

THE GREATER VICTORIA PERFORMING ARTS FESTIVAL ASSOCIATION

CONSTITUTION and BYLAWS

1. NAME

The name of the Society is “The Greater Victoria Performing Arts Festival Association”.

2. PURPOSE

The purpose of the Society is to arrange, promote and carry on annual adjudicated festivals for students of all ages in music and the performing arts in the Greater Victoria area and beyond and to engage in other activities having as their objective the development of artistic skills, the appreciation of music and its allied arts, and ultimately, the pursuit of excellence in the field.

Part 1 DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

“Act” means the Societies Act of British Columbia, as amended from time to time.

“Board” or “Board of Directors” means the Directors of the Society.

“Board Executive” and “Officers” means the President, Vice President, Secretary and Treasurer.

“Bylaws” means these Bylaws as amended from time to time.

“Members” means General or Honourary Members of the Society.

“Member in good standing” means a Member who is up to date in payment of membership fees.

1.2 The definitions in the Act apply to these Bylaws.

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, shall prevail.

Part 2 MEMBERSHIP OF THE SOCIETY

2.1 A General Member is a person who wishes to work actively to further the objectives of the Society, to uphold the Constitution, and to comply with these Bylaws. All members of the Society, other than Honourary Members shall pay yearly membership fees to the Society, as established from time to time by the Board.

2.2 A person may apply to the Board or Board Executive for membership in the Society and on the acceptance of the Board shall be a member.

2.3 The conferring of an Honourary Member in the Society shall be made upon the recommendation of the Board and presented to the general membership. An Honourary Member shall not be required to pay any membership fees to the Society, but shall be a full voting member. An Honourary Membership is reserved for any member of the Society who has made a substantial contribution to the Society over a number of years.

2.4 Each General and Honorary Member shall have a single vote at all General Meetings of the Society, on all proceedings, such votes to be cast in person at attendance at such General Meetings. No proxy votes will be permitted.

Part 3 TERMINATION OF MEMBERSHIP

3.1 A person shall cease to be a member of the Society:

- a. By delivering his or her resignation to the Secretary of the Society.
- b. By mailing or delivering it to the address of the Society.
- c. On his or her death or in the case of a corporation on dissolution.
- d. Upon being expelled.
- e. Upon ceasing to be a member in good standing.

3.2 A member shall cease to be in good standing if he or she fails to pay the annual membership fees by November 1st of each year.

3.3 A member may be expelled by a Special Resolution of the members passed at a General Meeting.

- a. The notice of Special Resolution shall set out the reason or reasons for the expulsion of the member.
- b. The person who is the subject of the proposed resolution for expulsion, shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 4 DIRECTORS AND OFFICERS

4.1 The governance of the affairs of the Society shall be vested with the Board and the Board will act as trustees on behalf of the Society's membership to carry out the purpose of the Society.

4.2 The Board shall consist of no more than fifteen (15) elected directors: President, Vice President, Secretary, Treasurer and up to eleven (11) Members at Large.

4.3 The immediate Past President shall be an ex-officio member of the Board but will not have voting rights. He or she may advise and assist the President in any way possible.

4.4 Every Board member should be mindful of succession and work to ensure continuity of leadership within the Society.

4.5 Only a member in good standing may serve on the Board.

4.6 No Board member shall receive remuneration for his or her duties. A Board Member may receive reimbursement for expenses reasonably and legitimately incurred on behalf of the Society and approved in advance by the President or designate.

4.7 Any Board Member who fails to attend three (3) consecutive meetings of the Board without just cause as determined by the Board, shall be deemed to have resigned from the Board.

Part 5 THE BOARD EXECUTIVE

5.1 The Board Executive Officers shall be the President, the Vice President, the Secretary and the Treasurer.

5.2 The executive power of the Board shall vest with the President.

5.3 Members of the Board Executive and the Office Administrator are authorized to sign cheques on behalf of the Society. In the event that two of the authorized signors are temporarily not available, the Board may grant a Member at Large temporary signing authority if it is warranted.

5.4 All cheques and bank withdrawals shall require two (2) signatures. These may be of any two (2) Board Executives or one (1) Board Executive member and the Office Administrator. All other documents such as notes, receipts, releases, contracts may be signed by only one (1) of the Board Executive or an authorized Board member.

Part 6 COMMITTEES

The Board of the GVPFAFA is a working board as well as one concerned with policy. Board members contribute to achieving the Purpose of the GVPFAFA by assuming specific areas of responsibility. This work may be accomplished with the assistance of Committees comprised of two or more persons with expertise in the relevant areas.

