct fundraising activities in support of community development programs, including visual and performing arts, education and training.
- b. To operate commercial enterprises compatible with the purposes of and in support of visual and performing arts, education and training.

The Society shall be carried on without purpose of gain for its members. At no time may any of the assets of the Society be used by or otherwise be made available for the personal benefit of the members. All profits of or other accretions to the Society shall be used exclusively for promoting the Society's stated purposes. This was a previously unalterable provision.

The Society achieves this Purpose by:

- a. Securing funds through granting organizations and private donations in order to cover expenses associated with community development programs;
- b. Conducting fundraising events and activities in order to cover expenses

Incorporation

This Society was incorporated under the *Society Act (RSBC 1996)* on April 21, 2004.

The name at incorporation was The OCTA Collective Society.

The name of the Society was changed to The artsREACH Society on January 29, 2016.

The artsREACH Society is a not-for-profit organization created and founded by Marilyn Sing. Its mission is to provide high quality visual and performing arts training to young children regardless of their financial means. To reach the children who would benefit the most, artsREACH delivers free 60 - 90 minute workshops in public elementary schools identified as having a high percentage of low income families.

Research has shown that involvement in the arts increases one's capacity to think critically and act independently. Through artsREACH, children who are least likely to have access to an education in the arts are able to benefit from the critical life skills that are learned through our workshops. The workshops will teach students to:

- develop artistic and creative skills in a positive learning environment
- gain an appreciation for the arts
- improve their self-confidence and self-esteem
- develop teamwork, communication and personal management

Legislation

The *Society Act* was replaced by the *Societies Act* effective November 28, 2016.

The society is governed by the *Societies Act* and Regulations or any act or regulation that may replace that legislation.

If there is a conflict between these bylaws and the legislation, the legislation prevails.

Amendments

The members may amend these bylaws:

- (a) at a duly called general meeting;
- (b) by special resolution.

INTERPRETATION

Definitions

In addition to those in the Act, the following definitions apply to these bylaws.

“Act” or “Societies Act” means the *Societies Act* or any act that replaces that Act.

“Annual Report” means the report that must be filed with the Registrar within 30 days of the AGM.

“Annual General Meeting” means the annual meeting of the members of the Society that the Society is required to convene once each calendar year (see Meetings of Members).

“Board” means The artsREACH Society’s Board of Directors as appointed and elected in accordance with Proceedings at General Meeting.

“Board report” or “Directors’ report” means the report given by the Chair at the AGM on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated for the upcoming year.

“Board Resolution” means:

- (a) a resolution that is passed at a Board meeting by a simple majority; or

- (b) a resolution that has been sent in writing (including email) to all the Directors and that is consented to in writing by the majority of the Directors with voting rights (see 'consent resolution' below).

“Bylaws” means these bylaws and any changes approved by the members by special resolution and registered on the Registrar’s system.

“Chair” means the person elected by the other directors to chair the Board of Directors.

“Consent resolution” means a resolution that is sent in writing to all Directors and is consented to (approved in a vote) in writing, in counterpart, by a majority of the directors.

“Constitution” means the constitution and any changes approved by the Members by special resolution and filed with the Registrar.

“Counterpart” means one of more copies of a document that are signed and then considered as though they were one document.

“Court” means the Supreme Court of British Columbia.

“Director” means a member who is elected or appointed to the position in accordance with Election or Appointment of Directors.

“General Meeting” means a meeting of the members of the Society. There are two types of general meetings: a general meeting held in accordance with Annual General Meeting; and special general meetings held in accordance with Special Meetings.

“Mailing address” means the registered office mailing address as set out in the society’s statement of directors and registered office.

“Material” means in the context of:

- (c) discussing an issue, information that could alter the discussion and / or the decision;
- (d) accounting records, information that could alter the financial statements such that a reasonable person might notice the difference;
- (e) preparing a review of the financial position, information that could noticeably alter the report on the Society’s financial position and/or the results of its operations;
- (f) conflict of interest for a director, the situation where it could be difficult for a director to separate the interests of the Society and their own in order to objectively consider the issue and vote in the best interest of the Society; and
- (g) disclosure of a direct or indirect interest in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter.

