

Constitution and Bylaws Victoria Arts Council

Drafted October 23, 1968; Last amended October 2016

Article 1: Name

The name of the Society is "The Victoria Arts Council" (amended October 2016, previously named "Community Arts Council of Greater Victoria").

Article 2: Objects

The objects of this Society shall be to increase and broaden the opportunities for Greater Victoria citizens to enjoy and to participate in the cultural activities and shall include the following activities:

1. To help coordinate the work and programmes of cultural groups in the City;
2. To stimulate and encourage the development of cultural projects and activities;
3. To render service to all participating groups;
4. To act as a clearing house for information on cultural projects and activities;
5. To foster interest and pride in the cultural heritage of this community;
6. To interpret the work of cultural groups to the community, enlist public interest and promote public understanding;
7. To bring to the attention of civic and provincial authorities the cultural needs of Greater Victoria

Article 3: Place of Operation

The operations for the Society are to be chiefly carried on in the area known as Greater Victoria, in the Province of British Columbia.

Article 3A: Winding Up

Upon the winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting interest in or contributing to the cultural and artistic life of the public as may be decided upon by the members of the Society at the time of winding up or dissolutions. This clause is unalterable.

Article 4: Membership

1. The members of the Society are the subscribers to the Constitution and By-laws of the Society and every other person who agrees to become a member.
2. Membership may be divided into such classes as may be determined from time to time by the Board of Directors.
3. A member shall be deemed to be in good standing when he/she has paid his/her current annual membership fee.
4. A member may withdraw from the Society by tendering his/her resignation in writing to the Secretary of the Society.

5. Upon the failure of any member to pay the annual membership fee the Board of Directors may cause the name of such member to be removed from the register of members but such member may be readmitted to membership by the Directors upon such evidence as they may consider satisfactory.

Article 5: Fees

Annual dues for all classes of membership in the Community Arts Council of Greater Victoria shall be determined from time to time by the Board of Directors.

Article 6: Fiscal Year

The Fiscal Year of the Society shall end on the 30th day of June each year unless otherwise determined by resolution of the Board of Directors (Amended by an extraordinary resolution May 21, 1970).

Article 7: Officers and Directors

1. The officers of the Society shall be: President, First Vice President, Secretary and Treasurer (Amended by an extraordinary resolution October 15, 2015).
2. There shall be a Board of Directors which shall be made up of the officers, and at least one member at large elected by the Annual General Meeting (Amended by an extraordinary resolution October 15, 2015).
3. There shall be an Executive Committee which shall be made up of the officers

Article 8: Election of Officers and Directors

1. The officers and Directors of the Society shall be elected at the Annual General Meeting each year, shall take office immediately and shall hold office for one year or until their successors are elected provided that any officer or director may succeed him/herself.
2. At least two weeks prior to the Annual General Meeting the Executive Committee shall appoint a Nominating Committee which shall consist of three members of the Society.
3. The Nominating Committee shall prepare a slate of officers and Directors for the ensuing year and shall report the same at the Annual Meeting; provided that nominations may be made from the floor at the Annual Meeting, and such names shall be added to those recommended by the Nominating Committee.
4. Consent of a nominee for election as a Director or Officer of the Society must be obtained before his/her nomination.

Article 9: Replacement and Removal of Directors

1. Vacancies arising out of resignation, death or disability in offices and directorships may be filled by the Board of Directors as they occur and as the Board of Directors shall deem fit.
2. The Society may by extraordinary resolution remove any officer or director before the expiration of this period of office and may by ordinary resolution appoint another member of the Society in his/her place. The extraordinary resolution shall be a resolution passed by a majority of not less than three – fourths of the members present at a General Meeting of the Society of which not less than fourteen day's written notice has been given, stating the resolution to be presented.

Article 10: Duties of Officers and Directors

1. The duties of officers and directors of the Society shall be such as are ordinarily performed and discharged by the respective officers and directors.
2. The Board of Directors shall be responsible for carrying on the business and activities of the Society and may make provisions for the appointment of an Executive Director.
3. No voting members of the executive or board of directors shall receive remuneration or other financial benefits for their services to the organization, regardless of the type of service performed.

