



*The Canadian Heritage Arts Society*

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# THE CANADIAN HERITAGE ARTS SOCIETY

## BYLAWS

### **PART 1 – DEFINITIONS**

#### **Definitions**

- 1.1** In these Bylaws, unless the context otherwise requires:
- a) "Act" means the Societies Act of British Columbia as amended from time to time;
  - b) "Alumni" means individuals awarded a certificate or diploma from a program of the College;
  - c) "Board" means the Board of Directors of the Society;
  - d) "Bylaws" means these Bylaws as altered from time to time;
  - e) "Co-Founders" means Janis Dunning and Jacques Lemay;
  - f) "College" means the Canadian College of Performing Arts;
  - g) "Directors" means members of the Board of the Society;
  - h) "Honorary Board Members" means individuals appointed as Honorary Board Members of the Society, whether appointed under Bylaw 15.1 or prior to the enactment of that Bylaw;
  - i) "Managing Director" means the person appointed to have overall responsibility for the day-to-day activities of the Society and the College under Bylaw 5.1 a), whatever their position title;
  - j) "Members" means the members of the Society consisting of the Voting Members and the Non-Voting Members;
  - k) "Non-Voting Members" means those members of the Society described in Bylaw 2.5;
  - l) "Registrar" means the individual appointed as the Registrar of Companies under section 400 of the Business Corporations Act;
  - m) "Society" means The Canadian Heritage Arts Society; and
  - n) "Voting Members" means those members of the Society described in Bylaw 2.4.

#### **Definitions in the Act apply**

- 1.2** The definitions in Part 1 Section 1 of 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**

### **Membership divided into two classes**

- 2.1** Membership in the Society is divided into two classes: Voting Members and Non-Voting Members.
- 2.2** Subject to Bylaw 2.10, Voting Members have the right to vote at general meetings on, and to give written consent to, members' resolutions.
- 2.3** Non-Voting Members do not have the right to vote at general meetings on, or give written consent to, members' resolutions. However, they are entitled to:
- a) receive all notices and other information as may be required by these Bylaws or the Act to be sent to Members; and
  - b) attend general meetings.
- 2.4** The Voting Members will consist of:
- a) the Directors;
  - b) the Honorary Board Members;
  - c) the Co-Founders;
  - d) individuals who have been Alumni for less than two years;
  - e) individuals who have made financial donations to the Society or College in either the then current, or immediately previous, financial year of the Society that, in aggregate for the year, are equal to or exceed an amount set by the Directors for donors to become Voting Members; and
  - f) persons who have applied to the Board to be Voting Members and had their applications approved by the Board.
- 2.5** The Non-Voting Members will consist of:
- a) students at the College;

- b) faculty at the College;
- c) employees of the Society; and
- d) individuals who have been Alumni for two or more years unless they are also Voting Members.

### **Register of Members**

**2.6** The Society will maintain a register of Members with the following details:

- a) Each Member's full name and address as provided by the Member;
- b) The date on which the person became a Member;
- c) The date on which the person ceases to be a Member; and
- d) Whether the person is a Voting Member or a Non-Voting Member.

### **Duties of Members**

**2.7** Every Member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of annual membership dues for Voting Members**

**2.8** The amount of the annual membership dues for Voting Members, if any, must be determined by the Board. In determining such dues, the Board may set different dues for different classes of persons and may exempt classes of persons from payment of the dues.

### **No annual membership dues for Non-Voting Members**

**2.9** There will no membership dues for Non-Voting Members.

### **Voting Member not in good standing**

**2.10** A Voting Member is not in good standing if the Voting Member fails to pay the annual membership dues, if any, payable by the Voting Member, and the Voting Member is not in good standing for so long as those dues remain unpaid.

A Voting Member who is not in good standing may not vote at a general meeting on, or give written consent to, a members' resolution.

### **Termination of Membership**

**2.11** A person will cease to be a Member:

- a) on ceasing to hold the office, have the status, or meet the conditions, that entitles the person to be a Member unless otherwise entitled to be a Member;

- b) by submitting a letter of resignation to the Secretary of the Society or the address of the Society;
- c) on death; or
- d) on being expelled.

**2.12** A Member may be expelled by a special resolution approved by the Voting Members at a general meeting. The notice of a special resolution for expulsion must be accompanied by a brief statement of cause. The subject of the resolution for expulsion must have an opportunity to be heard at the general meeting before the matter is put to 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 and in accordance with the Act.

Every general meeting other than an annual general meeting is an extraordinary general meeting. The Directors may, whenever they think fit, convene an extraordinary general meeting.

**3.2** The annual general meeting of the Society must be held in each calendar year and not more than fifteen (15) months after the preceding annual general meeting.

