

FORM 3

Society Act

CONSTITUTION

1. The name of the Society shall be the “Chemainus Valley Cultural Arts Society”

2. The Purpose[s] of the Society

[a] To bring all forms of visual and performing arts and entertainment that encourage, promote and celebrate cultures within the areas of Chemainus and Crofton.

[b] To seek funding support from Federal, Provincial and Community governments, that will promote, enhance and maintain the purposes of the Society.

[c] To encourage participation by community members in promoting the purposes of the Society.

[d] The purposes of the Society shall be carried out without gain for its members. Any profits or gains to the Society shall be used for promoting its purposes.

BYLAWS OF THE CHEMAINUS VALLEY CULTUAL ARTS SOCIETY

ARTICLE 1 INTERPRETATION

1.1 Definitions

In these By-Laws, unless the context otherwise requires:

[a] “Act” means the Society Act of British Columbia and the regulations as amended from time to time, and any successor legislation;

[b] “Society” means the “Chemainus Valley Cultural Arts Society” (otherwise referenced as CVCAS)

[c] “Directors” means the board of directors of the Society as described in Article 3 of these by-laws.

1.2 Incorporation by Reference

The definitions in the Act on the date these by-laws become effective are incorporated in this document by reference to the extent that they are not inconsistent with the definitions contained in this Article.

ARTICLE 2 TRANSACTIONS OF THE AFFAIRS OF THE SOCIETY

2.1 Head Office

The head office of the Society shall be in British Columbia at such place as determined by the Board

2.2 Seal

The CVCS Board may adopt a common seal for the Society.

2.3 Financial Year

The financial year end of the Society shall be December 31st of each calendar year

2.4 Borrowing by the Association

[a]The Board may from time to time borrow money on behalf of the Society on the credit of the Society. Such action shall require a resolution passed by the Board, and ratified by 75 % of the membership present and voting.

[b] No debentures shall be issued without the sanction of a special resolution ratified by the 75 % of the membership present and voting.

2.5 Execution of Instruments

Deeds, transfers, licenses contracts engagements and any other instruments executed on behalf of the Society, shall be signed, whether under seal or otherwise, by any three (3) Board members.

2.6 Books and Records

The Board shall ensure that all necessary books and records of the Association are regularly and properly kept as required by the Act, these by-laws or for any other reason.

ARTICLE 3 DIRECTORS OF THE BOARD

3.1 Powers of the Board

The affairs of the Society shall be managed by a Board of Directors. Subject to these by-laws and all laws affecting the Association, the Board may exercise the powers and functions required to fulfill the purposes of the Society.

3.2 Number of Directors

The board shall be comprised of 5 persons or such other number of persons as determined from time to time by ordinary resolution.

3.3 Elections

The first directors of the Society shall be those named in the list of first directors filed with the Registrar of Companies.

3.4 Signing officers

The Board shall appoint the signing officers for the CVCAS at the Annual General Meeting of the Society.

3.5 Remuneration

The directors of the Society shall not receive any financial remuneration.

ARTICLE 4 MEMBERSHIP

4.1 All members of the CVCAS are members of the Society. Persons who cease to be members of CVCAS, cease to be members of the Society.

4.2 On becoming members of the Society (CVCAS) each member will receive a copy of the constitution and Bylaws

4.5 Active members in good standing shall have full rights to participate in the decisions of the CVCAS and serve as elected officers. Each member shall have one vote.

ARTICLE 5 MEETINGS OF THE SOCIETY

5.1 Annual Meeting

The annual general meeting of the society (CVCAS) shall be held each calendar year at a date determined by the Board of directors. The purpose of the meeting is to hold an election for a board of directors, to provide annual reports of the Society's activities, to provide annual reports and statements of the Society's financial activities, and to carry out any other business as required. At least fourteen (14) days notice must be provided to the membership of the Annual General Meeting.

5.2 Business Meetings.

5.2.1 The term "member" as used in this article in reference to voting on any form of the society's business or elections to office, shall be interpreted as any member currently on the active list of Members of the CVCAS.

5.2.2 Twenty percent [20%] of the active membership, but not less than three [3] members shall constitute a quorum at any Annual, business or special meeting of the society. No "proxy" votes shall be permitted.

5.2.3 The Chair or designate shall ordinarily preside at all business meetings of the Society.

5.2.4 The goal of the Society shall be to strive for unanimity in all decisions. A simple majority of those members present to form a quorum shall be sufficient to carry any motion except in the following situations:

[a] Amending the Constitution or By-Laws, where seventy-five per cent [75%] majority of those present is required.

