

**CONSTITUTION
of the
West Shore Arts Council**

1. The name of the Society is the WEST SHORE ARTS COUNCIL.
2. The purposes of the Society are
 - (a) to encourage creative participation and excellence in the arts, culture and heritage,
 - (b) to act as a resource centre for information pertaining to the arts, culture and heritage, and
 - (c) to promote and to foster public interest, appreciation and understanding of the arts, culture and heritage through educational programming, appropriate displays and public exhibitions.

BYLAWS of the WEST SHORE ARTS COUNCIL

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PART 1– DEFINITIONS

Definitions

- 1.01 (1) In these bylaws, unless the context requires otherwise:
 - “**Executive**” means the President, Vice-President, Secretary and Treasurer;
 - “**member**” means an individual who or group that is admitted to membership in the Society under these bylaws, and “**member group**” includes a business;
 - “**Society**” means West Shore Arts Council.
- (2) The definitions in the *Societies Act* apply to these bylaws.

PART 2 – MEMBERSHIP

Eligibility for membership

- 2.01 (1) Any
 - (a) individual who, or
 - (b) group of individuals thatsubscribes to the objectives and purposes of the Society may apply for membership in the Society.
- (2) The board reserves the right to accept or refuse applications for membership.

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Cessation of membership

- 2.02** (1) A member ceases to be a member
- (a) on submitting to the Secretary their written resignation from membership,
 - (b) if their membership is cancelled under subsection (2) or (3) or Bylaw 3.04, or
 - (c) if the board determines that the person has acted in a manner detrimental to the objectives and reputation of the Society.
- (2) If a member's conduct is deemed detrimental to the interests of the Society under subsection (1) (c), the board, after consultation with the member and by a unanimous vote, may expel the member, it being understood that reinstatement, on appeal of the member, is possible by a 2/3 majority vote of members present at a general meeting.
- (3) The members may, by a 2/3 majority vote of those present at a general meeting, cancel any person's or group's membership.

PART 3 – MEMBERSHIP DUES

Membership dues

- 3.01** The directors must determine the annual membership dues and recommend any changes to the members for ratification at the Annual General Meeting.

Dues may be waived

- 3.02** A majority of the directors may waive the dues for any member.

Member in good standing

- 3.03** A member whose dues are paid up-to-date must be considered to be in good standing and is eligible to vote.

Non-payment of dues

- 3.04** If a member's dues are more than 3 months overdue, that member's membership must be considered to be cancelled.

PART 4 – MEETINGS OF MEMBERS

Annual General Meeting

- 4.01** The Annual General Meeting of the Society must be held at such time and place each year as the Executive decides.

Special General Meetings

- 4.02** (1) Special General Meetings of the Society may be called at any time by a majority decision of the directors.
- (2) A Special General Meeting may be requisitioned at any time by 10% or more of the voting members of the Society by delivering a notice in writing to the Secretary.
- (3) A notice described in subsection (2) must specify the purpose of the meeting and be signed by the members requesting the meeting.
- (4) In the case of member groups, one representative must sign on behalf of the group.

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- (5) On receipt of a notice described in subsection (2), the Executive must call a Special General Meeting of the Society in accordance with bylaw 4.03.

Notice of meeting

- 4.03** Special General Meetings of the Society must be called, by one of the following methods, at least 14 days before the date of the meeting:
- (a) by email to all members who have current email addresses registered with the Society;
 - (b) by notice given in person;
 - (c) by written notice mailed to all other members, postage prepaid.

Entitlement to vote

- 4.04** (1) Each
- (a) member in good standing who is present, and
 - (b) member group in good standing that is represented at a general meeting is entitled to vote.
- (2) Each member group must delegate its right to vote to one of its members, who may vote on the group's behalf.
- (3) The person chairing the meeting may vote but does not have a second or casting vote.

Quorum

- 4.05** (1) The quorum for meetings is as follows:
- (a) at all general meetings or Special General Meetings, four members in good standing;
 - (b) at all meetings of the Executive, three Executive directors;
 - (c) at any meetings of the board of directors, three directors in good standing.
- (2) The directors may set the quorum for board meetings from time to time as they see fit, but it must not at any time be fewer than 3 directors.
- (3) Despite subsection (1), if the number of Executive or board members falls below the minimum set out in these bylaws, the necessary business of the Society may continue to be transacted.

PART 5 – DIRECTORS AND EXECUTIVE

Election of directors

- 5.01** (1) Any member in good standing may nominate any other member in good standing to stand for directorship.
- (2) A member must be elected to directorship by a majority of votes of the members in accordance with bylaw 5.11.

Number of directors

- 5.02** (1) There must be no fewer than five directors, including the Executive.
- (2) The board may determine a maximum number of directors at its discretion.

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Term of office

- 5.03** (1) Directors are elected for two-year terms, and may be re-elected at the end of their terms.
- (2) Subject to subsection (3), an Executive director must not remain in his or her position for more than six consecutive years, but may be re-elected to different positions or as a non-Executive director.
- (3) If no other member is able or willing to assume the position, and if the Executive director desires to do so, he or she may remain in the same position until such time as a successor is appointed or elected.