“Member” means a person or company qualifying for membership in accordance with Qualifying for membership in one of the classes of members:

- Individual Members - have voting rights
- Honourary Members - do not have voting rights

“Member in good standing” means a member who has complied with the obligations of membership as outlined in Obligations of membership. This includes payments of dues on time, demonstrating support for the constitution and adhering to the bylaws, and acting in the best interests of the Society.

“Officer” means a director who is elected by the members or the Board to be the Chair, Vice-Chair, Treasurer, Secretary or Secretary-Treasurer.

“Ordinary Resolution” means a resolution that is:

- (a) passed in a general meeting by a simple majority of the votes cast in person,
- (b) consented to in writing by 2/3 of the voting members.

“Quorum” means the minimum number of members required to transact business at a general meeting (Quorum for a General Meeting) or the minimum number of directors required to transact business at a board meeting (Meetings, Quorum). Quorum is considered to be the less of three members, or 20 percent of the voting membership.

“Register of Directors” means the list of the directors including their names and contact information.

“Registrar” means the Registrar of Companies of the Province of British Columbia.

“Senior Manager” means the person engaged by the Board to manage the activities and internal affairs of the Society with the title of The artsREACH Society.

“Society” means the The artsREACH Society (artsREACH).

“Special Business” means:

- (a) any business conducted at a special general meeting as outlined in the notice calling the meeting; and
- (b) any business conducted at an Annual General Meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor’s report (if any), electing directors, and appointing an auditor (if required).

“Special General Meeting” means a meeting of the members of the Society that is called between Annual General Meetings in order to deal with urgent matters that require the members’ approval.

“Special Resolution” means a resolution that is:

- (a) passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by any other means permitted in these bylaws;
- (b) consented to in writing by all of the voting members; and
- (c) cast in accordance with Voting at General Meetings.

“Statement of directors and registered office” means the statement filed with the Registrar that sets out:

- (a) the Directors’ full names and addresses; and
- (b) the Society’s delivery address and mailing address.

“Unalterable Provision” means a provision that under the *Society Act* and in the previous constitution could not be altered but which subsequent to transitioning onto the Registrar’s system, is alterable.

“Voting Members” means Individual Members and the representatives of Corporate Members who have the right to vote in accordance with Votes.

REGISTERED OFFICE

The Society’s:

- (a) registered office address will be the address of a Board Member or Administrator, assigned by the Board at the first meeting following the AGM.
- (b) delivery address is:
The artsREACH Society
1331 Johnson Street
Victoria, BC V8V 3P2
- (c) mailing address is:
The artsREACH Society
PO Box 48091, Uptown PO
Victoria, BC V8Z 7H5

The Society:

- (a) may change those addresses by:
 - (i) filing a notice of change to the Registrar; or
 - (ii) including the change in the annual report filed with the Registrar after the Annual General Meeting.

The change of address is effective the day after the record has been filed with the Registrar.

SOCIETY RECORDS

Records to be kept

The Society will keep two kinds of records, those that:

- (a) relate to the formation of the Society, from official bodies, and the composition of the Society; and
- (b) relate to the operation of the Society.

Records related to the society's formation and structure

The Society must keep records related to its formation, registers of members and directors and records related to the Society as a whole:

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the:
 - (i) constitution;
 - (ii) bylaws;
 - (iii) statement of directors; and
 - (iv) statement of the Society's office;
- (c) copies of records from the Registrar, other than in response to a request;
- (d) orders from any:
 - (i) court or tribunal, and

- (ii) government body, agency or official;
- (e) the register of directors with their contact information;
- (f) consents to act as director, declarations of conflict of interest and resignations;
- (g) disclosures of interest by directors or the Chief Executive Officer;
- (h) register of members, by classes of members with contact information;
- (i) the minutes of general meetings, including the text of each resolution passed;
- (j) consents to resolutions received from members in the case of consent resolutions;
- (k) the financial statements; and
- (l) the auditor's reports.