[c] Borrowing, conveying, mortgaging, or otherwise affecting the property of the society, where 75% majority of those present and voting shall be required.

5.2.5 When a resolution is about to be put to a vote, It shall be the right of any member of the Society to request that the vote on the question be put to a written ballot.

- 5.2.6 Other business meetings shall be held as as determined by the Board. Meetings of the Board, shall be held monthly or a minimum of 10 times per year.
- 5.2.7 Special meetings for the transaction of business dealing with specific issues may be called at any time by the Board, with fourteen days notice to the membership..

ARTICLE 6 DIRECTORS OF THE BOARD

6.1 Directors will be appointed at the AGM for a one (1) year term.

6.2 A Director will automatically be removed from their position if they cease to be a member of the society.

6.3 In accordance with the statutory provisions of The British Columbia Societies Act, a minimum of five [5] elected officers will serve as directors of the Society.

[a] Chair of the Board.

[b] Past-Chair of the Board

[c] Secretary of the Society

[d] Treasurer of the Society

[e] Chair, Membership Committee

6.4 Chair of the Society Board

The chair, of the Board shall be an active member of the Society, in good standing and elected by the membership for a one year term. This position shall be responsible for:

[a] The administration of the properties, Programs and Finances of the Society

[b] Be an ex-officio, non-voting member of all Committees.

6.5 Past Chair of the Society Board

The Past Chair will assume all the responsibilities of the Board Chair when designated to do so.

6.6 Treasurer of the Society

The Treasurer shall be elected by the membership for a one year term and is responsible for the following:

- [a] Keeping accurate and adequate accounts of the Society's financial business, including banking.
- [b] Arranging for regular payment of authorized budget items.
- [c] Bringing any items requiring payment that are not included in the budget to the attention of the Board for consideration and approval.
- [d] Completing and submitting all financial forms required by Revenue Canada.

6.7 Secretary of the Society

The Secretary will be elected by the membership for a one year term and will be responsible for the following:

- [a] Maintaining the official copy of the Constitution, By-Laws and the membership of the Society.
- [b] Recording, circulating and maintaining minutes of Board meetings, Annual meetings, and all other business meetings of the society.
- [c] Correspondence pertaining to the Society including: Membership roll, the preservation of Society records, and the filing of all Annual and other reports as required under the Societies Act.
- [d] Providing copies of the constitution and Bylaws to each member.

6.8 Membership Coordinator

The membership coordinator will be elected for a one year term and will be responsible for the following:

- [a] Ensuring all members meet the criteria for membership in the society (ref.art. 8)
- [b] Maintaining and managing all membership
- [c] Ensuring all members remain in good standing.
- [d] Notifying the Board of all memberships that have lapsed each fiscal year.

ARTICLE 7 MEMBERSHIP IN THE SOCIETY

- 7.1 Membership in the society is open to all individuals and groups who support the purposes of the Society.
- 7.2 Member(s) in good standing are those who have submitted annual dues, and regularly participate in the activities of the society.
- 7.4 Annually, the board will review and establish fees for membership.

ARTICLE 8 COMMITTEE STRUCTURES

- 8.1 The Board may establish any type of Committee or Task group required to conduct the business off the society. Additional committees, and/or working groups may be established to undertake specific tasks for a limited time period.
- 8.2 Terms and functions of these committees will be determined by the Board.

ARTICLE 9 PROPERTY

- 9.1 The Society shall have the power to receive either by gift or purchase, and to hold real property as is deemed necessary in the execution and fulfillment of the purposes of the Society.
- 9.2 The Directors of the Society shall have the power to receive, purchase, acquire, sell, lease, convey, mortgage, deed or otherwise transfer real property of the Society, but only after having been duly authorized by the membership at a regularly called general meeting at which a motion to authorize has been approved by 75 % of the membership present and voting.

ARTICLE 10 AMENDMENTS

- 10.1 Amendments to by-laws shall be discussed and developed by the Board and recommended to the membership for discussion and approval at the ensuing Annual General Meeting.
- 10.2 Amendments to these by-laws can be made providing two weeks [2] written notice has been given to members which describes each amendment to each by-law that will be discussed and voted on at the ensuing Annual General Meeting.
- 10.3 All amendments will require approval vote of seventy-five [75] % of the membership present and voting.
- 10.4 All revised amendments shall be in accordance with the Societies Act of British Columbia.