

## Victoria Arts Council

### CONSTITUTION

1. The name of the society is the Victoria Arts Council.
2. The purposes of the Society are:
  1. to enhance our community by working with partners across the arts spectrum and supporting visual artists through exhibitions, programming, and education
  2. to increase and broaden the opportunities for Greater Victoria citizens to enjoy and to participate in the cultural activities;
  3. to help coordinate the work and programmes of cultural groups in the City;
  4. to bring to the attention of civic and provincial authorities the cultural needs of Greater Victoria
  5. to provide public education and resources to support the arts community in Victoria
  6. for the attainment of the above objectives, to acquire, accept, solicit or receive by purchase, lease, contract, donation, legacy, gift, grant, bequest, or otherwise any kind of real or personal property.

### BYLAWS

#### PART 1

#### INTERPRETATION

- 1.1 In these Bylaws:
  - (a) “Act” means the Societies Act of British Columbia as amended from time to time;
  - (b) “Board” means the directors of the Society;
  - (c) “Bylaws” means these bylaws as altered from time to time; and
  - (d) “artist” means any person or organization committed pursuing any discipline of the arts.
- 1.2 The definitions in the Act apply to these bylaws.
- 1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail..

PART 2  
MEMBERS

- 2.2 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.
- 2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.4 The amount of the annual membership dues, if any, must be determined by the Board.
- 2.5 The Board may establish categories of membership which may be either voting or non-voting. A voting member must be an individual who supports the arts community. A non-voting member shall have all of the rights of a voting member, including the right to hold office, except the right to speak and vote at a general or special meeting.
- 2.6 A member is not in good standing if the member fails to pay the member's annual membership dues, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as those dues, subscriptions or debt remain unpaid.
- 2.7 A voting member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
- 2.8 A person's membership in the Society is terminated if the person is not in good standing for 2 consecutive months.

PART 3  
GENERAL MEETINGS OF MEMBERS

- 3.1 A general meeting must be held at the time and place the Board determines.
- 3.2 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of an auditor, if any;
  - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 3.4 The following individual is entitled to preside as the chair of a general meeting:
- (a) the President or the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair, one of the other directors present at the meeting.
- 3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum
- 3.7 A quorum for the transaction of business at a general meeting is 15 members.**
- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except

that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

3.13 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

3.14 A voting member in good standing present at a meeting of members is entitled to one vote.

3.15 Voting is by show of hands, unless the members decide otherwise.

3.16 Members must duly elect or appoint an authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

3.17 The authorized representative must be elected by the public membership of the member and a motion must be submitted to the Society in this regard. Should the member not

have a membership base, the authorized representative must be elected by that members' board of directors or governing body with the motion submitted to the Society.

- 3.18 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 3.19 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 3.20 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

#### PART 4

#### DIRECTORS

- 4.1 The Society must have no fewer than 6 and no more than 12 directors.
- 4.2 The directors shall serve a 2 year term. No director may serve more than 3 consecutive terms. At the first annual general meeting, 1/2 of the directors will be elected for a 2 year term and the remaining 1/2 will be elected for a 1 year term.
- 4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 4.4 The Board may, at any time, appoint a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.6 Directors must retire from office at each general meeting which coincides with the end of the term they were elected for.
- 4.7 Directors must be members in good standing of the society.
- 4.8 All directors shall be elected in a single ballot.
- 4.9 An election may be by acclamation; otherwise it shall be by ballot.
- 4.10 If no successor is elected and the result leaves less than 6 directors, the person previously elected or appointed continues to hold office.
- 4.11 The Board, by motion, may remove a Director who has been absent for 3 or more meetings in any one year. The Director will be notified of such decision.

## PART 5

### DIRECTORS' MEETINGS

- 5.1 A directors' meeting may be called by the president or by any 2 other directors.
- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
- 5.4 The directors may regulate their meetings and proceedings as they think fit.
- 5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## PART 6

### BOARD POSITIONS

- 6.1 The directors must elect one of their numbers to be President, and one of their number to be Vice-President, Secretary and Treasurer respectively.
- 6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.
- 6.3 The President is the chair of the Board and are responsible for supervising the other directors in the execution of their duties.
- 6.4 The Vice-President is responsible for carrying out the duties of the chair if the President is unable to act.
- 6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:
  - (a) issuing notices of general meetings and directors' meetings;
  - (b) taking minutes of general meetings and directors' meetings;
  - (c) keeping the records of the Society in accordance with the Act;
  - (d) conducting the correspondence of the Board;
  - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- 6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

- 6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
  - (b) keeping accounting records in respect of the Society's financial transactions;
  - (c) preparing the Society's financial statements;
  - (d) making the Society's filings respecting taxes.

## PART 7

### REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

- 7.1 These Bylaws do not permit the Society to pay to a Director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.
- 7.2 Signing Officers shall be the Executive Director and at least two to a maximum of four board Members in good standing and one must be the President and/or Treasurer.

## PART 8

### BORROWING

- 8.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 8.2 A debenture must not be issued nor may any property of the society be mortgaged or similarly encumbered without the authorization of a special resolution.
- 8.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## PART 9

### GENERAL

- 9.1 Each and every Bylaw contained herein is subject to the provisions of the Income Tax Act (Canada) and amendments thereto. The Board or the Members must not cause the Society to do anything which is in contravention of the Income Tax Act and must not cause the Society to do any act or thing which would cause the Society to cease to qualify as a registered charity under the Income Tax Act.

- 9.2 The activities of the Society must be carried on without purpose of person gain for its members and any income, profits or other accretions to the Society must be used in promoting the purposes of the Society. This provision was previously unalterable.
- 9.3 Upon the winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to one or more charitable institutions with purposes similar to those of the Society, or, if this cannot be done, to one or more qualified donees as defined under the provisions of the Income Tax Act (Canada) from time to time in force. This provision was previously unalterable.

## PART 10

### LIMITATION OF LIABILITY AND INDEMNITY

- 10.1 Subject to the Act, no director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any moneys or other assets belonging to the Society or for any other loss, damage or misfortune occurring in the execution of the duties of his respective office unless the same shall happen by or through breach of duty or breach of trust of which he may be guilty in relation to the Society.
- 10.2 The Board may cause the Society to purchase and maintain insurance for the benefit of a director, officer, employee or agent of the Society, and his heirs and personal representatives, in respect of any personal liability incurred in that capacity.

## PART 11

### STANDARDS AND PRACTICES

- 11.1 The Society will always operate with the highest possible standard of ethics and integrity.
- 11.2 The lack of a Statutory rule, law or regulation prescribing a specific level of ethics or integrity, or the existence of a Statutory rule, law or regulation prescribing a lower level of ethics or integrity does not reduce the Society's obligations under 14.1.
- 11.3 All financial records will be available to the Members and such information will be provided in such a format as to insure complete and easy tracking of all income and expenditures both by source of funds, and on a project by project basis.
- 11.4 The Society shall have the right to subscribe to, become a member of and cooperate with any other Society, corporation or association whose purposes or objectives are in whole or in part similar to its purposes.