6.1 Each committee will be formed and chaired by a Board member following the guidelines contained in the Board Manual and will be accountable to and report to the Board of Directors from time to time through the Committee Chair. Committee members may be non-Board members of the Society.

6.2 The Terms of Reference of each Committee of the Board will be contained in the Board Manual. The Board Executive may designate certain Committees as Standing Committees. Standing Committees shall be re-struck at the first Board meeting following the AGM or as soon thereafter as reasonably possible.

Part 7 DUTIES OF OFFICERS

7.1 The President is the Chief Executive Officer of the Society and shall:

- (a) Preside at all meetings of the Society.
- (b) Be an ex-officio member of all committees.
- (c) Sign official documents as specified in these Bylaws.
- (d) Give general direction in all aspects of the Society, always ensuring that the activities of the Society are compatible with its purpose.
- (e) Be the liaison between the Board and the Office Administrator or any other Society employees or contractors.
- (f) Delegate his/her authority under these Bylaws as deemed necessary.

7.2 The Vice President shall:

- (a) Perform the duties of the President in the absence or inability of the President to discharge said duties.
- (b) Be empowered to sign official documents as specified in these Bylaws.
- (c) Ensure that policy issues are identified and addressed by the Board.
- (d) Prepare proposed changes to existing Bylaws for consideration and discussion by Society members at General Meetings of the Society.
- (e) Update and maintain the Board Manual to reflect any changes to the Bylaws or Board policies.

7.3 The Secretary shall:

- (a) Ensure that the list of all members of the Society as well as Board Members is up to date.
- (b) Notify members of the Society of all General Meetings, or Special General Meetings as specified in these Bylaws.
- (c) Notify Board Members of all Board Meetings as specified in these Bylaws.
- (d) Record the minutes of all meetings and distribute copies to the Board in a timely fashion.
- (e) Conduct the correspondence of the Society, keeping one (1) copy of all correspondence on file.
- (f) Be empowered to sign official documents as specified in these Bylaws.

7.4 The Treasurer shall:

- (a) Be custodian of the funds of the Society, depositing them and disbursing them as directed by the Board or within the authority delegated by the Board.
- (b) Be empowered to sign official documents as specified in these Bylaws.
- (c) Keep accurate records of all transactions. Prepare financial reports for Board meetings and for Annual General Meetings.
- (d) Prepare books for audit as specified in Part 4 of the Societies Act of BC.
- (e) Prepare financial reports as required by Part 4 of the Societies Act of BC.

8 NOMINATIONS

8.1 As per Bylaw 6.1 the Board shall appoint a Nomination chairperson from among its members, who shall form a Nominating Committee and act as Chairperson of the Committee.

8.2 The Nominating Committee shall identify, in consultation with the Board, members who have terms to complete, members standing for re-election, and members resigning, thereby identifying which positions are vacant.

8.3 The Nominating Committee shall:

- (a) Receive nominations of potential Board members who have skills, experience and attributes necessary for the furthering of the Purpose of the Society.
- (b) Ascertain if the nominees are willing to become candidates.
- (c) Ensure each nomination has a Proposer and Secunder who are Members of the Society.

8.4 Nominations will be received from the floor at the Annual General Meeting.

8.5 Nominations may be received by the Nominating Committee until ten (10) days before the date of the Annual General Meeting.

8.6 The Nominations Chairperson shall present an interim list of candidates to the Board one week prior to the Annual General Meeting.

8.7 The Nominations Chairperson shall present a list of nominated candidates at the Annual General Meeting that should reflect the number of positions available.

Part 9 ELECTIONS

9.1 Only members in good standing may vote, be elected, or appointed to a position on the Board.

9.2 Board Members shall be elected by secret ballot at the Annual General Meeting. A majority vote is required for election. If following nominations from the floor, the number of candidates is equal to or fewer than the number of vacant Board positions, those candidates shall be acclaimed and there is no further election of Board members. If the number of candidates is greater than the number of vacant positions, then the election shall proceed by secret ballot and the candidates with the greatest number of votes shall be elected to vacant positions in order (greatest number of votes to least) until no more positions are available.

9.3 The term of office for directors is three (3) years, unless they have been appointed as described in 9.6 below. Directors' terms are staggered such that approximately one-third of the directors are elected at each Annual General Meeting. A Director may serve no more than 3 consecutive terms. Directors currently serving will be grandfathered and this Bylaw will apply as of terms commencing in 2020 or later.