Records of the society's operations

The Society must keep records of its operations:

- (a) the minutes of each meeting of directors, including
 - (i) a list of directors present, and
 - (ii) the text of each resolution passed at the meeting
- (b) a copy of each consent resolution and a copy of each of the consents;
- (c) accounting records of each transaction that materially affected the financial position; and
- (d) audit reports.

Disposal of records

The Society may dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the Society.

Location of records

The Society will keep non-electronic and electronic records at the Society's registered office.

The Directors may approve other location(s) at which some or all of the records may be kept.

If there are records that are not kept at the registered office, the Society must have a written notice at the registered office showing the location(s) and the records that are stored there.

Maintenance of records

The Society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

Inspection of records

The directors, members and other authorized persons must be able to inspect the books and records at all reasonable times.

Directors

Directors may, without charge, inspect any Society record in the “Records to be kept” section.

Members

Members may, without charge, inspect:

- (a) the records listed in the “Records to be kept” section
- (b) Directors’ disclosures of interest;
- (c) Board meeting minutes;
- (d) consent resolutions;
- (e) accounting records that affect the fiscal position; and
- (f) financial statements.

Public

A member of the public:

- (a) may not have access to the register of members.

Access to the records

The Society may set:

- (a) a reasonable period of notice; and

- (b) reasonable restrictions on the times for the inspection.

Access by members

Members who want to inspect the register of members must:

- (a) apply for access in writing;
- (b) state the applicant's name; and
- (c) state that the information obtained will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) seek support for a member proposal; or
 - (iii) influence the voting of members.

The Society:

- (a) will provide members access to all documents that they are entitled to see;
- (b) may impose a reasonable period of notice;
- (c) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (d) will do so without charge.

Provision, restriction, denial of access

The Board:

- (a) may restrict access if it considers the release may be harmful to the Society or one or more members;
- (b) will restrict access to the Directors' register unless the information will be used solely for the Society's activities or internal affairs; and
- (c) will provide access only if the information will be used for organizational purposes.

The Society will:

- (a) respond to requests for inspection within 14 days;
- (b) provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and
- (c) determine whether to charge a fee and set that fee in accordance with the Regulations.

Inspection of the register of members

The Board may, by resolution, restrict members' rights to inspect the register of members if they determine that inspection would be harmful to the Society or to the interests of one or more of its members.

If the rights have been restricted, a member may apply in writing to the Society to inspect the register of members. The application must:

- (a) include the applicant's name, and
- (b) confirm that the information will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) submit a Members' Proposal; or
 - (iii) influence the voting of members.

If the application is approved, the member may inspect the register without charge.

The Board may:

- (a) impose a reasonable period of notice; and
- (b) restrict the times during which the member may inspect the register of members.

Any member who inspects the register of directors can only use the information in connection with matters related to the Society's activities or internal affairs.

Inspection of the register of directors

The register of directors can only be used in connection with matters related to the Society's activities or internal affairs.

Copies of records

A person may request a copy of any document which they are entitled to access.

The Society:

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and
- (c) will send the copy no later than 14 days after the request is received and any required fee has been paid.

Distribution of Records

Sending of records

The Society will provide the records by:

- (a) email, fax or mail if the recipients provides that information;
- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.

Delivery and receipt of records

A record is considered to have been received at the beginning of the:

- (a) 3rd day after the record is delivered to the delivery address;
- (b) 5th day after the record is mailed; and
- (c) 3rd day after the record is emailed or faxed.

Records served

The Society may be served a record if it is delivered to the registered office or to a director.

MEMBERSHIP

Classes of membership

There are 2 classes of members:

- (a) 'Individual' Members; and
- (b) 'Honourary" Members.

Qualifying for membership

Individual Members

Individual Members

- (a) have successfully applied for membership; and
- (b) have paid all required fees prior to the AGM.
- (c) are eligible to vote

Honourary Members:

- (a) are presented with a membership as thanks for services rendered
- (b) are non-voting

Applying for membership

Any person may apply to the Board for membership.

The Board will establish the application process.

The members, by ordinary resolution:

- (a) will approve the conditions of membership; and
- (b) changes to these from time to time.

