

Model Constitution	Current Constitution 1990, amended 2009	Suggested New
	CONSTITUTION	CONSTITUTION
<p>The society should prepare a version of its constitution that consists of nothing but the society’s existing name and purposes, word-for-word as they appear in the society’s constitution on file with the Corporate Registry.</p> <p>Any provisions of the existing constitution other than name and purposes must be relocated to the society’s bylaws.</p>	<p>1. The name of the Society is the VERNON AND DISTRICT PERFORMING ARTS CENTRE SOCIETY.</p>	<p>1. The name of the Society is the VERNON AND DISTRICT PERFORMING ARTS CENTRE SOCIETY.</p>
	<p>2. The purposes of the Society are:</p> <ul style="list-style-type: none"> a. To operate/enhance a theatre in a fiscally responsible manner for the benefit of the citizens of Greater Vernon b. To raise funds by way of public subscription, the obtaining of grants and financial assistance, and all such means as may be required to finance the operation and enhancement of the Performing Arts Centre, and c. To offer a series of 	<p>2. The purposes of the Society are:</p> <ul style="list-style-type: none"> a. To operate/enhance a theatre in a fiscally responsible manner for the benefit of the citizens of Greater Vernon b. To raise funds by way of public subscription, the obtaining of grants and financial assistance, and all such means as may be required to finance the operation and enhancement of the Performing Arts Centre, and c. To offer a series of performances and related

	<p>performances and related events for the purposes of educating artists and audiences and of advancing the public's understanding and appreciation of performing arts.</p>	<p>events for the purposes of educating artists and audiences and of advancing the public's understanding and appreciation of performing arts.</p>
	<p>3. The operations of the Society are charitable and shall be carried on without purpose of gain for its members, and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the members thereof, and any profits or other accretions to the Society shall be used for promoting its purposes. This provision is unalterable.</p>	<p>[moved to bylaws]</p>
	<p>4. In the event of the winding up and dissolution of the Society, any funds and assets of the Society after the satisfaction of its debts and liabilities shall be paid, transferred or delivered to such one or more charitable organizations in Canada concerned with arts and culture or organizations having purposes similar to those of this Society, as may be determined by the members of this Society at the</p>	<p>[moved to bylaws]</p>

	<p>time of winding up and dissolution; and in the event that effect can not be given to the aforesaid provisions, then such funds and assets shall be paid, transferred or delivered to another organization, provided however that such an organization be a registered charity recognised by Revenue Canada as being qualified as such under the provisions of the Income Tax Act of Canada in effect from time to time. This provision is unalterable.</p>	
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Model Bylaws	Old Bylaws	Suggested New
Bylaws of [INSERT NAME] (the "Society")	AS AMENDED IN 2009 BYLAWS	Bylaws of VERNON AND DISTRICT PERFORMING ARTS CENTRE SOCIETY (the "Society")
PART 1 – DEFINITIONS AND INTERPRETATION	PART 1 INTERPRETATION	PART 1 – DEFINITIONS AND INTERPRETATION
<p>Definitions</p> <p>1.1 In these Bylaws:</p> <p> "Act" means the <i>Societies Act</i> of British Columbia as amended from time to time;</p> <p> "Board" means the directors of the Society;</p> <p> "Bylaws" means these Bylaws as altered from time to time.</p>	<p>1.1 In these bylaws, unless the context otherwise requires,</p> <ul style="list-style-type: none"> • "Directors" means the directors of the Society for the time being. • "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it. • "Registered address" of a member means his address as recorded in the register of members. • "Special resolution" means: <ul style="list-style-type: none"> ○ A resolution passed in general meeting by a majority of not less than 75% of the votes of those members of the Society who, being entitled to do so, vote in person at such meeting; or ○ A resolution consented to in writing by every 	<p>Definitions</p> <p>1.1 In these Bylaws:</p> <p> "Act" means the <i>Societies Act</i> of British Columbia as amended from time to time;</p> <p> "Board" means the directors of the Society;</p> <p> "Bylaws" means these Bylaws as altered from time to time.</p>