Article 11: Standing Committees

1. There shall be only two standing committees and these shall be the Executive Committee and the Finance Committee and the other committees shall be created and disbanded at the discretion of the Board of Directors.
2. Chairman of all committees shall be appointed by the President of the Society.

Article 12: Meetings

1. The Annual General Meeting of the Society shall be held in the months of September or October in each year, upon a date and a time to be set by the Board of Directors (Amended by an Extraordinary Resolution May 21, 1970).
2. Special General Meetings may be called by the Board of Directors at any time.
3. At least seven days written notice of all Annual and General Meetings of the Society shall be given the members, specifying the time and place of such meeting.
4. At all General Meetings of the Society each individual member in good standing who is personally present, shall be entitled to one vote and a delegated representative, if personally present, of each organization Member in good standing, shall be entitled to one vote.
5. No business shall be transacted at any Annual or Special General Meeting unless a quorum consisting of twenty members shall be present.
6. Meeting of the Board of Directors and of the Executive Committee shall be held from time to time at the call of the President or in the event of the refusal or neglect of the President to call a meeting of either the Board of Directors or the Executive Committee within five days of a written demand therefore by any two members of the Board or the Committee, as the case may be, then at the call of such two members.
7. At least two days notice shall be given of all meeting of the Board of Directors.
8. No business shall be transacted at any meetings of the Board of Directors or Executive Committee unless a quorum consisting of three members in the case of the Executive Committee and a majority of members in the case of the Board of Directors, shall be present. (Amended by an extraordinary resolution October 15, 2015).
9. If twenty members of the Society shall, in writing, request the calling of a Special General Meeting, specifying therein the object for which such a meeting is called, the Executive Committee must call such meeting forthwith.

Article 13: Minutes of Meeting

Preparation and custody of minutes of proceeding of General Meetings of the Society, meeting of the Board of Directors, and of the Executive Committee, also preparation and custody of other books, records and accounts, shall be the responsibility of the Secretary and Treasurer, but this responsibility may be delegated to the Executive Director.

Article 13- (1): Revenue and Expenditure

1. All revenues of the Society shall be considered general funds of the Society, unless otherwise designated, and subject to the accounting procedures approved by the Board of Directors.
2. All funds expended by the Society shall be considered general expenditures of the Society, and be subject to the approval of the Board of Directors and to the accounting procedures approved by the Board.

Article 13 – (2): Borrowing of Money

The Board of Directors may, upon a three-fourths majority vote raise or borrow any sum or sums of money for the purposes of the Society either at one time, or from time to time, and at such rate of interest, and in such manner and form, and upon such security shall be specified in such resolution; and for this purpose may mortgage, pledge, hypothecate and charge all or any part of this property of the Society now held or hereafter to be acquired; provided, however, that in no case shall debentures be issued by the Society without the sanction of an extra-ordinary resolution of the Society.

Article 14: Auditor

The accounts of the society shall as soon as practicable after the end of each fiscal year be examined, and their correctness ascertained by one or more auditor or auditors, who shall be appointed annually at the Annual Meeting.

Article 15: Inspection

All books, accounts and records of the Society shall be open for inspection by the officers and directors at all reasonable times and for inspection by members of the Society in good standing upon application to the Executive Committee at such times and places as the Executive Committee shall deem fit.

Article 16: Amendments

The By-laws of the Society shall not be altered or added to except by extraordinary resolution of the Society. For all purposes of the Society, “extraordinary resolution” shall mean a resolution passed by a majority of such members entitled to vote as are present in person or by proxy (where proxies are allowed) at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given, such majority being two-thirds.

Article 17: Seal

The Seal of the Society will be kept at the offices of the Society at 513 – 620 View Street Victoria, British Columbia or such other place as the Board of Directors may from time to time designate and shall be affixed when necessary in the presence of such two officers of the Society as may be authorized by resolution of the Board of Directors.

Dated at the City of Victoria, in the Province of British Columbia this 23rd day of October 1968.

Signed by:

T.P. O'Grady

Mary J. Edgar

Alison M. Lockhard.

C.G. Randall

Shirley Humphries