

**"SOCIETIES ACT"**

**CONSTITUTION  
FOR**

**ARTS COUNCIL  
OF  
THE NORTH OKANAGAN**

The name of the society is Arts Council of the North Okanagan.

The purpose of the Society is to stimulate, encourage, support and develop the varied artistic and cultural projects and activities in the Greater Vernon area by performing the following activities:

- i. Strongly advocate on behalf of our members.
- ii. Enable/support all arts based initiatives
- iii. Accepting, managing, investing and pursuing funds and property of every kind for the ongoing operations and maintenance of the Council and its properties
- iv. Act as an ambassador/advocate on behalf of all community arts based initiatives.
- v. Increase and broaden the opportunities for all Greater Vernon citizens to embrace and participate in all levels of artistic activities.
- vi. Operate an Arts Centre providing affordable artistic programs that appeal to all age groups and demographic sectors that fill gaps in community programming

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# Bylaws

of

ARTS COUNCIL OF THE NORTH OKANAGAN (the "Society")

## 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” mean the directors of the Society;

“Bylaws” mean these Bylaws as altered from time to time.

“Council” mean the Society incorporated and known as the Arts Council of the North Okanagan

### 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 Membership in the Society shall consist of ordinary members and group members who support the objectives and mandates of the Council. A person may apply to the Board for membership in the Society, and a person, a family, or a business may become a member on the Board's acceptance of the application. An organization may become a group member on the Board's acceptance of the application.

## **Duties of members**

- 2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

## **Amount of membership dues**

- 2.3** The amount of the annual membership dues, if any, must be determined by the Board.
- 2.4** Membership dues are non-refundable.

## **Privileges**

- 2.5** Members are entitled to attend all general meetings, to speak to any question and to have one vote. They will be eligible to stand for election for office and to serve on subcommittees. They will receive all general correspondence. They will be entitled to examine the records and books of the Council.
- 2.6** A group member will vote by its representative of whose name the secretary has been notified in writing.
- 2.7** Where one person is both an ordinary member and also representative of a group member, he shall be entitled to express both his personal views and those of the group which he represents, and to vote in each capacity.

## **Member not in good standing**

- 2.8** 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.

## **Member not in good standing may not vote**

- 2.9** 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 If member not in good standing**

- 2.10** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.
- 2.11** A person shall cease to be a member of the Society
- a) by delivery of resignation in writing to the Secretary of the Society, or by mailing or delivering it to the address of the Society.
  - b) on 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 a period of thirty

consecutive days.

- 2.12 A member may be expelled by special resolution of the members passed at a general meeting.
- 2.13 Notice of the proposed special resolution for expulsion shall be sent to the member who is the subject of such resolution by registered mail at least two weeks prior to the meeting at which the resolution is to be voted upon. Such notice shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.14 The member 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.

## **Part 3 – General Meetings of Members**

### **Time and place of general meeting**

- 3.1 A general meeting must be held at the time and place the Board determines.

### **Ordinary business at general meeting**

- 3.2 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.

### **Notice of special business**

- 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.

### **Chair of general meeting**

- 3.4 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,

- (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.

### **Alternate chair of general meeting**

- 3.5** 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.

### **Quorum required**

- 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.

### **Quorum for general meetings**

- 3.7** The quorum for the transaction of business at a general meeting is 12 voting members.

### **Lack of quorum at commencement of meeting**

- 3.8** 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**

- 3.9** 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.

### **Adjournments by chair**

- 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.

## **Notice of continuation of adjourned general meeting**

**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 except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **Order of business at general meeting**

**3.12** 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**

**3.13** 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.

## **Announcement of result**

**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.

## **Proxy voting not permitted**

**3.15** Vote by proxy is not permitted.

## **Matters decided at general meeting by ordinary resolution**

**3.16** 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.

### **Annual General Meetings**

- 3.17** The annual general meeting of the Council shall be held during the month of January at such time and place as may be decided upon by the Board of Directors.
- 3.18** Not less than fourteen days' notice of the date of the annual general meeting shall be given to members.
- 3.19** The accidental omission to give notice of a meeting to, or the non-receipt by, any of the members entitled to receive notice, does not invalidate proceedings at that meeting.

## **Part 4 – Directors**

### **Number of Directors on Board**

- 4.1** There shall be a Board of Directors which will consist of:
  - a) officers consisting of a President, a Vice-President, a Secretary and a Treasurer all of whom shall be elected annually from among the Directors and the immediate Past President.
  - b) up to 9 directors elected from among ordinary and group members.
  - c) One additional non-voting director, who may, at the option of the Vernon City Council, is appointed by the Vernon City Council from among its members.