	<p>member of the Society who would have been entitled to vote on and in person and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the Society.</p>	
<p>Definitions in Act apply</p> <p>1.2 The definitions in the Act apply to these Bylaws.</p>	<p>1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.</p> <p>1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.</p>	<p>Definitions in Act apply</p> <p>1.2 The definitions in the Act apply to these Bylaws.</p>
<p>Conflict with Act or regulations</p> <p>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.</p>		<p>Conflict with Act or regulations</p> <p>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.</p>
<p>PART 2 – MEMBERS</p>	<p>PART 2 MEMBERSHIP</p>	<p>PART 2 – MEMBERS</p>
<p>Application for membership</p> <p>2.1 A person may apply to the Board</p>	<p>Application for Membership</p> <p>2.1 The Society shall have two classes of membership, namely active members and</p>	<p>Application for membership</p> <p>2.1 A person may apply to the Board</p>

<p>for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.</p>	<p>honorary members. The honorary members shall be such persons as may from time to time be appointed by the Directors in recognition of service to the Society.</p> <p>2.2 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.</p> <p>2.3 A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.</p>	<p>for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.</p> <p>2.2 The Board may also appoint a person as an honorary member in recognition of service to the Society.</p>
<p>Duties of members</p> <p>2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.</p>	<p>Duties of Members</p> <p>2.4 Every member shall uphold the constitution and comply with these bylaws.</p> <p>2.5 Each member shall inform the Secretary or his or her designate in writing of his or her up-to-date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.</p>	<p>Duties of members</p> <p>2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.</p>
<p>Amount of membership dues</p> <p>2.3 The amount of the annual membership dues, if any, must be determined by the Board.</p>	<p>Membership Dues</p> <p>2.6 The amount of the first annual membership dues shall be determined by the Directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society.</p> <p>2.7 Honorary members shall not be liable to</p>	<p>Amount of membership dues</p> <p>2.3 The amount of the annual membership dues, if any, must be determined by the Board.</p>

	<p>pay any entrance or membership fee or be entitled to vote at any meeting of members of the Society, but shall be entitled to receive a notice of and attend at the annual meeting.</p>	
<p>Member not in good standing</p> <p>2.4 A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.</p>	<p>Cessation of Membership and Expulsion of Members</p> <p>2.8 A person shall cease to be a member of the Society.</p> <ul style="list-style-type: none"> 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, or b) his death or in the case of a corporation on dissolution, or c) on being expelled, or d) on having been a member not in good standing for 30 days. <p>2.9 A member may be expelled by a special resolution of the members passed at a general meeting.</p> <p>2.10 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.</p> <p>2.11 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.</p> <p>2.12 All members are in good standing except</p>	<p>Member not in good standing</p> <p>2.4 A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.</p>

	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 the debt remains unpaid.	
<p>Member not in good standing may not vote</p> <p>2.5 A voting member who is not in good standing</p> <ul style="list-style-type: none"> (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. 		<p>Member not in good standing may not vote</p> <p>2.5 A voting member who is not in good standing</p> <ul style="list-style-type: none"> (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.
<p>Termination of membership if member not in good standing</p> <p>2.6 A person’s membership in the Society is terminated if the person is not in good standing for 6 consecutive months.</p>		<p>Termination of membership if member not in good standing</p> <p>2.6 A person’s membership in the Society is terminated if the person is not in good standing for 6 consecutive months.</p>
<p>PART 3 – GENERAL MEETINGS OF MEMBERS</p>	<p>PART 3 MEETINGS OF MEMBERS</p>	<p>PART 3 – GENERAL MEETINGS OF MEMBERS</p>

<p>Time and place of general meeting</p> <p>3.1 A general meeting must be held at the time and place the Board determines.</p>	<p>3.1 General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.</p>	<p>Time and place of general meeting</p> <p>3.1 A general meeting must be held at the time and place the Board determines.</p>
<p>Ordinary business at general meeting</p> <p>3.2 At a general meeting, the following business is ordinary business:</p> <ul style="list-style-type: none"> (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. 	<p>3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.</p> <p>3.3 The directors may, whenever they think fit, convene an extraordinary general meeting.</p> <p>3.4 Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business.</p> <p>3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.</p> <p>3.6 The first annual general meeting of the Society shall be held not more than 15 months after the date of the incorporation and thereafter an annual general meeting shall be held at least once in every calendar</p>	<p>Ordinary business at general meeting</p> <p>3.2 At a general meeting, the following business is ordinary business:</p> <ul style="list-style-type: none"> (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.

