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BYLAWS

PART 1 — INTERPRETATION

Definitions

1 (1) In these bylaws, unless the context otherwise requires:

"active member" means a member who has responded affirmatively to the annual membership survey held prior to the AGM;

"executive" means the president, vice-president, secretary, treasurer and liaison director;

"family" means two or more persons who are members of the same immediate family;

"registered address" of a member means the member's address as recorded in the register of members;

"society" means the Metchosin Arts & Cultural Centre Association;

"tenant" means a person who rents space from the society.

(2) The definitions in the *Societies Act* apply to these bylaws. [am. AGM 2025-07-31]

PART 2 — MEMBERSHIP

Eligibility for membership

2 (1) Any

(a) individual who,

(b) family that, or

(c) business or group of individuals that

subscribes 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(3) Repealed. [AGM 2026-09-28]

(4) Membership is for life or until a member

(a) gives notice of resignation in writing to the board, or

(b) does not respond to the annual membership survey for at least two consecutive years.

(5) Honorary memberships may be awarded at the discretion of the board to individuals as recognition of extraordinary assistance to the society.

Dues

3 (1) The board must determine the amount of the membership dues and may alter the amount from time to time if that would be in the best interests of the society.

(2) A person, family or group that has applied for and been accepted as a member must pay dues only once as long as active status is maintained under section 2 (4). [am. AGM 2026-09-28]

(3) A member whose active status has lapsed through

(a) resigning, or

(b) not responding to the annual membership survey as described in section 2 (4) (b)

may reapply for membership and must pay dues as if this were a new application.

Expulsion

4 (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 — GENERAL MEETINGS

Division 1 — Notice to Members and Quorum

Notice of general meetings

5 (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) Notice of a general meeting must be given at least 14 days prior to that meeting to every active member shown on the register of members and may be given

(a) personally,

(b) by mail to the member's registered address, or

(c) by email to the member's registered email address.

(2) In the case of a meeting requisitioned by active members, section 75 of the *Societies Act* applies to notice requirements.

(3) No other person is entitled to receive a notice of a general meeting.

(4) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any active member entitled to receive notice does not invalidate proceedings at that meeting.

Deemed receipt

6 (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 was emailed.

Quorum

7 (1) A quorum at a general meeting is three active members present or a greater number that the active members may determine at that general meeting.

(2) The directors may from time to time set the quorum necessary to conduct business at a meeting of directors, and unless so set the quorum is a majority of the directors then in office.

Division 2 — Meetings

General meetings

8 (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.

(3) The required number of active members required to requisition a general meeting under section 75 of the *Societies Act* is 10%, and in the case of a family, business or group membership, one person must represent that family, business or group.

Annual general meeting

9 (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 and approval 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.

Division 3 — Proceedings at General Meetings

Special business

10 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) adoption of rules of order;

(ii) consideration of financial statements;

(iii) reports of the directors;

(iv) report of the auditor, if any;

(v) election of directors;

(vi) other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by a report of the directors issued with the notice convening the annual general meeting.

Business without quorum not permitted

11 (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.

Adjournment of business if no quorum

12 If, within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting,

(a) if convened on the requisition of active members, must be terminated, or

(b) in any other case, 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 active members present constitute a quorum.

Meeting chair

13 (1) Subject to subsection (2), the president of the society, the vice president or, in the absence of both, another director there 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 active members present must choose one of their number to be the chair.

Adjourned meeting

14 (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 section, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

Resolutions

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

(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

16 (1) An active member present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands, unless circumstances require a written secret ballot.

(3) Voting by proxy is not permitted.

(4) An active family, business or group member must vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of an active member, and that representative must be considered as an active member for all purposes with respect to a meeting of the society.

PART 4 — DIRECTORS

Division 1 — Directors and Powers

Power to act

17 (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.

Composition of the board

18 (1) The president, vice president, secretary, treasurer, liaison director and one or more other persons are the directors of the society.

(2) The number of directors must be six or a greater number determined from time to time at a general meeting.

(3) A tenant may not be elected as a director, but the tenants may jointly appoint one of their number as a representative to liaise with the directors and that representative may attend board meetings at the invitation of the board.

(4) Repealed. [AGM 2026-09-28]

(5) A director must recuse himself or herself from any discussion that could be seen as a conflict of interest. [en. AGM 2025-07-31; am. 2026-09-28]

Election to office

19 (1) The directors must retire from office at each annual general meeting when their successors are elected.

(2) A separate election must be held for each office to be filled.

(3) An election may be by acclamation, otherwise it must be by ballot.

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

Vacancies

20 (1) The directors may at any time and from time to time appoint an active member as a director to fill a vacancy on the board or to provide skills or knowledge that will be advantageous to the society.

(2) A person who is interested in becoming a director must apply in writing to the board, stating their reasons for applying and how their experience and skills would be beneficial to the purposes and operation of the society.

(3) The executive may appoint other directors after consideration of applications received under subsection (2), and this may be done after the annual general meeting.

(4) A director appointed under subsection (1) holds office only until the conclusion of the next annual general meeting of the society, but is eligible for election at that meeting.

Cessation of directorship

21 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint an active 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

22 The active 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

23 (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.

Division 2 — Proceedings of Directors

Duties of directors

24 (1) The directors may determine their duties by agreement amongst themselves.

(2) The directors may, by agreement amongst themselves, determine that certain types of decisions may be handled by the executive instead of the entire board.

Meetings of directors

25 (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 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.

(3) A director may at any time convene a meeting of the directors.

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

Committees

26 (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

27 (1) A director who will be absent temporarily must notify the rest of the board.

(2) A director who will be absent temporarily may send or deliver to the rest of the board a notice, which may be by letter or email, waiving his or her right to be notified about 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.at a meeting any decisions taken by those directors are valid and effective.

Voting

28 (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 and the proposed resolution does not pass.

Resolutions

29 (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 involved in that resolution 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 5 — BYLAWS

Alteration of bylaws

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

PART 6 – DISSOLUTION AND AMALGAMATION

Dissolution

31 (1) A vote to dissolve the society must be passed by 75% of the active 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 active 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

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

Amalgamation

32 (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 general meeting of active members to discuss the proposal.

(2) The active members may, by special resolution passed by 75% of the active 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*.