The applicant becomes a member when the application is approved by the Board and the applicant has paid all required fees.

Obligations of membership

Membership duties

Members:

- (a) must uphold the Constitution and comply with these Bylaws;
- (b) by accepting membership, agree to be bound by decision of the Society or the Board that are made in accordance with the Constitution or these Bylaws;
- (c) are not liable for the debts or liabilities of the Society; and
- (d) are liable for payment of dues before the AGM.

Membership dues

The board may, from time to time:

- (a) set entry fees, annual dues and interest payable on outstanding amounts;
- (b) vary the fees and annual dues based on the classes of members; and
- (c) increase fees and dues by no more than 5% without member approval.

Duration of membership

The Members or the Board may suspend or end a membership.

The Board will set the grounds for suspension, expulsion, and revocation of membership and may amend these from time to time.

Individual membership

An Individual Membership ends July 31 of the following year, or when the person resigns in writing, or is expelled.

Member not in good standing

Members:

- (a) who fail to pay any amount owing to the Society by the due date will be considered to be not in good standing; and
- (b) must pay dues on or before the annual general meeting.

The Board may:

- (a) suspend membership of any member who is not in good standing;
- (b) reinstate the member when all arrears have been paid in full; and
- (c) may terminate the membership if the member has not been in good standing for six consecutive months.

Any member who is not in good standing is not entitled to vote in any manner or on any resolution until they are again in good standing.

The Board must give the member:

- (a) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the vote to suspend the membership is to be taken;
- (d) the reason(s) for the proposed suspension; and
- (e) the opportunity to speak at the Board meeting or provide a written submission before the Board votes on the resolution.

Disciplining or expelling a member:

The Board may:

- (a) establish the grounds for disciplining or expelling a member;
- (b) stipulate the conditions under which sanctions or other disciplinary actions may be lifted; and
- (c) stipulate the conditions under which an application for reinstatement of membership may be considered.

The Board, to determine the appropriate action with respect to the member, may:

- (a) hold a hearing; and / or
- (b) refer the matter to the membership.

At termination of membership

Any money the member owes the Society when his / her membership ceases remains payable.

The member will not be refunded any part of the dues that have been paid.

MEETINGS OF MEMBERS

There are two kinds of general meetings of the Members:

- (a) the Annual General Meeting; and

- (b) Special General Meetings.

Calling General Meetings

Notice of General Meetings

The Board must:

- (a) give no more than 60 days and no less than 7 days' notice in advance of the meeting;
- (b) select a place within British Columbia for the meeting;
- (c) state the time and place of meeting in the notice; and
- (d) attach the agenda of the business to be transacted in the notice.

The Board may:

- (a) send the notice to the members' email addresses on file; and
- (b) must post the notice on the society's website.
- (c) if the Society has more than 250 members, must publish the notice for three consecutive weeks in one or more newspapers distributed in the geographic area served.

A member:

- (a) may waive his or her entitlement to be notified of a general meeting; and
- (b) is deemed to have waived entitlement to notification if the member:
 - (i) is present at the meeting; unless
 - (ii) he or she is there to object that the meeting is not lawfully called.

Conduct of General Meetings

Quorum for General Meetings

Quorum for general meetings is the lesser of three members or 20 percent of the membership.

If there is no quorum:

- (a) within 30 minutes from the time the meeting was set to start, the meeting:
 - is terminated if it was requisitioned; or
 - stands adjourned if it was called until the same day in the next week, at the same time and in the same place
- (b) within 30 minutes of the start time for the adjourned meeting:
 - (i) the voting Members will constitute quorum for that meeting; and
- (c) at any time during a general meeting:
 - (i) business in progress is suspended until quorum is again present; and
 - (ii) after 15 minutes, the meeting is terminated if it was requisitioned; or
 - (iii) after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.

Order of business at General Meetings

General order of business

The order of business is:

- (a) the election of a chair if necessary;
- (b) determining that there is a quorum;
- (c) approval of the agenda;
- (d) and dealing with unfinished business from the previous general meeting;

All general meetings conclude with:

- (a) dealing with special business included in the notice calling the meeting;
- (b) and adjourning the meeting.