	<p>year and not more than 15 months after the holding of the last preceding annual general meeting.</p>	
<p>Notice of special business</p> <p>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.</p>	<p style="text-align: center;">PART 4</p> <p style="text-align: center;">PROCEEDINGS AT GENERAL MEETINGS</p> <p>4.1 Special business is</p> <ul style="list-style-type: none"> (i) all business at an extraordinary general meeting except the adoption of rules of order, and (ii) all business that is transacted at an annual general meeting, except, <ul style="list-style-type: none"> a. the adoption of rules of order, b. the consideration of the financial statements, c. the report of the directors, d. the report of the auditor, if any, e. the election of directors, f. the appointment of the auditor, if required, and g. such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting. <p>[see 4.2 to 4.5 below]</p>	<p>Notice of special business</p> <p>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.</p>

<p>Chair of general meeting</p> <p>3.4 The following individual is entitled to preside as the chair of a general meeting:</p> <ul style="list-style-type: none"> (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, <ul style="list-style-type: none"> (i) the president, (ii) the vice-president, if the president is unable to preside as the chair, or (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair. 	<p>4.6 The President of the Society, the Vice-President, or in the absence of both, one of the other Directors present shall preside as chairperson of a general meeting.</p>	<p>Chair of general meeting</p> <p>3.4 The following individual is entitled to preside as the chair of a general meeting:</p> <ul style="list-style-type: none"> (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, <ul style="list-style-type: none"> (i) the president, (ii) the vice-president, if the president is unable to preside as the chair, or (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.
<p>Alternate chair of general meeting</p> <p>3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general</p>	<p>4.7 If at a general meeting</p> <p>(i) there is no President, Vice-President, or other Director present within 15</p>	<p>Alternate chair of general meeting</p> <p>3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general</p>

<p>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.</p>	<p>minutes after the time appointed for holding the meeting, or</p> <p>(ii) the President and all the other Directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.</p>	<p>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.</p>
<p>Quorum required</p> <p>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 of voting members is present.</p>	<p>4.2 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.</p>	<p>Quorum required</p> <p>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 of voting members is present.</p>
<p>Quorum for general meetings</p> <p>3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.</p>	<p>[4.3 – see below]</p> <p>4.4 A quorum is 9 members present or such greater number as the members may determine at a general meeting.</p>	<p>Quorum for general meetings</p> <p>3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.</p>
<p>Lack of quorum at commencement of meeting</p> <p>3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not</p>	<p>4.5 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, shall be terminated; but in any other case, it shall stand adjourned</p>	<p>Lack of quorum at commencement of meeting</p> <p>3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not</p>

<p>present,</p> <p>(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and</p> <p>(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.</p>	<p>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, providing there are at least nine members present.</p>	<p>present,</p> <p>(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and</p> <p>(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.</p>
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<p>If quorum ceases to be present</p> <p>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.</p>	<p>4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.</p>	<p>If quorum ceases to be present</p> <p>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.</p>
<p>Adjournments by chair</p> <p>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.</p>	<p>4.8 A general meeting may be adjourned from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p>	<p>Adjournments by chair</p> <p>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.</p>
<p>Notice of continuation of adjourned general meeting</p> <p>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</p>	<p>4.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.</p> <p>4.10 Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.</p>	<p>Notice of continuation of adjourned general meeting</p> <p>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</p>