#### **Notice of a general meeting**

**3.3** Notice of a general meeting must:

- a) specify the place, day, and hour of the meeting;
- b) 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; and
- c) include the text of any special resolution to be submitted to the meeting (Sec. 78 of the Act).

#### **Notice to Members**

**3.4** Notice must be given to every Member and to the auditor; no other person is entitled to receive notice of a general meeting.

- a) Notice must be given in writing and sent by email to each Member who has provided an email address, at least fourteen (14) days, but not more than sixty (60) days, before the designated date.

- b) A notice sent by email will be deemed to have been given on the day that it is sent.
- c) Notice must be posted on the website of the Society, if the website is accessible to all Members of the Society, at least twenty-one (21) days before the meeting.
- d) A notice posted on the website is deemed to have been given on the third (3rd) day following the day on which the notice is posted on the website.
- e) 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.

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

**3.5** 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 required;
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

### **Voting Members' proposals for an Annual General Meeting**

**3.6** Voting Members may propose an item for consideration at an annual general meeting if 5% of the Voting Members sign the proposal. (Section 81 of the Act)

### **Requisition of General Meeting**

**3.7** Voting Members may requisition the Directors to call a general meeting for the purposes stated if 10% of the Voting Members sign the requisition. (Section 75 of the Act)

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

**3.8** 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.

### **Filing the Annual Report**

- 3.9** Within thirty days after the annual general meeting, the Society will file with the Registrar, an annual report that includes the date on which the meeting was held.

### **Chair of general meeting**

- 3.10** The Chair of the Board of the Society or, in their absence the Vice-chair, or one of the other Directors present, will preside as chair of a general meeting.

### **Quorum required**

- 3.11** 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**

- 3.12** The quorum for the transaction of business at a general meeting is ten (10) Voting Members.

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

- 3.13** 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 Voting 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**

**3.14** 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**

**3.15** 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**

**3.16** 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 ten (10) days or more, notice of the continuation of the adjourned meeting must be given.

## **PART 4 - VOTING**

### **Voting at a general meeting**

**4.1** No resolution proposed at a general meeting need be seconded and the chair of a meeting may move or propose a resolution.

**4.2** In the case of tied vote, the chair will not have a casting or second vote in addition to the vote to which he or she may be entitled as a Voting Member and the proposed resolution will not pass.

**4.3** 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. If, before or after such a vote, two (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.

- a) Each Voting Member in good standing present at a general meeting is entitled to one (1) vote.
- b) Voting by proxy is not permitted.

**4.4** The voting thresholds will be:

- a) for an ordinary resolution: a simple majority of the votes cast by the Voting Members present;
- b) for a special resolution: two-thirds (2/3) of the votes cast by the Voting Members present.

**Announcement of result**

**4.5** 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.

**PART 5 – BOARD OF DIRECTORS**

The Directors may exercise all of the powers and do all the acts and things that the Society may exercise but subject to:

- a) all laws affecting the Society;
- b) these bylaws; and
- c) rules, compliant with these bylaws, which are made from time to time by the Society in general meeting.

**Functions of the Board of Directors**

**5.1** The Board of Directors of the Society will:

- a) appoint an individual to have overall responsibility for the day-to-day activities of the Society and the College under the general supervision of the Board, whose position title may be "Managing Director" or another title approved by the Board;
- b) fix the terms of engagement for the individual appointed under Bylaw 5.1a);
- c) be responsible for the management, administration and control of the property, revenue, business, and affairs of the College and the Society;
- d) review and approve an annual budget for the Society;
- e) establish operational policies for the College and the Society within which the administration of the College and the Society will operate;

- f) monitor the execution of policies through a variety of formal and informal reports from the administration on the affairs of the College and the Society; and
- g) ensure that the College and the Society are well managed and that procedures are in place to review all aspects of the operation of the College and the Society with a view to increasing quality and fulfilling the mandate of the College and the Society.

### **Duties of Directors**

- 5.2** A Director, when exercising the powers and functions of the Society and always with a view to the purposes of the Society, must:
- a) act honestly and in good faith with a view to the best interests of the Society;
  - b) exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances; and
  - c) act in accordance with the Act, the Regulations of the Act, and these Bylaws.

### **Directors' Liability**

- 5.3** Details of Directors' liability are outlined in Sections 59 and 60 of the Act.
- 5.4** The Society will maintain Directors' and Officers' liability insurance.

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

- 5.5** The Society must have no fewer than 5 and no more than 15 Directors.

### **Election or appointment of Directors**

- 5.6** At each annual general meeting, the Voting Members present must elect or appoint Directors to the Board.
- 5.7** Directors will be elected or appointed to serve terms of 1, 2, or 3 years such that the completion of terms is staggered and the continuity of service to the Board is protected.
- 5.8** Directors are eligible for re-election but may not serve for more than 6 consecutive years.
- 5.9** The Managing Director of the College may not serve as a Director on the Board of the Society. However, the Managing Director attends Board meetings as a resource for the Directors.