### **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** Any Officer or Director may be removed from his office by a special resolution of the Council.

### **Directors may fill casual vacancy on Board**

- 4.4** 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.

### **Term of appointment of director filling casual vacancy**

- 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.

## **Part 5 – Directors' Meetings**

### **Calling directors' meeting**

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.
- 5.2** Meetings of the Board of Directors shall be held monthly, if possible, but in any case not less frequently than quarterly.

### **Notice of directors' meeting**

- 5.3** 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**

- 5.4** 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.

### **Conduct of directors' meetings**

- 5.5** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

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

## **Part 6 – Board Positions**

### **Election or appointment to Board positions**

- 6.1** The executive officers will be decided upon by the successful candidates at a Board meeting to be held immediately following the conclusion of the annual general meeting. The executive members will be made public via the ACNO website and a notice posted at the Vernon Community Arts Centre.”
- 6.2** Nominations of persons for election to the Board of Directors may be made at any annual general meeting or at any extraordinary general meeting if one of the purposes for which the extraordinary meeting was called was the election of directors. In order to be eligible for election to the Board of Directors at any annual general meeting or extraordinary general meeting, persons must be nominated in accordance with one of the following procedures:

- (a) By or at the direction of the Board of Directors or an authorized officer, including pursuant to a notice of meeting; or
- (b) By any member (a “Nominating Member”)
  - (i) who, at the close of business on the date of the giving by the member of the notice provided for below in by-laws 6.3 and 6.4 is a member in good standing; and
  - (ii) who complies with the notice procedures set forth below in by-laws 6.3 to 6.7

**6.3** In addition to any other requirements under applicable law, for a nomination to be made by a member, the Nominating Member must give notice which is both timely (in accordance with 6.4 below) to the Secretary of the Council at the principal office of the Council.

**6.4** A Nominating Member’s notice to the Secretary of the Council will be deemed to be timely if:

(a) In the case of an annual general meeting, such notice is made not less than 30 days nor more than 65 days prior to the date of the annual general meeting; provided, however, that in the event that the annual general meeting is to be held on a date that is less than 50 days after the date (the “Notice Date”) on which the first announcement of the date of the annual general meeting is made, notice by the Nominating Member is made not later than the close of business on the tenth (10th) day following the Notice Date; and

(b) In the case of an extraordinary general meeting (which is not also an annual general meeting) called for

the purpose of electing directors (whether or not called for other purposes), such notice is made not less than the close of business on the 15th day following the day on which the first announcement of the date of the extraordinary general meeting was made.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement of this by-law.

**6.5** For greater certainty, the time periods for the giving of notice by a Nominating Member as aforesaid shall, in all cases, be determined based on the original date of the applicable annual general meeting or extraordinary general meeting, and in no event shall any adjournment or postponement of an annual general meeting or extraordinary general meeting or the announcement thereof commence a new time period for the giving of such notice.

**6.6** A Nominating Member’s notice to the Secretary of the Council will be deemed to be in proper form if as to each person whom the Nominating Member proposes to nominate for election as a director, such notice sets forth:

- (A) the name, age, business address and residential address of the person;
- (B) the principal occupation or employment of the person;

(C) confirms that the person is currently a member in good standing.

- 6.7** No person shall be eligible for election as a director of the Council unless nominated in accordance with the provisions of these By-Laws 6.2 to 6.8; provided, however, that nothing in these By-Laws shall be deemed to restrict or preclude discussion by a member (as distinct from the nomination of directors) at an annual general meeting or extraordinary general meeting of any matter that is properly brought before such meeting pursuant to the provisions of the Society Act or at the discretion of the Chairman of the meeting. The Chairman of the meeting shall have the power and duty to determine whether any nomination for election of a director was made in accordance with the procedures set forth in these By-Laws and, if any proposed nomination is not in compliance with such procedures, to declare such nomination defective and that it be disregarded.
- 6.8** Notwithstanding any other provision of these By-Laws, notice given to the Secretary of the Council pursuant to these By-Laws 6.2 to 6.8 may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Secretary of the Council for purposes of this By-Law) and shall be deemed to have been given and made only at the time it is served by personal delivery to the Secretary at the address of the principal offices of the Council, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Vernon time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.
- 6.9** An election may be by acclamation; otherwise it shall be by a show of hands.
- 6.10** If no successor is elected, the person previously elected or appointed, if willing, continues to hold office.
- 6.11** The Directors may at any time and from time to time appoint a member to fill a vacancy on the Board of Directors, but a Director so appointed holds office only until the conclusion of the next following annual general meeting of the Council, but is eligible for re-election at such meeting.