<p>except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.</p>		<p>except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.</p>
	<p>4.11 No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.</p> <p>4.12 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.</p> <p>4.13 A member in good standing present at a meeting of members is entitled to one vote.</p>	
<p>Order of business at general meeting</p> <p>3.12 The order of business at a general meeting is as follows:</p> <ul style="list-style-type: none"> (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; 		<p>Order of business at general meeting</p> <p>3.12 The order of business at a general meeting is as follows:</p> <ul style="list-style-type: none"> (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;

<p>(e) deal with unfinished business from the last general meeting;</p> <p>(f) if the meeting is an annual general meeting,</p> <ul style="list-style-type: none">(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; <p>(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;</p> <p>(h) terminate the meeting.</p>		<p>(e) deal with unfinished business from the last general meeting;</p> <p>(f) if the meeting is an annual general meeting,</p> <ul style="list-style-type: none">(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; <p>(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;</p> <p>(h) terminate the meeting.</p>
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<p>Methods of voting</p> <p>3.13 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.</p>	<p>4.14 Voting is by show of hands.</p> <p>[4.15 see below]</p> <p>4.16 A corporate 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 shall be reckoned as a member for all purposes with respect to a meeting of the Society.</p>	<p>Methods of voting</p> <p>3.13 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.</p>
<p>Announcement of result</p> <p>3.14 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.</p>		<p>Announcement of result</p> <p>3.14 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.</p>
<p>Proxy voting not permitted</p> <p>3.15 Voting by proxy is not permitted.</p>	<p>4.15 Voting by proxy is not permitted.</p>	<p>Proxy voting not permitted</p> <p>3.15 Voting by proxy is not permitted.</p>
<p>Matters decided at general meeting by ordinary resolution</p> <p>3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the</p>	<p>[see definition in 1.1 (f)]</p>	<p>Matters decided at general meeting by ordinary resolution</p> <p>3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the</p>

<p>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.</p>		<p>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.</p>
<p>PART 4 – DIRECTORS</p>	<p>PART 5 DIRECTORS AND OFFICERS</p>	<p>PART 4 – DIRECTORS</p>
	<p>5.1 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of</p> <ul style="list-style-type: none"> a) all laws affecting the Society, b) these by-laws, and c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting. <p>5.2 No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.</p>	
<p>Number of directors on Board</p> <p>4.1 The Society must have no fewer than 3 and no more than 11</p>	<p>Number of Directors</p> <p>5.3 The number of directors shall be:</p> <ul style="list-style-type: none"> a) 9 elected Directors, or such greater number of elected Directors as may be 	<p>Number of directors on Board</p> <p>4.1 The Society must have no fewer than 3 and no more than 12 directors, with up to 10 being</p>

<p>directors.</p>	<p>determined from time to time at a general meeting;</p> <p>b) such other Directors to a maximum of 6 such Directors, as the elected Directors may appoint by ordinary resolution from time to time, such Directors to hold office for such length of time as the elected Directors shall determine.</p>	<p>elected directors.</p> <p>4.2 The City of Vernon and the Regional District of North Okanagan may each appoint one director.</p>
<p>Election or appointment of directors</p> <p>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.</p>	<p>Terms of Directors and Their Replacement</p> <p>5.4 At the first annual general meeting, all directors shall retire from office and the membership shall elect 5 Directors to serve a two year term and not less than 4 Directors to serve a one year term.</p> <p>5.5 Subject to the provisions of Bylaws 5.4, 5.8, 5.9, 5.10 and 5.12, a Director shall retire from office at the second annual general meeting following his or her election, when his or her successor shall be elected.</p> <p>5.6 Separate elections shall be held for each office to be filled.</p> <p>5.7 An election may be by acclamation, otherwise it shall be by ballot.</p> <p>5.8 If no successor is elected the person previously elected or appointed continues to hold office.</p> <p>5.9 The Directors may at any time and from</p>	<p>Election or appointment of directors</p> <p>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.</p>

	<p>time to time appoint a member as a Director to fill a vacancy in the Directors.</p> <p>5.10 A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.</p> <p>5.11 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 the 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 duly constituted, if a quorum of the Directors is present.</p>	
<p>Directors may fill casual vacancy on Board</p> <p>4.3 The Board may, at any time, appoint a member as 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.</p>		<p>Directors may fill casual vacancy on Board</p> <p>4.3 The Board may, at any time, appoint a member as 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.</p>