- 5.10** An individual who is elected or appointed to the Board must provide consent to be a Director of the Society in writing. (Section 42 (4) (a) of the Act)
- 5.11** When there is a change of Directors, or the address of a Director, the Society must file the change with the Registrar. If the change occurs at the annual general meeting, the notice of change may be filed as part of the annual report. (Section 51 of the Act)

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

- 5.12** The Directors may at any time and from time to time appoint a person as a Director to fill a vacancy on the Board.
- A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-appointment or election at that meeting.

## **PART 6 – DIRECTORS’ MEETINGS**

### **Calling Directors’ meeting**

- 6.1** A Directors’ meeting may be called by the Chair of the Board or by any 2 other Directors.

### **Notice of Directors’ meeting**

- 6.2** Notice of a Directors’ meeting must be given in writing by text, email, or facsimile.
- 6.3** At least 2 days’ notice of a meeting must be given unless all the Directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 6.4** 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**

- 6.5** The Directors may regulate their meetings and proceedings as they think fit.
- 6.6** The quorum for the transaction of business at a Directors’ meeting is a majority of the Directors.
- 6.7** The Board Chair will be chair of all meetings of the Directors, but if at a meeting the Board Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the Board Vice-chair will act as chair. If neither is present, the Directors present may choose

one of their number to act as chair of that meeting.

- 6.8** Questions arising at a meeting of Directors will be decided by a majority of votes.
- 6.9** In the case of a tied vote, the chair will not have a casting or second vote and the question will not pass.
- 6.10** No resolution proposed at a meeting of Directors need be seconded and the chair may move or propose a resolution.
- 6.11** The Directors may, as they see fit, delegate any, but not all, of their powers to one or more committees.
- 6.12** A resolution in writing, signed by at least 75% of the Directors, submitted for approval to all Directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board. For the purposes of this Bylaw 6.12, a Director will be considered to have signed a resolution if an e-mail communication is received by the Secretary from the email address specified by the Director for communications with the Society indicating the Director's assent to the resolution.
- 6.13** The Board or any committee of the Board may conduct a meeting in whole or in part by telephone conference call or a similar communication device or other electronic communication method, and take a vote by means of a telephone poll or electronic poll, provided all participants are able to communicate with each other contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location.

## **PART 7 – BOARD OFFICER POSITIONS**

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

- 7.1** The Directors must elect or appoint, from their members, individuals to hold the following Board officer positions:
- (a) Chair;
  - (b) Vice-chair;
  - (c) Secretary;
  - (d) Treasurer.
- A Director, other than the Chair, may hold more than one position.

### **Chair of the Board**

**7.2** The Board Chair is the chief executive officer of the Society and will supervise the other Board officers in the execution of their duties.

The Chair will preside at all meetings of the Society and of the Directors.

### **Vice-chair of the Board**

**7.3** The Board Vice-chair will carry out the duties of the Chair during any absence of the Chair.

### **The Secretary**

**7.4** The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) conducting the correspondence of the Society;
- b) issuing notices of meetings of the Society and the Directors;
- c) keeping minutes of all meetings of the Society and the Directors, except where the Directors have appointed a recording secretary for the meeting;
- d) keeping the records of the Society in accordance with the Act;
- e) maintaining the Register of Members;
- f) filing the annual report of the Society and making any other filings with the Registrar.

### **Absence of secretary from meeting**

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

### **The Treasurer**

**7.6** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) serving as chair of the Finance Committee;
- b) keeping records in respect of the Society's financial transactions including books of account, necessary to comply with the Act;
- c) reviewing the monthly financial statements; ensuring that the bank statements have been reconciled; reviewing the accounts receivable and accounts payable listings; ensuring the proper monthly source deductions for the payroll; and ensuring that the Workers' Compensation Board remittances have been made;

- d) providing financial statements to the Directors, Members, the auditor and others when so required;
  - e) providing direction to the bookkeeper about the working papers required for the year-end audit;
  - f) liaising with the auditor of the Society to facilitate the timing and completion of the annual audit;
  - g) receiving and banking monies collected from the Members or other sources; and
  - h) making the Society's filings respecting taxes.
- 7.7** The offices of Secretary and Treasurer may be held by one person who will be known as the Secretary-Treasurer.

### **Directors at large**

- 7.8** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws or established under Bylaw 7.9 are elected or appointed as Directors at large.

### **Additional Board officer positions**

- 7.9** The Directors may establish Board officer positions additional to those set out in Bylaw 7.1 and may assign roles and duties to those positions.