Chairing General Meetings

The Chair will preside over the general meetings.

If the Chair is unable to preside, the meeting will be chaired by:

- (a) the Vice-Chair;
- (b) a director if the Vice-Chair is unable to preside; or
- (c) if none of these is available within 15 minutes of the time set for the meeting, the members present will elect a member to preside.

Participating in General Meetings

All Members:

- (a) have the right to attend all general meetings; and

(b) may participate in the proceedings.

All Voting Members:

(a) may also vote on all matters if the member is in good standing.

Members may participate in a general meeting:

(a) in person only;

Voting at General Meetings

Each Voting Member:

(a) has only one vote;

(b) may exercise that vote on every matter; and

(c) may only vote if they are in good standing.

The Chair does not have a second or casting vote.

If a vote is tied, the proposed resolution does not pass.

Voting method

Members vote by:

(a) show of hands, as long as the voters' intent is clear;

Voting results

The chair must announce the outcome of each vote.

The Secretary-Treasurer will record the motion and results in the minutes of the meeting.

Annual General Meetings

The Board must call an Annual General Meeting to be held no later than January 31 of the following year.

Ordinary Business

Ordinary business at the annual general meeting is the:

(a) adoption of the rules of order;

- (b) consideration of the financial statements;
- (c) consideration of any reports from the directors;
- (d) business arising out of any director's report that does not require a special resolution;
- (e) consideration of any auditor's reports if applicable;
- (f) election and appointment of directors; and
- (g) appointment of an auditor if so chosen by the board.

Proposing items for General Meetings

Members may propose items to be included in the agenda for a general meeting.

The proposal must:

- (a) be submitted by a minimum of 5% of the voting Members;
- (b) include the names and signatures of the members making the proposal;
- (c) include one statement in support of the proposal to be included in the meeting notice;
- (d) include a description of the proposal that together with the statement for the notice does not exceed 200 words; and.
- (e) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

Adjourning General Meetings

The Chair:

- (a) may adjourn a meeting; and
- (b) must adjourn a meeting if so-directed by a simple majority of the voting members present.

The business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

Unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of the:

- (a) adjourned meeting; or
- (b) the business to be transacted at the adjourned meeting.

Special General Meetings

Called by the board

The Board:

- (a) may call a general meeting at any time;
- (b) must provide notice of the meeting no more than 14 days before and no less than 7 days before the meeting;
- (c) must send the notice of the meeting to all voting members; and
- (d) may send the notice by email.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

Requisitioned by members

Voting Members may requisition a general meeting.

The requisition:

- (a) must be submitted by at least 10% of the voting members;
- (b) must show the names and signatures of the requisitionists;
- (c) must state the business to be discussed in no more than 200 words, including any special resolution the requisitionists wish to have considered;
- (d) may be made in a single record or may be several records in similar form;
- (e) must be delivered to the Society's registered address; and
- (f) must be sent to all directors.

The Board:

- (a) must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- (b) must hold the meeting within no more than 60 days after receiving the requisition;
- (c) must send the notice in the same manner as if they had called the meeting; and
- (d) must conduct the meeting for the sole purpose stated in the requisition.

The Society will reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

Ordered by the court

The court may order that a general meeting be held:

- (a) at the request of a voting member or a director; or
- (b) for any reason the court considers appropriate.

The court:

- (a) will direct how the meeting will be called, held and conducted;
- (b) will specify the notice, date, time, location and manner; and
- (c) may order that the quorum be varied or dispensed with at the meeting.

DIRECTORS

Qualifications

A director must be an individual member who:

- (a) is at least age 18;
- (b) has not been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere;
- (c) is not an undischarged bankrupt;

- (d) has not been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
- (i) the court orders otherwise
 - (ii) 5 years have elapsed since the last to occur of
 - the end of the period set for suspension of the passing of sentence without a sentence having been passed,
 - the imposition of a fine,
 - the end of the term of imprisonment, and
 - the end of the term of any probation, or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act (Canada)* and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect:
- (e) has agreed in writing to serve on the Board; and
- (f) is elected or appointed in accordance with these bylaws.