<p>Term of appointment of director filling casual vacancy</p> <p>4.4 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.</p>	<p>[see 5.5 above]</p> <p>Removal of Directors</p> <p>5.12 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.</p> <p>5.13 The Directors may by a two-thirds vote of Directors present remove a Director for any reason and appoint a replacement. A Director subject to a vote for removal must be given at least seven days written notice of such a meeting, and a brief description of the reason. He or she will also be given the opportunity to defend in person or by agent prior to the vote being taken at the meeting.</p> <p>[See below for 5.14 to 5.19]</p>	<p>Term of appointment of director</p> <p>4.4 A director elected to the Board ceases to be a director at the end of the second annual general meeting of the Society following their election. A director may be re-elected. [new]</p> <p>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.</p>
<p>PART 5 – DIRECTORS’ MEETINGS</p>	<p>PART 6 PROCEEDINGS OF DIRECTORS</p>	<p>PART 5 – DIRECTORS’ MEETINGS</p>
<p>Calling directors’ meeting</p> <p>5.1 A directors’ meeting may be called by the president or by any 2 other directors.</p>	<p>6.1 The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. (provided that such regulations are not inconsistent with the constitution of the Society and these By-laws). The meetings may be held in whole or in part, by telephone or other communications medium if all Directors</p>	<p>Calling directors’ meeting</p> <p>5.1 A directors’ meeting may be called by the president or by any 2 other directors.</p>

	<p>participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.</p>	
	<p>6.2 The President shall be chairperson of all meetings of the Directors; but if at any 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 number to be chairperson at that meeting.</p> <p>6.3 A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.</p> <p>In Camera Meetings</p> <p>6.4 The Directors and its Committees may hold meetings in camera. Every Director shall keep confidential information in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.</p> <p>Quorum</p> <p>6.5 The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be the lessor of 5 or one half of the Directors then in office.</p> <p>Resolutions in Writing</p>	

6.6 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.

Committees

6.7 The Directors may delegate such of their duties and powers as they may think fit from time to time to committees, such committees to consist of such persons as the Directors think fit.

6.8 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors.

6.9 Subject to directions of the Directors, the committee shall determine its own procedure.

6.10 The members of a committee may meet and adjourn as they think proper.

Executive Committee

6.11 One of the Committees of the Directors shall be the Executive Committee comprised of the President and other Directors selected by the Directors.

Leave of Absences

6.12 The Directors may grant a leave of absence to a Director or Officer on terms and conditions the directors consider advisable.

6.13 The Directors may appoint an acting

Director or Officer to fulfill the duties of the director or Officer given a leave of absence.

Miscellaneous Matters

6.14 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

6.15 A Director who may be absent temporarily may send or deliver to the address of the Society a waiver of notice in writing 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 meeting of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of Directors is present, be valid and effective.

6.16 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

6.17 In case of an equality of votes the chairperson does not have a second or casting vote.

6.18 No resolution proposed at a meeting of Directors or committee of Directors need be seconded

	<p>6.19 The chairperson of a meeting may move or propose a resolution.</p>	
<p>Notice of directors' meeting</p> <p>5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.</p>		<p>Notice of directors' meeting</p> <p>5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.</p>
<p>Proceedings valid despite omission to give notice</p> <p>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.</p>		<p>Proceedings valid despite omission to give notice</p> <p>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.</p>
<p>Conduct of directors' meetings</p> <p>5.4 The directors may regulate their meetings and proceedings as they think fit.</p>	<p>5.1 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of</p> <ul style="list-style-type: none"> (i) all laws affecting the Society, (ii) these by-laws, and (iii) rules, not being inconsistent with these by-laws, which are made from 	<p>Conduct of directors' meetings</p> <p>5.4 The directors may regulate their meetings and proceedings as they think fit.</p>

