

ISLAND ARTS CENTRE SOCIETY
Constitution and Bylaws

CONSTITUTION

1. The name of the Society is **Island Arts Centre Society**.
2. The purposes of the Society are:
 - (a) To support the advancement of the performing, visual and creative arts and crafts on Salt Spring Island.
 - (b) To build, operate, maintain, and promote ArtSpring as a facility comprised of a theatre, gallery, display space and workshop space for those engaged in the performing, visual and creative arts and crafts as well as for other groups and individuals engaged in activities of community benefit.
 - (c) To develop and execute public education to support the performing, visual and creative arts and crafts
 - (d) To bring high quality British Columbian, Canadian, and international performing artists to Salt Spring audiences by presenting music, dance, theatre and other professional performances.

BYLAWS

Part 1 - Definitions and Interpretation

Definitions

- 1.1** In these Bylaws:
“**Act**” means the Societies Act of British Columbia as amended from time to time;
“**Board**” means the directors of the Society;
“**Bylaws**” means these Bylaws as altered from time to time.

Definitions in Act apply

- 1.2** The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

- 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

Application for membership

2.1 A person becomes a member of the Society by paying the annual membership dues.

Duties of members

2.2 Every member shall uphold the constitution and comply with these bylaws.

Amount of membership dues

2.3 Annual membership dues shall be recommended by the directors and ratified at the Annual General Meeting of the Society.

Benefits of membership and voting rights

2.4 All benefits of membership begin at the time membership is purchased, except voting privileges, which begin 30 days after a new membership is purchased. Renewal of a membership that has lapsed for more than one year is considered a new membership.

Member not in good standing

2.5 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society, and he is not in good standing so long as that debt remains unpaid.

Member not in good standing may not vote

2.6 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.

Termination of membership

2.7 A person shall cease to be a member of the Society

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

Expulsion of a member

2.8

- (a) A member may be expelled by a special resolution of the members passed at a general meeting.
- (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Inspection of records

- 2.9** (a) A member of the Society may, without charge, inspect the following records the Society is required to keep under section 20 (1) of the Act including:
- the Society's Certificate of Incorporation
 - the statement of directors and registered office of the society
 - the society's register of members, organized by different classes of member if different classes exist, including contact information provided by each member
 - the minutes of each meeting of directors, comprising a list of all of the directors at the meeting, and the text of each resolution passed at the meeting
 - the annual financial statements of the Society and the auditor's report, if any, on those financial statements.
- (b) The directors may restrict access to any other documents at their sole discretion.
- 2.10** The Society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a person, other than a director, may inspect a record.
- 2.11** A person, other than a member or director, may not access the records of the Society.
- 2.12** On being admitted to membership, each member is entitled to, and, upon request the Society shall furnish without charge, a copy of the Constitution and bylaws of the Society.

Part 3 – General Meetings of Members

Time and place of general meeting

- 3.1** General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.2** Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
- 3.3** The directors, or ten per cent (10%) of the membership may, when they think fit, convene an extraordinary general meeting.

Notice of General Meeting

- 3.4** (a) Written notice of the date, time and location of a general meeting including the Annual General Meeting must be sent to members at least fourteen (14) days before the meeting unless subparagraph (b) applies
- (b) If the Society has more than 250 members, notice of a general meeting is deemed to have been sent if:
- (i) notice of the meeting has been sent by e-mail to every member of the society who has provided an email address and
 - (ii) notice of the meeting is published, at least once in each of the 3 weeks immediately before the meeting, in the Driftwood; or on the Exchange; or is

posted on the ArtSpring website throughout the period beginning at least 21 days before the meeting

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

Notice of special business

- 3.5** 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.

Timing of Annual General Meeting

- 3.6** An Annual General Meeting shall be held at least once every calendar year

Ordinary business at general meeting

- 3.7** 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.

Special Business at general meeting

- 3.8** Special business is all business except ordinary business.

Quorum for general meetings

- 3.9**
- (a) A quorum is three (3) voting members present .
 - (b) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

Lack of quorum at commencement of meeting

- 3.10** 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.

If quorum ceases to be present

3.11 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.

Chair of general meeting

3.12 The following individual is entitled to preside as the chair of a general meeting:

- (a) 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,
 - the president,
 - the vice-president, if the president is unable to preside as the chair, or
 - one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.13 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.

Adjournments by chair

3.14 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.

Notice of continuation of adjourned general meeting

3.15 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.

Resolution or Motion at a Meeting

- 3.16**
- (a) Every resolution or motion proposed at a meeting shall require a second.
 - (b) The chairman of a meeting may move or propose a motion or resolution but must first vacate the chair.
 - (c) In case of an equality of votes, the chairman 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.

Order of business at general meeting

3.17 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.

Methods of voting

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.

Announcement of result

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.

Matters decided at general meeting by ordinary resolution

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.

Matters decided at general meeting by special resolution

3.21 Matters decided by an ordinary resolution require a simple majority. Matters decided by a special resolution require 2/3 of the votes cast.

Proxy voting

3.22 (a) A member in good standing present at a meeting of members is entitled to one vote
 (b) Voting by proxy is not permitted.

Part 4 - Directors and Officers

Number of Directors on board

4.1 The number of elected directors shall be from nine to twelve as is determined from time to time at a general meeting.

Election or appointment of directors

4.2 At each Annual General Meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

- 4.3**
- (a) A director shall retire at an annual general meeting when his successor shall be elected.
 - (b) An election may be by acclamation; otherwise it shall be by ballot.
 - (c) If no successor is elected there shall be a vacancy which may be filled by appointment.
 - (d) The Board of directors shall be comprised of nine to twelve directors elected from the membership, on terms staggered so that no fewer than four elected directors are elected in the same year.