A director:

- (a) must resign if on November 28, 2018, they do not meet all the qualifications; and
- (b) must resign immediately if at any point they cease to be qualified.

Our original constitution had the following unalterable clause:

The directors shall serve without remuneration and shall not receive, directly or indirectly, any profits from their position as directors, but may be paid or reimbursed for expenses reasonably incurred by them in the performance of their duties. This was a previously unalterable provision.

Election or Appointment of Directors

At the annual general meeting, the members will elect:

- (a) a minimum of three Board members

At their first meeting following the Annual General Meeting, the Board will appoint:

- (a) the role of President Chair, Vice-President, and Treasurer

The Past-Chair serves *ex officio* so is in addition to these numbers.

Terms of Office

Directors

Election / appointment terms

Directors:

- (a) are elected by the members at the annual general meeting; and hold office:
 - (i) for two three-year terms with a maximum of six consecutive years' service. An extension to these terms may be offered with the support of the majority of the Board. (except for the year served as Immediate Past-Chair.
 - (ii) until the director resigns, is deemed to have resigned in accordance with the section entitled "Resignation"; or
 - (iii) dies; or
 - (iv) is removed from office in accordance with the section entitled "Removal of directors".
 - (v) may stand for re-election or appointment following a one-year break in service.

Filling a vacant director position

The position is considered to be vacant when the director:

- (a) resigns from the office;
- (b) resigns or is deemed to have resigned from the board;
- (c) ceases to be a member; or
- (d) dies.

The Board may appoint another member to fill a vacant position until.

- (a) the end of the term of the original Director; or
- (b) their successor is elected.

Officers

Election of officers

The Board elects the Officers:

- (a) from among the directors;
- (b) at the first meeting after the annual general meeting; and
- (c) to hold office for one year until the end of the next Annual General Meeting.

The Officers:

- (a) can serve multiple terms of office as an officer during their term of office as a director.

Filling a vacant officer position

An Officer position becomes vacant when:

- (a) the officer's term of office expires;
- (b) the officer:
 - (i) resigns from the office;
 - (ii) resigns or is deemed to have resigned from the board;
 - (iii) ceases to be a member of the society; or
 - (iv) dies;
- (v) the director is removed from office by the board.

The Board may appoint another member to fill the vacant office until:

- (a) the end of the term of the original Officer; or
- (b) their successor is elected.

Resignation

A Director is deemed to have resigned from the Board if he or she does not attend:

- (a) three consecutive meetings without a reason acceptable to the Board; or
- (b) 50% of the board meetings in any consecutive 12-month period.

A Director who intends to resign:

- (a) must do so in writing; and
- (b) must stipulate if the resignation is effective
 - (i) when the Society receives the resignation;
 - (ii) on a specified date; or
 - (iii) on the occurrence of a specified event.

Removal of directors

The members can remove a Director from office by special resolution:

- (a) for conduct which, in the members' sole discretion, is inimical to the interests of the Society; and

- (b) may, by ordinary resolution, elect another member to serve as Director for the balance of the term of the removed Director.

The Board must give the Director:

- (a) not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
- (b) the reason(s) for the proposed expulsion;
- (c) the opportunity to speak at the general meeting and / or provide a written submission before the Members votes on the resolution.

The appellant:

- (a) may present a written statement (not to exceed 200 words) or may speak to the membership; but
- (b) may not be present during the discussion or vote.

The members:

- (a) will vote by ballot.

Duty of Directors

Fiduciary duties

The Directors must:

- (a) act honestly and in good faith with a view to the best interests of the society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) act in accordance with this Act and the regulations; and
- (d) subject to paragraphs (a) to (c), act in accordance with these bylaws.

Without limiting the above, Directors must act with a view to the Society's purpose.

Nothing in a contract or the bylaws of a society relieves a Director from:

- (a) the duty to act in accordance with this Act and the regulations; or
- (b) liability for any negligence, default, breach of duty or breach of trust.

