VANCOUVER FOLK MUSIC FESTIVAL SOCIETY BYLAWS – 2018

Part 1 – Definitions and Interpretation

1. In these Bylaws:

   "Act" means the *Societies Act* of British Columbia as amended from time to time;

   "Board" means the directors of the Society;

   "Bylaws" means the Bylaws as altered from time to time;

   "Director's Term of Office" means the time between an annual general meeting and the annual general meeting of the third following year;

   "Festival" means the annual Vancouver Folk Music Festival presented by the Society.

2. The definitions in the Act apply to these Bylaws.

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.

4. Words importing the singular include the plural and vice versa; and words importing a male person include a female person, a non-binary person and a corporation.

Part 2 – Members

5. A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

6. Every member must uphold the constitution of the Society and must comply with these Bylaws.

7. The amount of the annual membership dues, if any, must be determined by the Board.

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.

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.

10. A person's membership in the Society is terminated if the person is not in good standing for six consecutive months.

11. A person shall cease to be a member of the Society

    (a) by delivering his resignation in writing to the Secretary of the Society

    (b) by mailing or delivering it to the address of the Society,

    (c) on his death or in the case of a corporation on dissolution,

    (d) on being expelled, or

(e) on having been a member not in good standing for a period of time prescribed by the directors.

12. A member may be expelled by a special resolution of the members passed at a general meeting.

(a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(b) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to heard at the general meeting before the special resolution is put to a vote.

Part 3 – General Meetings of Members

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

14. 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.

15. 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.

16. 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.

17. 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.

18. If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes of 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.

19. 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.

20. The quorum for the transaction of business at a general meeting is three voting members or such greater number as the members may determine at a general meeting.

21. 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 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.

22. 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 or until the meeting is adjourned or terminated.

23. 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.

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

25. 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 the 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 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 any new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

26. 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, two or more members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
27. 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.
28. Voting by proxy is not permitted.
29. 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.
30. 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

Part 4 – Directors

31. 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 Bylaws 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

    (a) all laws affecting the Society

    (b) these Bylaws, and

    (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

    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.

32. The Society must have no fewer than nine and no more than 12 directors.
33. At each annual general meeting, the voting members entitled to vote for the election or appointment of directors may elect or appoint the Board new directors to fill any existing vacancies on the Board and must ensure that the minimum number of directors is maintained.
34. 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, dismissal, death or incapacity of a director during the director's term of office.
35. A director appointed by the Board to fill a vacancy ceases to be a director at the next annual general meeting of the Society.
36. The election of directors is governed by election policies and procedures developed by the Board.
37. The members may by special resolution remove a director before the expiration of his office, and may elect a successor to serve to the next annual general meeting.

Part 5 – Directors' Meetings

38. A directors' meeting may be called by the president or by any two other directors.

39. At least two days notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

40. 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.

41. The directors may regulate their meetings and proceedings as they think fit.

42. The directors may from time to time fix the quorum for the transaction of business at a directors' meeting and unless so fixed the quorum is a majority of the directors.

43. The directors may delegate any, but not all of their powers to committees consisting of such persons as they think fit and may name the committee. 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 and shall report every act or thing done in exercise of those powers to the directors.

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

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

44. 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.

45. No act or proceeding of the directors is invalid only by reason of there being fewer than the prescribed number of directors in office.

46. Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes. In case of an equality of votes the Chairman does not have a second or casting vote.

47. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

Part 6 – Board Positions Election or appointment to Board positions

48. Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

    (a) president; (b) vice-president; (c) secretary; (d) treasurer.

49. Directors who are elected or appointed to positions on the Board other than the positions identified in section 48, above, are elected or appointed as directors at large.

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

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

52. 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;

(f) having custody of the common seal of the Society;

(g) maintaining the register of members.

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

54. 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.

Part 7 – Remuneration of Directors and Signing Authority

55. 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.

56. 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, any two 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 – Winding up or Dissolution

57. In the event of winding up or dissolution of the Society funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, providing however that such organizations referred to in this paragraph shall be a charitable organization, a charitable corporations, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This provision was previously unalterable.

Part 9 – Profits or other accretions

58. The purpose of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.

Part 10 – Seal

59. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

60. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed in the resolution or if no persons are prescribed, in the presence of the President and the Secretary or President and Secretary-Treasurer.

Part 11 – Borrowing

61. 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 foregoing, by the issue of debentures.

62. No debenture shall be issued without the sanction of a special resolution.

63. 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.

Part 12 – Auditor

64. This part applies only where the Society is required or has resolved to have an auditor.
65. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-appointed or his successor is appointed at the next annual general meeting.
66. An auditor may be removed by ordinary resolution.
67. An auditor shall be informed forthwith in writing of appointment or removal.
68. The Directors may fill any vacancy occurring in the office of Auditor between annual general meetings.
69. No director and no employee of the Society shall be auditor.
70. The auditor may attend general meetings.

Part 13 – Notices to Members

71. A notice may be given to a member either personally or by mail to him at his registered address, or by fax or email to him at the fax number or email address provided by him to the Society for that purpose.
72. A notice sent by mail will be deemed to have been given on the second day following that on which the notice is posted, and in proving the notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by fax or by email will be deemed to have been given on the day it is sent.
73. Notice of a general meeting shall be given to

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

    (b) the auditor, if Part 12 applies.

    No other person is entitled to receive a notice of general meeting.

Part 14 – Bylaws

74. After being admitted a member is entitled to an electronic copy of the Constitution and Bylaws. A print copy will be available upon request.
75. These Bylaws shall not be altered or added to except by special resolution.