9.4 Officers shall be elected from among the Board members at the first Board meeting following the AGM as follows:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer

The Chair of the Nominating committee shall present the nominations for each position following which a secret ballot shall occur to elect that position. Nominations from the floor shall be called for. If there is only one candidate for a position, then this candidate shall be acclaimed to office and no further election for that position need take place. If the number of candidates is greater than one, then the election shall proceed by secret ballot for each position.

9.5 New officers shall officially commence their duties immediately following their election.

9.6 The Board may fill a vacancy by appointment. An appointee must be a member in good standing and shall hold office until the next AGM at which time the Board shall ask for ratification of the appointment for the remainder of the term for the member they are replacing.

9.7 Officers of the Society may be removed from office by Special Resolution at a meeting of the General Membership.

Part 10 MEETINGS

There are three categories of Meeting: Annual General Meeting, Special General Meeting and Board Meeting. The first two are categorized more broadly as “General Meetings of the Society”. Procedures at all General Meetings shall be in accordance with Robert’s Rules.

10.1 General Meetings of the Society

The following apply to both Annual General Meetings and Special General Meetings:

1. Notice

(a) Every notice of a General Meeting of the Society shall state the nature of the business of the meeting and such notice shall be given to every individual member at least fourteen (14) days prior to the meeting date.

(b) Notice of any General Meeting shall be sent to every individual member. Any accidental omission to give notice of such a meeting to a member shall not invalidate any Resolution or Bylaw passed or any proceeding taken at such a meeting.

2. Only General and Honorary Members in good standing shall be entitled to vote at any General Meeting of the Society.

3. Quorum. A quorum for the transaction of business at any General Meeting shall be seven (7) of the Society members. Attendance at a Meeting by electronic or teleconference will be deemed to satisfy the provisions of this Bylaw.

10.2 Annual General Meeting

1. The Annual General Meeting shall be held once in each calendar year at a place, date and time within Victoria designated by the Board.

2. The agenda for the Annual General Meeting shall be as follows:

Call meeting to order

Minutes of previous AGM

Business arising from the minutes

Report of the President

Report of the Treasurer and presentation of financial statements

Reports, if any, of other Officers

Elections

Appointment of external accountant

New Business

Adjournment

10.3 Special General Meetings

1. A Special General Meeting may be called at any time for a designated purpose.
2. The Secretary shall call such a meeting upon a majority vote by the Board or upon a petition of 10% plus 1 of the voting membership.

10.4 Board Meetings

1. There shall be at least eight (8) Board meetings in each calendar year.
2. Board members shall have notice of Board meetings at least seven (7) days before the date of the meeting.
3. A special meeting of the Board may be called by at least five (5) members of the Board.
4. Each member of the Board, with the exception of the Chairperson shall have one vote, and all decisions of the Board shall be by a majority vote. In the case of equal division of the vote, the Chairperson shall cast the deciding ballot.
5. Five (5) members of the Board shall constitute a quorum. Attendance at a Meeting by electronic or teleconference will be deemed to satisfy the provisions of this Bylaw.

Part 11 FINANCIAL STATEMENTS

11.1 The fiscal year of the Society shall end on July 31 of each year.

11.2 The annual financial statements of the Society shall undergo a Review Engagement by a Chartered Professional Accountant.

11.3 A Chartered Professional Accountant will be recommended for appointment by the Board to the General Membership at the Annual General Meeting, to review the books of the Society and give a written report to the Board.

11.4 The Treasurer or designate shall present the Accountant's written review report and financial statements as required by the Act at the Annual General Meeting of the Society each year.

Part 12 BORROWING POWERS

12.1 In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure payment or repayment of monies in the manner they decide, and in part, but without limiting the foregoing, by the issue of debentures.

12.2 No debentures shall be issued without the sanction of a Special Resolution.

12.3 The members may, by Special Resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next Annual General Meeting.

Part 13 AMENDMENTS

13.1 The Constitution and Bylaws of the Society may be amended at any General Meeting of the Society by a Special Resolution adopted by a two thirds (2/3) majority vote of the individual members present at any General Meeting, after 14 days' notice of the meeting and the written intention of the Special Resolution has been sent to all members.

Part 14 DISSOLUTION OF SOCIETY

14.1 In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees (if any) of the Society of any arrears of salaries and wages, and after payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Society at the time of winding up or dissolution of the Society, and if effect cannot be given to the afore -said provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the Income Tax Act which have purposes similar to those of the Society.

14.2 Part 14.1 was previously unalterable.