	<p>time to time by the Society in general meeting.</p> <p>5.1 No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.</p>	
<p>Quorum of directors</p> <p>5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.</p>	[See 6.5 above]	<p>Quorum of directors</p> <p>5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.</p>
PART 6 – BOARD POSITIONS	<p>PART 7 DUTIES OF DIRECTORS AND OFFICERS</p>	PART 6 – BOARD POSITIONS
<p>Election or appointment to Board positions</p> <p>6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:</p> <ul style="list-style-type: none"> (a) president; (b) vice-president; (c) secretary; (d) treasurer. 	<p>Officers</p> <p>5.14 The President, Vice-President, Secretary, Treasurer and one or more appointed upon incorporation or as determined by the members shall be the Officers of the Society and shall be elected at the annual general meeting.</p> <p>5.15 An Officer must be a Director and ceases to be an Officer when he or she ceases to be a Director.</p> <p>5.16 Officers shall serve for one Officer term, upon election.</p> <p>5.17 The Directors may at any time appoint a</p>	<p>Election or appointment to Board positions</p> <p>6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:</p> <ul style="list-style-type: none"> (a) president; (b) vice-president; (c) secretary; (d) treasurer.

	<p>director to fill any Officer vacancy.</p> <p>5.18 Any Officer so appointed shall serve the unexpired officer term of the Officer he or she is replacing.</p> <p>5.19 No Director shall be remunerated for being or acting as a Director but a director shall be reimbursed for all approved expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.</p>	
<p>Directors at large</p> <p>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.</p>		<p>Directors at large</p> <p>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.</p>
<p>Role of president</p> <p>6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.</p>	<p>7.1 The president shall preside at all meeting of the Society and of the directors.</p> <p>7.2 The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.</p>	<p>Role of president</p> <p>6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.</p>
<p>Role of vice-president</p> <p>6.4 The vice-president is the vice-chair of the Board and is responsible for</p>	<p>7.3 The vice-president shall carry out the duties of the president during his absence.</p>	<p>Role of vice-president</p> <p>6.4 The vice-president is the vice-chair of the Board and is responsible for</p>

<p>carrying out the duties of the president if the president is unable to act.</p>		<p>carrying out the duties of the president if the president is unable to act.</p>
<p>Role of secretary</p> <p>6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:</p> <ul style="list-style-type: none"> (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. 	<p>7.4 The Secretary shall</p> <ul style="list-style-type: none"> (i) conduct the correspondence of the Society, (ii) issue notices of meeting of the Society and directors, (iii) keep minutes of all meetings of the Society and directors, (iv) have custody of all records and documents of the Society except those required to be kept by the treasurer, (v) have custody of the common seal of the Society, and (vi) maintain the register of members. 	<p>Role of secretary</p> <p>6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:</p> <ul style="list-style-type: none"> (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.
<p>Absence of secretary from meeting</p> <p>6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as</p>	<p>7.8 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.</p>	<p>Absence of secretary from meeting</p> <p>6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as</p>

secretary at the meeting.		secretary at the meeting.
<p>Role of treasurer</p> <p>6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:</p> <ul style="list-style-type: none"> (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. 	<p>7.5 The treasurer shall</p> <ul style="list-style-type: none"> (i) keep such financial records, including books of account, as are necessary to comply with the Society Act, and (ii) render financial statements to the directors, members and others when required. 	<p>Role of treasurer</p> <p>6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:</p> <ul style="list-style-type: none"> (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.
	<p>7.6 The offices of the secretary and treasurer may be held by one person who shall be known as secretary-treasurer.</p> <p>7.7 When a secretary-treasurer holds office the total number of directors shall not be less than 5 or such greater number as may have been determined pursuant to By-law 5.4.</p>	
<p align="center">PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY</p>		<p align="center">PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY</p>