Terms of Office

4.4 Each director shall normally be elected for a term of two years.

- (a) A director may serve for only three consecutive terms, a total of six years, and
- (b) After serving for three consecutive terms, a director must be inactive for at least one year before seeking re-election.
- (c) In circumstances where the staggering of terms of directors cannot be met, a director(s) may be elected for a one year term.
- (d) directorship only ends with the end of term, death, written resignation or removal of the director.

Election or appointment to officer positions

- 4.5**
- (a) The Board shall comprise four officers: President, Vice-president, Secretary, and Treasurer, and a number of directors.
 - (b) The Board shall elect its officers from among the elected directors at the first Board of Directors meeting immediately following the adjournment of the annual general meeting.
 - (c) officers shall hold office until the following annual general meeting.
 - (d) An officer may hold the same office for no more than three consecutive years, or until their successors are elected in their stead.
 - (e) If a board officer vacates his/her office for any reason, the Board members may fill the vacancy by appointing one of the Directors to complete the former officer's year of office. This part year appointment shall not be considered part of the three years in section 4.5 (d).

Directors may fill casual vacancy on Board

4.6 The directors may at any time, and from time to time, appoint a member as a director to fill a vacancy on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.7** (a) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society when he is eligible for re-election.
- (b) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (c) No act or proceedings of the directors is invalid only by reason of there being fewer than the prescribed number of directors in office.

Removal of a director

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

Remuneration of directors

- 4.9** No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 5 – Directors Meetings

Calling directors' meeting

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 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.

Quorum of directors

- 5.4** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Conduct of directors' meetings

- 5.5** (a) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The president shall be the chairman 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 shall act as chairman; but if neither is present, the directors present may choose one of their numbers to be chairman at that meeting.
- 5.6** For a first meeting of directors held immediately following the appointment or election of a

director or directors at an annual or other general meeting of members, or for a meeting of directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of directors is present.

- 5.7** 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, fax or other electronic means of communication, of any meeting of the directors, and may at any time withdraw the waiver, and until the waiver is withdrawn
- (a) No notice of meeting of directors shall be sent to that director; and
 - (b) any and all meetings of the directors of the Society, notice of which has not been given to the director, shall, if a quorum of the directors is present, be valid and effective.

Resolution in Writing

- 5.8** 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 the directors.

Part 6 – Committees

Delegation of Powers to Committees

- 6.1**
- (a) The directors may delegate any, but not all, of their powers to committees consisting of the director and members as they think fit.
 - (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
 - (c) At the organizational meeting of the Board following the annual general meeting, directors will determine their participation in the various committees of the Board and shall choose dates for the first meetings of the committees.

Election of Chair

- 6.2** A committee shall elect a chairperson of its meetings, who shall be a director of the society; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for the meeting, the directors present who are members of the committee shall choose one of their number to chair the meeting.

Committee Meetings

- 6.3** The members of a committee may meet and adjourn as they think proper.

Part 7 - Duties of Officers

Role of the president

- 7.1**
- (a) The president shall preside at all meetings of the Society and of the directors.
 - (b) The president is the chief executive officer of the Society and shall supervise the

other officers in the execution of their duties.

Role of vice-president

7.2 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

7.3 The secretary shall

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and directors;
- (c) keep minutes of all meetings of the Society and directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
- (e) maintain the register of members

7.4 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary of the meeting.

Role of treasurer

7.5 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.

7.6 A Director, other than the President, may hold more than one office.

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 money by seeking donations, grants or other fundraising efforts, raise or secure the payment or repayment of money in the manner they decide, and in particular, but without limiting the foregoing, by the issue of debentures.

8.2 No debenture shall be issued without the sanction 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- Auditor

9.1 (a) An annual audit is to be prepared each fiscal year to be presented to the Annual General Meeting.

(b) The position of auditor must be tendered every fifth year, but may, upon the

recommendation of the Finance Committee, be tendered sooner.

- 9.2 At each Annual General Meeting, the Society will appoint an auditor.
- 9.3 In the case of a vacancy in the position of auditor, the Board will appoint an auditor, such appointment to be approved at the next Annual General Meeting.
- 9.4 An auditor may be removed by ordinary resolution.
- 9.5 No director or employee of the Society shall be auditor.
- 9.6 The auditor may attend general meetings.

Part 10 - Society Endowment Funds

- 10.1 Any money placed in an endowment fund established by the Island Arts Centre Society will be held in perpetuity on behalf of the Society. Principal may be removed only by a three-quarter affirmative vote of the Board, ratified by three-quarters of those voting at the next general meeting of the members

Part 11 – Bylaws

- 11.1 These bylaws shall not be altered or added to except by special resolution.

Part 12 - Rules of Procedure

- 12.1 Wherever possible, the Board of Directors will refer to Robert’s Rules of Order Revised.

Part 13 – Dissolution

- 13.1 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in winding up shall be distributed to such charitable organization or organizations registered under the provisions of the Income Tax Act (Canada) as may be determined by the members of the Society at the time of winding up or dissolution. (This provision was previously unalterable).

As filed with the Registrar of Companies on August 4, 1989, with the additional section re: Dissolution filed March 1995; as amended and filed December, 2002; as amended and filed February 2004; as amended November 2004; amended January 2005; amended November 2005; amended November 2006; amended November 2010; amended November 23, 2016 to comply with provisions of the new BC Societies Act.