Cessation of directorship

- 5.04** (1) A person ceases to be a director
- (a) on submitting to the board of directors his or her written notice of resignation from membership or directorship, or
 - (b) if his or her membership is cancelled under subsection (2) or (3) or bylaw 2.02 or 3.04.
- (2) Despite subsection (3), if
- (a) a director ceases to be a member of the Society, or
 - (b) fails to attend 3 consecutive regular meetings of the board without giving valid reasons acceptable to the remaining directors,
- the board may, at its next subsequent regular meeting, remove that director from the board.
- (3) The members may, by a 2/3 majority vote of those present at a general meeting, revoke any director's status as director.

Vacancies on the board

- 5.05** (1) If there is a vacancy on the board, the position may be filled by election at the next Annual General Meeting.
- (2) If insufficient positions are filled by election, the board members may in their discretion appoint additional directors they consider necessary, and those appointees will hold office until the following Annual General Meeting, when such appointments must be confirmed by majority vote of the members.
- (3) If a director cannot complete his or her term of office, or is removed from office for any reason, a successor may be appointed by the board until the next Annual General Meeting, when the appointment must be confirmed by majority vote of the members.
- (4) Additional directors may be appointed at the discretion of the board if the proposed appointees have experience or skills considered to be of value to the Society, but such appointments must be confirmed by majority vote of members at the next Annual General Meeting.
- (5) If an Executive position becomes vacant and is filled
- (a) by appointment of an existing director,
 - (i) the appointment to the Executive position must be confirmed by majority vote of members at the next Annual General Meeting, or
 - (ii) the Executive position may be filled by another member under subsection (1), or

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- (b) by appointment under subsection (2), the appointee must stand for election at the next Annual General Meeting as if the position were vacant under subsection (1).
- (6) An appointee who is not present when appointed must have previously consented in writing to act as a director.

Power to act for Society

- 5.06** (1) The board of directors of the Society has full authority to act on behalf of the Society in all matters.
- (2) No director may make a commitment on behalf of the Society without having acquired the agreement of a majority of the directors by recorded vote.

Executive decisions

- 5.07** The Executive may make decisions, or initiate actions on urgent matters that cannot wait until the next board meeting, but must inform the board of all decisions so made or actions so initiated at the next board meeting.

Chairing meetings

- 5.08** (1) In the President's absence, the Vice-President must preside at all meetings of the Society.
- (2) In the event that the President and Vice-President are absent, the other members present at the meeting must elect a person from amongst themselves to preside at that meeting.

Responsibilities of directors

- 5.09** The board may determine duties of the directors by agreement amongst themselves.

Appointment of committees

- 5.10** (1) The directors may appoint such committees from amongst themselves or the members from time to time as they consider necessary or desirable.
- (2) Any person who is willing and, in the opinion of the directors, suitable to act on a committee may be appointed by the directors to such committee whether or not the person is a director of the Society.
- (3) Committees are subject to the control of the directors and must conform to any guidelines that may be from time to time established by the directors.
- (4) The directors may at any time dissolve or terminate any appointment to a committee.
- (5) The President of the Society is an ex-officio member of all committees.

Elections

- 5.11** (1) Not later than 14 days prior to the date of the Annual General Meeting, a notice of the slate of nominees must be mailed or emailed to each member and member group of the Society.
- (2) Nominations from the floor may be accepted under the following conditions:
 - (a) a member may nominate any other member, with that member's agreement;
 - (b) the nomination must be seconded by another member present at the meeting;
 - (c) if a member wishes to nominate himself or herself, the nomination must be seconded by another member present at the meeting.
- (3) A nominee who is not present at the election must have previously consented in writing to act as a director.

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- (4) If there are no more nominations than there are vacancies in the board, those nominees must be acclaimed.
- (5) If there are more nominations for the board than the number of vacancies, the procedure for voting at the Annual General Meeting must be as follows:
 - (a) a ballot must be given to each member who is eligible to vote;
 - (b) each member may vote for no more than the number of vacancies on the board;
 - (c) the ballots must be counted and the results promptly communicated to the nominees and to the board;
 - (d) candidates will be deemed to be elected in order of the most votes received;
 - (e) if there is a tie for the final position the election for that position will be decided by the tied candidates drawing lots.
- (6) The directors elected or acclaimed under this section will take office at the end of the Annual General Meeting.
- (7) Proxy voting for directors is not permitted.

PART 6 – RECORDS AND REPORTS

Minutes and non-financial records

6.01 The Secretary is responsible for

- (a) the preparation and custody of the minutes of all meetings and the non-financial records of the Society, and
- (b) ensuring that the annual report is filed.

Financial records

6.02 The directors must cause true accounts to be kept of

- (a) all sums of money received and expended and all matters in respect of which the receipts and expenditures took place,
- (b) all assets and liabilities, and
- (c) all other transactions affecting the financial position of the Society.