<p>Remuneration of directors</p> <p>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.</p>	<p>5.14 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all approved expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.</p>	<p>Remuneration of directors</p> <p>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.</p>
<p>Signing authority</p> <p>7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society</p> <ul style="list-style-type: none"> (a) by the president, together with one other director, (b) if the president is unable to provide a signature, by the vice-president together with one other director, (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society. 	<p style="text-align: center;">PART 8 SEAL</p> <p>8.1 The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.</p> <p>8.2 The common seal shall be affixed only in the presence of any two officers of the Society or by such other persons as may be authorized by resolution of the Directors from time to time.</p>	<p>Signing authority</p> <p>7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society</p> <ul style="list-style-type: none"> (a) by the president, together with one other director, (b) if the president is unable to provide a signature, by the vice-president together with one other director, (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

	<p style="text-align: center;">PART 9 BORROWING</p> <p>9.1 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 such manner as they decide and in particular but without limiting the generality of the forgoing, by the issue of debentures.</p> <p>9.2 No debenture shall be issued without the sanction of a special resolution.</p> <p>9.3 The members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.</p>	
	<p style="text-align: center;">PART 10 AUDITOR</p> <p>10.1 This Part applies only where the Society is required or has resolved to have an auditor.</p> <p>10.2 The first auditor shall be appointed by the directors, who shall also fill all vacancies occurring in the office of auditor.</p> <p>10.3 At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his</p>	

	<p>or her successor is elected at the next annual general meeting.</p> <p>a. An auditor may be removed by ordinary resolution.</p> <p>10.4 An auditor shall be informed forthwith in writing of appointment or removal.</p> <p>10.5 No Director and no employee of the Society shall be auditor.</p> <p>10.6 The auditor may attend general meetings.</p>	
	<p>PART 11</p> <p>INSPECTION OF DOCUMENTS BY MEMBERS</p>	
	<p>Inspection by Members</p> <p>11.1 The following documents shall not be open to inspection by members:</p> <ul style="list-style-type: none"> a) Documents designated by the Directors as confidential documents; b) Documents related to employees; c) Documents related to in-camera sessions of the Directors or Committee of the Directors. <p>11.2 A member wishing to inspect documents of the Society must give at least thirty days written notice to the Secretary of the Society setting out the specific documents to be inspected.</p>	

PART 12
NOTICES TO MEMBERS

12.1 A notice may be given to a member, either personally or by mail to him at his or her registered address.

12.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

12.3 A notice may also be given to a member by emailing it to an email address provided by the member or faxing to a number provided by the member.

12.4 A notice sent by email or fax shall be deemed to have been given on the second day following that on which the notice is sent by email or fax, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address or fax number provided by the member as required by these By-laws.

12.5 Notice of a general meeting shall be given to

- a) every member shown on the register of members on the day notice given, and

	<p>b) the auditor, if Part 10 applies.</p> <p>12.6 No other person is entitled to receive a notice of general meeting.</p>	
	<p style="text-align: center;">PART 13 BY-LAWS</p> <p>13.1 These by-laws shall not be altered or added to except by special resolution.</p> <p>13.2 After being admitted a member is entitled to a copy of the Constitution and By-laws upon paying the sum of \$5.00.</p>	
	<p>[transferred from 2009 Constitution, as required by Societies Act]</p>	<p style="text-align: center;">PART 8 – UNALTERABLE</p> <p>8.1 The purposes of the Society are charitable and shall be carried on without purpose of gain for its members, and no part of the Society shall be payable or otherwise available for the personal benefit of the members thereof, and any profits or other accretions to the Society shall be for promoting its purposes. This provision is unalterable.</p> <p>8.2 In the event of the winding up and</p>

		<p>dissolution of the Society, any funds and assets of the Society after the satisfaction of its debts and liabilities shall be paid, transferred or delivered to such one or more charitable organizations in Canada concerned with arts and culture or organizations having purposes similar to those of this Society, as may be determined by the members of this Society at the time of winding up and dissolution; and in the event that effect can not be given to the aforesaid provisions, then such funds and assets shall be paid, transferred or delivered to another organization, provided however that such an organization be a registered charity recognised by Revenue Canada as being qualified as such under the provisions of the Income Tax Act of Canada in effect from time to time. This provision is unalterable.</p>