

## **BY-LAWS**

### ARTICLE 1 – MEMBERSHIP

- a) Membership in the Sunshine Coast Arts Council shall include organizations and individuals engaged in or interested in cultural activities,
- b) On recommendation of the directors Honorary Membership may be granted to a person for a period of one year by a two-thirds majority vote at a general meeting of the Society

### ARTICLE 2 – FEES

Annual fees for all classes of membership in the Sunshine Coast Arts Council shall be determined from time to time by the Board of Directors.

### ARTICLE 3 – FISCAL YEAR

The Fiscal Year of the Society shall end on the 30<sup>th</sup> day of June of each year.

### ARTICLE 4 – OFFICERS AND DIRECTORS

- a) The officers of the Society shall be: President, Vice-President, Secretary, Treasurer, and such additional officers as the directors may from time to time determine.
- b) There shall be a Board of Directors of at least 8 members.

### ARTICLE 5 – ELECTION OF OFFICERS AND DIRECTORS

- a) The Directors of the society shall be elected at the Annual General Meeting, on-half each year, shall take office immediately and shall hold office for two years.
- b) At least four weeks prior to the Annual General Meeting, the Directors shall appoint a Nominating Committee, which shall consist of two members of the society.
- c) The Nominating Committee shall prepare a slate of directors for the ensuing year and shall report the same at the annual Meeting, provided that nominations may be made from the floor at the Annual Meeting and, when properly seconded, such names shall be added to those recommended by the Nominating Committee.
- d) Consent of a nominee for election as a Director or Officer of the Society must be obtained before his nomination.
- e) The B.C. Cultural Fund Advisory Committee shall be informed of the names and addresses of Directors elected at the Annual Meeting, and of any change of Directors.

## ARTICLE 6 – REPLACEMENT AND REMOVAL OF OFFICERS

- a) Vacancies in offices and directorships may be filled by the Directors as they occur and as the Directors shall deem fit.
- b) The Society may by extraordinary resolutions remove any officer or director before the expiration of his period of office and may by ordinary resolution appoint another member of the Society in his place. The extraordinary resolution shall be a resolution passed by a majority of not less than three-fourths of the members present at a General Meeting of the Society of which not less than fourteen days of written notice has been given, stating the resolution to be presented.

## ARTICLE 7 – DUTIES OF OFFICERS AND DIRECTORS

- a) The duties of the Officers and Directors of the Society shall be such as are ordinarily performed and discharged by the respective officers and directors.
- b) The Board of Directors shall be responsible for carrying on the business and activities of the Society.

## ARTICLE 8 – MEETINGS

- a) The Annual General Meeting of the Society shall be held in the month of August or September in each year, upon a date and at a time to be set by the Directors.
- b) Special General Meetings may be called by the Directors at any time.
- c) At least seven days' written notice of all Annual and General Meetings of the Council shall be given the members, specifying the time and place of such meeting.
- d) At all General Meetings of the Society each individual member in good standing who is personally present, shall be entitled to one vote, and a delegated representative, if personally present, of each Organization Member in good standing, shall be entitled to one vote.
- e) No business shall be transacted at any Annual or Special General Meeting unless a quorum consisting of fifteen members shall be present.
- f) Meetings of the Board of Directors shall be held from time to time at the call of the President.
- g) At least two days notice shall be given of all meetings of the Board of Directors.
- h) No business shall be transacted at any meeting of the Board of Directors unless a quorum consisting of one-third of members entitled to vote, shall be present.
- i) If ten members of the Society shall, in writing, request the calling of a Special General Meeting, specifying therein the object for which such a meeting is called, the President must call said meeting forthwith.

## ARTICLE 9 – REVENUE AND EXPENDITURE

- a) All funds raised by donations raffles, lotteries, admission charges and the sale of goods and services, or otherwise, by the Society or by any committee appointed by the Directors acting as such, shall be considered general funds of the Society, and subject to the accounting procedures approved by the Board.
- b) Funds raised for declared and specific purposes will remain dedicated to those purposes. Notwithstanding the foregoing, any such funds which are found by the Board to be in excess of actual costs will be set aside for expenses arising from the declared project or for future projects of the same or a related nature.

## ARTICLE 10 – BORROWING OF MONEY

The Directors may, upon a three-fourths majority vote, raise or borrow any sum or sums of money for the purposes of the society, either at one time, or from time to time, at such rate of interest and in such manner and form, and upon such security as shall be specified in such resolution, and for this purpose may mortgage, pledge, hypothecate and charge all or any part of the property of the Society now held or hereafter to be acquired, provided that in no case shall debentures be issued by the society without the sanction of an extraordinary resolution of the Society.

## ARTICLE 11 – AUDITORS

The accounts of the Society shall as soon as practicable after the end of the fiscal year be examined, and their correctness ascertained by one or more auditors, who shall be appointed annually at the Annual Meeting.

## ARTICLE 12 – INSPECTION

All books, accounts and records of the Society shall be open for inspection by the officers and directors at all reasonable times and for inspection by member of the Society in good standing upon application to the Directors at such times and places as the Directors shall deem fit.

## ARTICLE 13 – AMENDMENTS

This Constitution may be added to, altered, or amended by a two-thirds majority of the members present at any Annual or General Meeting of the Society, provided that notice of such addition, alteration or amendment shall have been mailed to the members, in writing, at least fourteen days prior to such a meeting.

## ARTICLE 14 – SEAL

The Seal of the Society shall be kept in the custody of the Secretary and shall be affixed when necessary in the presence of any two Directors.

## ARTICLE 15 – ADDRESS

The address of the Sunshine Coast Arts Council, this society, shall be in the care of the Sunshine Coast Arts Centre, Trail and Medusa Avenues, Post Office Box 1565, Sechelt, in the province of British Columbia.

*The above document is an amended version of the original Constitution and By-Laws, which was filed and registered with the Registrar of Companies for British Columbia on May 7, 1970.*

## AMENDMENTS

a) A Special Resolution passed in accordance with the By-Laws of this Society on January 13, 1994 resolved that the Constitution be amended to include:

### ARTICLE 4 – DISSOLUTION PROVISION

Other amendments were made to the By-Laws as follows:

In ARTICLE 8: changing the months when the Annual Meeting should be held,

In ARTICLE 15: a change of address for the Arts Council.

*This Special Resolution was duly filed with the Registrar of Companies for British Columbia on February 16, 1994.*

b) A Special Resolution passed in accordance with the By-Laws of this Society on September 27, 2001, resolved that the By-Laws be amended as follows:

ARTICLE 9: adding clause b) specifying the use of funds raised for declared and specific purposes.

*This Special Resolution was duly filed with the Registrar of Companies for British Columbia on August 23, 2002.*