Validity of acts

A Director's act is not invalid merely because of a defect in how the Director was elected or appointed.

The Society's acts are not invalid merely because there are fewer directors than the required number

Conflict of interest

A conflict of interest could arise if a Director has a direct or indirect material interest in:

- (a) an actual or proposed contract or transaction; or
- (b) a matter under consideration that could result in a duty or interest that materially conflicts with the person's duty or interest as a director.

The Director:

- (a) must disclose fully and promptly to the other directors the nature and extent of the interest;
- (b) abstain from voting on the contract, transaction or matter under consideration;
- (c) leave the Directors' meeting, if any, when the issue is discussed;
- (d) may be present to provide information; and
- (e) must not act in any way to influence the discussion or vote.

The conflict of interest must be recorded in:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed; or
- (b) the consent resolution of Directors with respect to the conflict of interest.

A Director found to be in conflict of interest must pay an amount equal to any profit unless after disclosure, the contract or transaction is approved by:

- (a) a Board resolution, or
- (b) a special resolution by the members.

Protection of Directors

Limits on liability

A Director of a society is not liable for the consequences of any decision or action if he or she:

- (a) carried out the duties reasonably and in good faith; and
- (b) relied on:
 - (i) the financial statements
 - (ii) audit report
 - (iii) written report from a qualified professional

- (iv) a statement of fact from another director, or
- (v) any information a court considers provides reasonable grounds for the actions.

Indemnification

The Society:

- (a) may indemnify the Directors against all penalties in respect of a legal proceeding or investigative action; and
- (b) pay expenses actually and reasonably incurred.

Insurance

The Society will purchase and maintain insurance to protect the Directors and the senior manager against any liability that may be incurred by having been a director.

BOARD Responsibility

The Board:

- (a) manages or oversees the management of the Society's activities and internal affairs; and
- (b) has the power to deal with all business of the Society between general meetings.

Composition

The Board will be composed of:

- (a) a minimum of three elected Directors;
- (b) three appointed Directors; and
- (c) the immediate Past-Chair who serves *ex officio*.

Meetings

The Chair, or in his/her absence, the Vice-Chair, will call a meeting of the Board:

- (a) in accordance with a schedule agreed to by the Directors; and
- (b) at any time the Chair considers it necessary; and
- (c) must call a meeting of the Board if requested to do so in writing by two members of Board;
- (d) will provide notice at least 7 days in advance unless all the Directors agree to a shorter notice period.

The Board may meet:

- (a) may meet at any location in the Capital Regional District;
- (b) on any notice
- (c) in person, by telephone, or using any electronic communication medium as long as all the Directors are able to communicate with each other; and
- (d) may pass resolutions without a meeting if all directors consent to the resolution in writing.

Quorum

Quorum for Board meetings is a simple majority, i.e., 50% plus one of the Directors.

Voting

The Chair has only one vote as a director and does not have a casting vote.

Duties

Chair

The Chair will chair the Board and general meetings.

The Chair:

- (a) may move or second a resolution;
- (b) may delegate responsibilities to directors on the Board;
- (c) sits as an *ex officio* member on all other committees;
- (d) provides leadership and direction to the Board and committees;
- (e) represents the Society in public presentations; and
- (f) performs such other duties as may be determined by the Board from time to time.

Vice-Chair

The Vice-Chair:

- (a) will carry out the duties of the Chair if the Chair is absent or otherwise unable to act; and
- (b) perform other duties as may be determined by the Board.

Secretary

The Secretary:

- (a) conducts the correspondence of the Board and of the Society;
- (b) issues notices of Board meetings and general meetings;
- (c) takes and stores minutes of general and Board meetings;
- (d) has custody of all Society and Board records and documents except those kept by the Treasurer;
- (e) has custody of the Society's seal;
- (f) maintains the register of members;
- (g) submits all documents as required by the Registrar; and
- (h) performs such other duties as may be determined by the Board from time to time.

If the Secretary is absent from a meeting, the Directors will appoint another person to act as Secretary for the meeting.

