

Bylaws of Kindle Arts Society

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Province of British Columbia
Registrar of Companies



T.K. SPARKS

Part 1 – Definitions and Interpretation

Definitions

1.1 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 these Bylaws as altered from time to time.

"Officer" means any person appointed by the Board to perform an official duty.

Definitions in Act apply

1.2 The definitions in 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, then the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Application for membership

2.1 A person may apply for membership in the Society up to five days after the day on which notice has been given of a general meeting by either:

- a) registering to participate at a Society event,
- b) applying for an art grant
- c) applying to produce an event
- d) applying directly to the Board

Upon acceptance by the Board, their membership dues then become due, and must be met to become a member in good standing and receive all the benefits of membership.

Duties of members

2.2 Every member must act in accordance with the Society Values, these Bylaws, and Kindle Arts Society policy.

Amount of membership dues

2.3 Dues requirements are met by voluntary participation in endeavours related to the operation or goals of the Society in any of the following ways:

- a) Participation in an Event Infrastructure role for a minimum of two hours of confirmed volunteer time for a KindleArts event
- b) Participation in a Content Contribution role for a minimum of six hours of confirmed volunteer time for a KindleArts event
- c) Other voluntary participatory activities at the discretion of the Board

Event Infrastructure and Content Contribution roles are defined in the Membership Policy.

Member in good standing

2.4 Members remain in good standing until the start of the annual general meeting (AGM) in the year following the year in which their dues requirements were last met.

Member remaining in good standing through exceptional circumstances

2.5 Members who are unable to meet their dues requirements as a result of the following situations shall remain in good standing for up to 12 months.

- a) periods of active military duty
- b) documented medical leave
- c) the birth or adoption of a child

Member not in good standing

2.6 A member is not in good standing if they fail to meet the membership dues requirement. The member is not in good standing until the membership requirement is met. A member not in good standing may not receive all of the benefits of membership.

Member not in good standing may not vote

2.7 A member who is not in good standing does not have the right to vote.

Termination of membership if member not in good standing

2.8 A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months.

Expulsion of member

2.9 A member may be expelled by a special resolution passed at a general meeting. Before a member of a society is expelled, the society must:

- a) send to the member written notice of the proposed expulsion, including reasons, and
- b) give the member a reasonable opportunity to make representations to the Board, and
- c) give the member a reasonable opportunity to make representations to the society respecting the proposed expulsion.

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at least annually and at other times at the time and place the Board determines.

- a) Notice will be sent to members by email 14 days prior to the meeting
- b) Notice will be posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society
- c) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting
- d) Notice of a general meeting must include the text of any special resolution to be submitted to the meeting

Ordinary business at general meeting

3.2 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; election or appointment of directors;
- d) appointment of an auditor, if any;
- e) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 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.

Chair of general meeting

3.4 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 chairperson;
- b) if the Board has not appointed an individual to preside as the chairperson or the individual appointed by the Board is unable to preside as the chair,
 - i) the chairperson,
 - ii) the vice-chair, if the chairperson is unable to preside as the chair, or
 - iii) one of the other directors present at the meeting, if both the chairperson and vice-chair are unable to preside as the chairperson.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the members in good standing who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 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 members in good standing is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is a number of members in good standing equal to 5% of the members in good standing, or a number greater than twice the number of directors, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of members in good standing is not present,

- a) in the case of a 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 members in good standing who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of members in good standing 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

3.10 The chairperson of a general meeting may, or, if so directed by the members in good standing 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

3.11 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 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- a) elect an individual to chairperson 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.

Agenda matters by member requisition

3.13 5% or more of the members in good standing may requisition a matter to be put on the agenda of a general meeting.

Methods of voting

3.14 At a general meeting, voting may be by a show of hands or another method that adequately discloses the intention of the members in good standing, except that if, before such a vote, two or more members entitled to vote at the meeting request a secret ballot or a secret ballot is directed by the chair of the meeting, then voting must be by a secret ballot.

Announcement of result

3.15 The chairperson of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 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.

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than five directors, a majority of which must be elected at a general meeting. The number of directors shall be determined from time to time at a general meeting.

Election or appointment of directors

4.2 At each annual general meeting, the members entitled to vote at the election must elect from the members in good standing the general directors to the Board for a term up to three years. (term lengths to be determined by the directors after the election).

- a) Directors may be elected for consecutive terms
- b) The election of each director must be voted on, and to be elected each director must be elected by a majority of votes cast
- c) Directors are not to be elected by acclamation
- d) The outcome of all elections to the Board of Directors shall be announced by the Chair

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board. Directors so appointed shall not have signing authority.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the next election of the Board of directors.

Removal of a Director by the membership

4.5 A motion to remove a director requires a petition to the Board from at least 15% of the members in good standing. Removal of a director is by 2/3 vote at a general meeting. The director in question has the right to present their case at the meeting.

Removal of a Director by the Board

4.6 The Board may remove a director before the expiration of his or her term of office by passing a motion with unanimous support from all other directors. A meeting held for the purposes of debating this motion shall not be announced by the secretary.

Part 5 – Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the chairperson or by any two other directors.

Notice of directors' meeting

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

Proceedings valid despite omission to give notice

5.3 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

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

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Membership attendance at Board meetings

5.6 Members may attend Board meetings, however participation is at the discretion of the Board. Members may be excluded from in-camera portions of meetings. Members wishing to attend Board meetings must communicate their intent to attend to the Board 7 days in advance of the meeting.

Part 6 – Board Positions

Election or appointment to Board positions

6.1 Elections from the members in good standing will take place for five or more directors. Elected directors will then fill the following Board positions according to their own internal selection, and a director, other than the chairperson, may hold more than one position:

- a) chairperson
- b) vice-chair
- c) secretary
- d) treasurer

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large or with other titles and roles as determined by the Board.

Role of chairperson

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

Role of vice-chair

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

Role of secretary

6.5 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.

Absence of secretary from meeting

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

Role of treasurer

6.7 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

Remuneration of directors

7.1 The Society will not pay to a director remuneration for being a director; however, the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. A Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Signing authority

7.2 Two elected directors must sign a contract or other record to be signed by the Society on behalf of the Society.

Part 8 – Purchasing Powers

8.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, purchase property and material goods in the manner they decide.

8.2 Property valued at greater than \$1000 must not be purchased without the authorization of a special resolution except in cases where the purchase is related to safety.

8.3 The members may, by special resolution, restrict the property purchasing powers of the directors, but any such restriction imposed expires at the next annual general meeting.

Part 9 – Borrowing

9.1 In order to carry out the purposes of the society the directors may not, on behalf of and in the name of the society, borrow money, or take out a loan without the authorisation of a special resolution passed by the society members.

Part 10 – Previously Unalterable Constitutional Clauses

Winding Up / Dissolution

10.1 Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to a registered not-for profit society in Canada with a purpose similar to the purpose of the Kindle Arts Society, as may be determined by the directors of the Society at the time of winding up or dissolution.

Not For Profit

10.2 The above purposes 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, and all of the above purposes shall be carried on in an exclusively charitable manner.