## **PART 8 – REPEALED**

## **PART 9 - COMMITTEES**

### **Committees**

- 9.1** There are four standing committees of the Board and the Directors may establish from time to time such ad hoc committees as they deem necessary or desirable to look into specific issues.
- a) A majority of the members of a committee may determine its action, the rules governing the conduct of its meetings, and fix the time and place of its meetings, unless the Directors will otherwise provide.
  - b) The Directors will have power to change the members of any committee at any time, to fill vacancies and to discharge any such committee members, either with or without cause, at any time, and to amend the rules governing the conduct of meetings for any committee.

- c) Committee membership is not restricted to members of the Society.

**9.3** The standing committees of the Directors will be the following:

- a) the Executive Committee;
- b) the Finance Committee;
- c) the Student/Faculty/Staff Liaison Committee; and
- d) the Fundraising/Development Committee.

**9.4** The Executive Committee will:

- a) consist of the Board Chair, the Board Vice-chair, the Secretary, the Treasurer and the Managing Director;
- b) meet from time to time at the call of the Chair to conduct business between regular meetings of the Directors;
- c) exercise any of the powers of the Directors except: the appointment or removal of any officer; and the approval of any financial statements issued by the Society; and
- d) report to the Directors at the next regular meeting of Directors following the meeting of the Executive Committee.

**9.5** The Finance Committee will:

- a) provide advice to the Managing Director with respect to any internal accounting and/or control systems to be implemented or revised;
- b) review the audited annual financial statements of the Society prior to their submission to the annual general meeting;
- c) recommend an auditor to be appointed at the annual general meeting;
- d) liaise with the Fundraising/Development Committee with respect to the financial needs of the Society;
- e) assist the Treasurer in the preparation of the annual budget; and
- f) prepare a three-year projection of revenue and expenses.

**9.6** The Student/Faculty/Staff Liaison Committee will:

- a) provide liaisons between students, faculty, staff, and the Board;
- b) establish dispute resolution mechanisms; and
- c) provide a channel of communication, to the Board, for student, faculty and staff concerns.

**9.7** The Fundraising/Development Committee will:

- a) work with the Managing Director to develop a general fundraising plan and outline activities to be undertaken to achieve the fundraising objectives;
- b) work with the Managing Director to develop general information material regarding the Society, and the College;
- c) meet from time to time with prospective Directors or committee members and provide information and background regarding the Society and the College;
- d) develop community relations; and
- e) develop volunteer relations, and represent volunteers and volunteer initiatives.

## **PART 10 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of Directors**

**10.1** No Director will be remunerated for being or acting as a Director of the Society, but a Director will be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

### **Signing authority**

**10.2** Documents to be executed by the Society will be executed in such manner as may be determined by the Directors.

**10.3** A contract or other record to be signed by the Society must be signed

- (a) by the Chair, together with one other Director, or
- (b) if the Chair is unable to provide a signature, by the Vice-chair together with one other Director, or
- (c) if the Chair and Vice-chair are both unable to provide signatures, by any 2 other Directors, or
- (d) by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 11 – BORROWING**

**11.1** 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 of money in the manner they decide, and, in particular but without limitation, by the issue of debentures.

- a) No debenture will be issued without the sanction of special resolution.

- b) The Voting Members may, by special resolution, restrict the borrowing powers of the Directors, but any restriction imposed expires at the next annual general meeting.

## **PART 12 – AUDITORS**

**12.1** At each annual general meeting, the Voting Members will, unless a special resolution directs otherwise, appoint an auditor to hold office until re-appointed or until their successor is appointed at the next annual general meeting.

- a) The Voting Members may at an annual general meeting, by special resolution, direct that the appointment of an auditor be dispensed with for the coming financial year of the Society.
- b) An auditor may be removed by ordinary resolution.
- c) An auditor will be promptly notified in writing of appointment or removal.
- d) No director or employee of the Society will serve as auditor.
- e) The auditor may attend any general meeting of the Society.

## **PART 13 - FINANCIAL YEAR**

**13.1** The financial year of the Society will be as set by the Directors from time to time.

## **PART 14 - BYLAW AMENDMENT**

**14.1** These Bylaws will not be altered, modified, added to or repealed, except by special resolution.

## **PART 15– HONORARY BOARD MEMBERS**

**15.1** The Board may from to time appoint individuals as Honorary Board Members. The number of Honorary Board Members and, subject to bylaw 15.2, the terms of their appointment may be determined by the Board.

**15.2** The position of Honorary Board Member is honorary only and persons appointed as Honorary Board Members shall not be Directors nor have any legal powers or functions to manage, or supervise the management of, the activities and internal affairs of the Society.

**PART 16– FORMERLY UNALTERABLE CLAUSES FROM CONSTITUTION**

**16.1** In the event that the Society is wound up or dissolved, 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 organizations or organizations registered under the Income Tax Act (Canada) and resident within the Province of British Columbia, as may be determined by the Voting Members at such time of winding up or dissolution.