Treasurer

The Treasurer:

- (a) ensures that the financial records, including the books of account, are kept in accordance with generally accepted accounting principles (GAAP);
- (b) arranges for the preparation of the financial statements necessary to comply with the legislation;
- (c) provides financial statements to the Board, members and others when required;
- (d) arranges for the annual audit;
- (e) ensures that all accounts receivable and accounts payable are attended to and realized in a timely manner;
- (f) ensures that all funds are properly secured; and

- (g) performs such other duties as may be determined by the Board from time to time.

Past Chair

The Past Chair:

- (a) assists the Chair so as to maintain continuity; and
- (b) performs such other duties as may be determined by the Board from time to time.

FINANCE

Distribution of assets and income

The Society will not distribute any gains, profits or dividends to the members and no part of the capital, assets or earnings will inure to the benefit of any of the members.

The Society will not declare any dividend or distribute any of its property among the members during the existence of the Society or upon its winding up or dissolution.

Financial year

The financial year is from August 1 to July 31.

Banking

All Society funds will be deposited in a financial institution that:

- (a) is regulated by the Superintendent of Financial Institutions;
- (b) carries on a banking business; and
- (c) is selected by the Board; and

(d) is to the credit of the Society.

Any two of the following must approve each payment from the account: Chair, Vice-Chair, Secretary, Treasurer, Secretary-Treasurer and Past Chair.

Fees and assessments

The fee for members will be set by the members at each Annual General Meeting.

Members are liable for the payment of all fees and assessments within 30 days from the date of the levy.

Investments

The Board:

- (a) may only invest in securities
- (b) may do so without regard to the proportion of particular types of securities; and
- (c) must ensure that the investment is one that a prudent investor may make.

Borrowing Powers

The Board may at their discretion:

- (a) borrow money; and
- (b) issue bonds, debentures, notes or other evidences of debt obligations
 - (i) at any time;
 - (ii) to any person; and
 - (iii) for any consideration.

Financial statements

The Board must present the following to the members at each annual general meeting:

- (a) financial statements for the period,
 - (i) beginning immediately after the end of the preceding financial year; and
 - (ii) ending not more than six months before the annual general meeting at which the financial statements are to be presented; and

(b) the auditor's report, if any, on those financial statements.

The financial statement must include a note on any remuneration paid to:

(a) directors

(i) by title but not by name;

(ii) the amount paid; and

(iii) the capacity in which the director acted (as a director or in another capacity);

(b) the top 10 employees whose compensation was at least \$75,000

(i) by position title but not by name; and

(ii) the total amount received including all taxable benefits;

(iii) the top 10 contractors paid at least \$75,000

(i) listing the services rendered but not the name; and

(ii) the amount(s) paid.

Audit of Accounts

The members may, at each annual general meeting:

(a) appoint an auditor to audit the society's financial statements; and

(b) set the appointment to end,

(i) at the close of the next annual general meeting; or

(ii) when a successor is appointed.

SOCIETY ADMINISTRATION

Senior Manager

The Board:

- (a) may /will employ a senior manager, to be known as the Executive Director to manage the Society's day-to-day operational activities and internal affairs;
- (b) must ensure that the Senior Manager meets the same qualifications as the directors both when the person is hired and during the entire time of employment (see section "Qualifications"); and
- (c) will provide the senior manager with the same protections as provided for the directors (see section "Protection of Directors").

The Senior Manager:

- (a) must adhere to the same provisions as in Qualification, Duties of Directors, and Protection of Directors,
- (b) must attend Board meetings to support the Board with information and advice and to provide services to the Board.
- (c) does not have a vote

DISSOLUTION OF THE SOCIETY

Our original Constitution had the following unalterable clause:

Upon wind-up or dissolution of the Society, the assets remaining after the payment or satisfaction of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to the employees of the

Society of any arrears of salary and reasonable severance pay, and any other debts of the Society shall be transferred to one or more organizations registered as charitable organizations under the Income Tax Act (Canada) which have documented purposes comparable to or consistent with those of the Society, as determined by a three fourths majority vote of the final board of directors of the Society, or, failing such determination by a trustee appointed under the Society Act. This was a previously unalterable provision.