### **Directors at large**

- 6.12** 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.

### **Role of president**

- 6.13** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

- 6.14** 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**

- 6.15** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (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.

## **Absence of secretary from meeting**

- 6.16** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

## **Role of treasurer**

- 6.17** 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.

## **Terms of office**

- 6.18** Board members are elected for two year terms.
- 6.19** The Nominating committee nominates Board members for one and two year terms initially to establish the pattern of renewing 50% of the positions annually
- 6.20** Board members are elected for no more than four consecutive terms. With reference to a member elected for an initial one year term under section 6.19, the first and last of eight years shall be treated as one single term
- 6.21** Each term of office shall commence with the election of the holder of the office at the Annual General Meeting.

## **Part 7 – Remuneration of Directors and Signing Authority**

### **Remuneration of directors**

- 7.1** These Bylaws do not permit the Society to pay to director's 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.

### **Signing authority**

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (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.

## **Part 8 - FISCAL MATTERS**

### **General**

- 8.1** That the fiscal year shall be from the first day of October in each year to the 30th day of September in the succeeding year.
- 8.2** All books of accounts shall be open to inspection by any member in good standing on no fewer than seven days written notice.

### **Borrowing**

- 8.3** In order to carry out the purposes of the Council, the Directors may, on behalf of and in the name of the Council, 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 foregoing, by the issue of debentures.
- 8.4** No debenture shall be issued without the sanction of a special resolution.

### **Banking**

- 8.5** The bank account of the Council may be with a chartered bank, a credit union or a trust company.
- 8.6** All banking business of the Council shall be conducted in accordance with the

provisions of the Society Act.

- 8.7** The signing authorities for the Council's bank account shall be determined by the Directors from time to time.

## **Audit**

- 8.8** The Council shall, at each annual general meeting, appoint an auditor for the coming year and, where the Council sees fit, may waive such appointment, but, in such case, shall appoint an independent public accountant to conduct a review of the Council's financial statements.
- 8.9** The Auditor/Accountant shall prepare a report for the fiscal year and deliver it to the Treasurer within 60 days of the close of the fiscal year.
- 8.10** The Directors may remove the Auditor/Accountant or fill any vacancies occurring in the office of the Auditor/Accountant by ordinary resolution.
- 8.11** No Director and no employee of the Council shall be Auditor/Accountant
- 8.12** The Auditor/Accountant may attend general meetings.

## **Part 9 - Seal**

- 9.1** The Directors may provide a common seal for the Council, and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 9.2** The common seal of the Council is to be in the possession of the Secretary, and may be used only as authorized by the Directors.

## **Part 10 - Constitution and Bylaws**

- 10.1** Amendments to the Constitution shall be effected only by a special resolution passed by the Council and with the approval of the Registrar of Companies.
- 10.2** Amendments to the By-laws shall be effected only by a special resolution passed by a quorum of the Council.

## **Part 11 - Notices**

- 11.1** Unless otherwise provided by the Directors, all notices required to be given under the By-laws shall be sufficient if published in the Council's Bulletin which shall be sent to each member of the Council in good standing.

- 11.2** Notice of a General Meeting shall be in writing and shall be given not less than fourteen (14) days from the date set for the General Meeting.
- 11.3** Written notice of any amendments to the Constitution of Bylaws shall be sent to members of the Council in good standing in accordance with the By-Laws.

## **Part 12 - Dissolution to Constitution**

- 12.1** 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 the winding up shall be distributed to such charitable organization or organizations registered under the provision of the Income Tax Act (Canada) as determined by the members of the Society at the time of winding up or dissolution. This provision was previously unalterable.
- 12.2** the Society, which received charitable gaming funds from licensed charitable gaming and/or direct charitable access, at any time dissolve or cease to exist, have any and all gaming monies or assets purchased with gaming funds held at the date of dissolution or cessation of existence these/they shall be distributed by the Society to:
- a) a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution.

OR

- b) such charitable organization or organizations in British Columbia having a similar charitable purpose.

This provision was previously unalterable.

- 12.3** The Society will provide its undertaking, by delivery of a copy of this resolution to the Gaming Policy and Enforcement Branch. The Society will abide by the limits on the application of its assets on dissolution as provided herein.
- 12.4** The Council operates as a not-for-profit society in the Regional District of the North Okanagan (RDNO). This provision was previously unalterable.

## **Part 13 - Indemnification**

- 13.1** Every director or officer of the Society and his executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Society, from and against:
- a) All costs, charges and expenses whatsoever that the director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution, in good faith, of the duties of his office or in respect of any such liability;
  - b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default. The Society shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Society