

BYLAWS of the METCHOSIN ARTS AND CULTURAL CENTRE ASSOCIATION

PART 1 — INTERPRETATION

Definitions

- 1 (1) In these bylaws, unless the context otherwise requires:
 - “**executive**” means the president, vice-president, secretary, and treasurer;
 - “**family**” means two or more persons who are members of the same family;
 - “**registered address**” of a member means the member's address as recorded in the register of members;
 - “**society**” means the Metchosin Arts and Cultural Centre Association.
- (2) The definitions in the *Society Act* apply to these bylaws.

PART 2 — MEMBERSHIP

Eligibility for membership

- 2 (1) Any
 - (a) individual who,
 - (b) family that, or
 - (c) business or group of individuals thatsubscribes to the objectives and purposes of the society may apply to the directors for membership in the society, and on acceptance by the directors that individual, family, business or group is a member.
- (2) Every member must uphold the constitution and comply with these bylaws.
- (3) Tenants of the Metchosin Arts and Cultural Centre must be members of the society.

Dues

- 3 The amount of the annual membership dues must be determined at the annual general meeting of the society.

Cessation of membership

- 4 (1) A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.

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Part 3 — Meetings of Members

- (2) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing as long as the debt remains unpaid.

Expulsion

- 5 (1) A member may be expelled by a resolution of the members passed at a general meeting.
- (2) The notice of resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

PART 3 — MEETINGS OF MEMBERS

General meetings

- 6 (1) General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- (2) The directors may, when they think fit, convene a general meeting.

Notice of general meetings

- 7 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.

Special general meetings

- 8 (1) A special general meeting may be requested at any time by 10% or more of the voting members of the society by delivering a notice in writing to the secretary.
- (2) A notice described in subsection (2) must specify the purpose of the meeting and be signed by the members requesting the meeting.
- (3) In the case of a family, business or member group, one representative must sign on behalf of that family, business or group.
- (4) On receipt of a notice described in subsection (2), the executive must call a special general meeting of the society in accordance with bylaw 9.

Notice of special general meeting

- 9 (1) A special general meeting of the society must be called

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Part 4 — Proceedings at General Meetings

- (a) by email to all members who have current email addresses registered with the society, at least 14 days before the date of the meeting,
 - (b) by notice given in person at least 14 days before the date of the meeting, or
 - (c) by written notice mailed to all other members, postage prepaid, at least 14 days plus 3 mailing days before the date of the meeting.
- (2) Failure to receive a notice by any member does not invalidate proceedings at the meeting, provided that the board has made a reasonable effort to contact each member.

Annual general meeting

- 10** (1) The annual general meeting of the society must be held at least once in every calendar year.
- (2) Business to be carried out at an annual general meeting may include
- (a) approval of the minutes of the previous annual general meeting,
 - (b) reports of directors,
 - (c) election of directors,
 - (d) consideration of financial statements,
 - (e) the adoption of rules of order, and
 - (f) any other business that is brought under consideration by the notice convening the meeting.

PART 4 — PROCEEDINGS AT GENERAL MEETINGS

Special business

- 11** Special business is
- (a) all business at a special general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the annual general meeting.

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Part 4 — Proceedings at General Meetings

Business without quorum not permitted

- 12** (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

Adjournment of business if no quorum

- 13** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

Meeting chair

- 14** (1) Subject to subsection (2), the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- (2) If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.

Adjourned meeting

- 15** (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

Resolutions

- 16** (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

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Part 5 — Directors and Officers

- (2) In the case of a tie vote the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

Voting

- 17** (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- (4) A family, business or group member may vote by its 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.

PART 5 — DIRECTORS AND OFFICERS

Power to act

- 18** (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
 - (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

Directors

- 19** (1) The president, vice president, secretary, treasurer, immediate past president and one or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.

Election to office

- 20** (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it must be by ballot.

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Part 6 — Proceedings of Directors

- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.

Vacancies

- 21** (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

Cessation of directorship

- 22** (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are fewer than the prescribed number of directors in office.

Members may remove a director

- 23** The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

No remuneration

- 24** (1) A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- (2) Any expenses incurred must be pre-approved by the president or treasurer.

PART 6 — PROCEEDINGS OF DIRECTORS

Duties of directors

- 25** The directors may determine their duties by agreement amongst themselves.

Meetings of directors

- 26** (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, and if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time convene a meeting of the directors.

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Part 7 — Notices to Members

- (5) Notice of meetings must be given to all directors, and may be given to other members if the director calling that meeting thinks it would be appropriate to do so.

Committees

- 27** (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

Absence from British Columbia

- 28** A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, email, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (a) a notice of meeting of directors is not required to be sent to that director, and
- (b) as long as a quorum of the directors is present any and all meetings of the directors of the society, notice of which has not been given to that absent director, are valid and effective.

Voting

- 29** (1) Questions arising at a meeting of the directors or committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.

Resolutions

- 30** (1) A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
- (3) A resolution may be voted on by email, and such a resolution, if recorded and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

PART 7 — NOTICES TO MEMBERS

Method of giving notice

- 31** A notice may be given to a member

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Part 8 — Bylaws

- (a) personally,
- (b) by mail to the member's registered address, or
- (c) by email to the member's registered email address.

Deemed receipt

- 32** (1) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- (2) A notice sent by email is deemed to have been given on the second day following the day on which the notice is emailed.

Notice of general meeting

- 33** (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.
- (2) No other person is entitled to receive a notice of a general meeting.

PART 8 — BYLAWS

Access to bylaws

- 34** On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

Alteration of bylaws

- 35** These bylaws must not be altered or added to except by resolution passed by a 75% majority of members present at a general meeting or annual general meeting of which due notice has been given.

PART 9 – DISSOLUTION AND AMALGAMATION

Dissolution

- 36** (1) A vote to dissolve the society must be passed by 75% of the members.
- (2) If the special resolution under subsection (1) results in the winding up and dissolution of the society, the directors in office at the time of dissolution
- (a) are responsible to the members for preparing a complete and accurate accounting of the society's assets and liabilities,
 - (b) must, as soon as practicable, pay any outstanding debts from society funds,
 - (c) must transfer the remaining assets to an existing organization with purposes similar to those of the society, and

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Part 9 – Dissolution and Amalgamation

- (d) must comply with any other requirements required under Part 10 of the *Societies Act*.

Amalgamation

- 37** (1) If the directors determine that the purposes of the society could better be served by amalgamating with another society with related purposes, they must, after carefully considering all the consequences of such an action, call a special meeting of members to discuss the proposal.
- (2) The members may, by special resolution passed by 75% of the members present at the meeting, vote to amalgamate.
- (3) If the proposal under subsection (2) succeeds, the directors must do everything necessary to complete the amalgamation under Division 1 of Part 7 of the *Societies Act*.