Financial report to Society

- 6.03** (1) The Treasurer is responsible for the financial records of the Society and must present a report following the end of each fiscal year and at such other times as the directors or the members may require.
- (2) The Treasurer must present to the members of the Society, at each Annual General Meeting, a financial statement containing a balance sheet and a statement of income and expenditures of the Society in respect of the preceding fiscal year.

Inspection of records of Society

- 6.04** (1) All financial records must be available to the members and such information must be provided in a format that ensures complete and easy tracking of all income and expenditures, both by source of funds and on a project-by-project basis.

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- (2) Any member may apply in writing to the board to inspect the books and records of the Society, and such books and records must not be unreasonably withheld from such inspection.

PART 7 – GENERAL

Area of operations

- 7.01** The operations of the Society are to be chiefly carried on in the area now known as the Westshore, comprising the Cities of Colwood and Langford, the Municipality of Metchosin, the District of Highlands and the Town of View Royal on the Southern portion of Vancouver Island, British Columbia.

Majority for special resolution

- 7.02** The majority necessary for the passing of a special resolution of the Society is 2/3 of those members present at a duly constituted meeting called for the purpose of considering such resolution.

Fiscal year

- 7.03** The fiscal year of the Society must terminate at such time as the board determines.

Examination of accounts by independent reviewer

- 7.04** The accounts of the Society, as prepared by the Society's Treasurer, must be examined at least once in every fiscal year by a person or persons independent of the Society who must prepare a financial report based on the results of that examination.

No gain for members or directors

- 7.05** (1) Directors must not be paid or compensated for acting as directors, but may be reimbursed for proper out-of-pocket expenses incurred on Society business.
- (2) The purposes of the Society must be carried out without the intent of gain for its members, and any profits or other accretions to the Society must be used for promoting its purposes.
- (3) Despite subsections (1) and (2), the board may resolve to compensate a member or director for work on a particular project or event, if that work is beyond what would normally be expected of a member or director.

Society may join other similar societies

- 7.06** The Society may subscribe to, become a member of, and cooperate with any other society, corporation or association which has similar purposes or objectives.

Robert's Rules of Order

- 7.07** If any situation arises which is not covered by these bylaws, the Society must rely on the latest available edition of Robert's Rules of Order.

PART 8 – INVESTMENT AND DISPOSITION OF FUNDS

Investment of funds

- 8.01** The funds of the Society not required for immediate use may be kept on deposit in a bank or credit union, and may be invested in such manner as the board of directors from time to time

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determines, provided that such bank or credit union is insured under the Canada Deposit Insurance Corporation.

PART 9 – AMENDMENT OF BYLAWS

Amendment of bylaws

- 9.01** These bylaws may be amended only by special resolution passed by 2/3 of the members of the Society present at a meeting of which due notice has been given under bylaw 4.03.

PART 10 – CHARITABLE STATUS, DONATIONS AND BEQUESTS

Charitable status

- 10.01** The directors may determine to make application to the Minister of National Revenue for registration of the Society as a registered charity within the meaning of the *Income Tax Act* (Canada).

Refusal of donations, etc.

- 10.02** The Society may refuse to accept any donations, contributions, gifts or bequests of any kind whatsoever at the sole discretion of the board of directors.

Long term gifts

- 10.03** (1) The Society may accept long-term gifts from donors, the income from which would be distributed at the discretion of the board of directors, unless the wishes of the donor are specified, subject in all cases to the provisions of the *Income Tax Act* (Canada).
- (2) The board must endeavour to obtain a clear written agreement with the donor as to
- (a) the intended use of the funds or other property, and
 - (b) a process to allow for amending the agreement if the board or the donor feels such amendment is desirable.
- (3) If the wishes of a donor for the long-term use of a donation become incompatible with the Society's purposes, the board may divert those funds or other property to another purpose and is not bound by the wishes of any donor if such wishes are, at the time of the gift, or at a future time, inimical to the purposes of the Society or in contravention of any federal, provincial or local law.

Trust fund or other account may be established

- 10.04** Unless otherwise specified by a donor, the Society may establish an account in a bank, trust company or credit union for the purposes of facilitating investment of funds received.

Bequests, donations, etc.

- 10.05** For the attainment of the objectives, the Society may acquire, accept, solicit or receive by purchase, lease, contract, donation, legacy, gift, grant, bequest, or otherwise, any kind of real or personal property, or materials or equipment.

PART 11 – DISSOLUTION AND AMALGAMATION

Dissolution

- 11.01** (1) A special resolution to dissolve the society must be passed by 2/3 of the members present at a Special General Meeting of which due notice has been given under bylaw 4.03.
- (2) If the special resolution under subsection (1) results in the winding up and dissolution of the society, the directors in office at the time of dissolution
- (a) are responsible to the members for preparing a complete and accurate accounting of the society's assets and liabilities,
 - (b) must, as soon as practicable, pay any outstanding debts from Society funds, and
 - (c) must comply with any other requirements required under Part 10 of the *Societies Act*.
- (3) On dissolution of the Society, all funds of the Society remaining after the satisfaction of its debts and liabilities must be given or transferred to an organization or organizations promoting interest in the arts that the board of directors selects.

Amalgamation

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