

This message is the official notice for the Kindle Arts Society, 2023 Annual General Meeting (AGM). This notice is available on the www.kindlearths.ca website here:

<https://kindlearths.ca/agm-2023-notice-on-2024-01-21/>

Please join us on Sunday, 21st January, 2024, from 2PM to 4PM - Online

Video call link: <https://meet.google.com/ggp-rjrm-vxj>

Or dial: (CA) +1 289-335-7935 PIN: 730 866 215#

More phone numbers: <https://tel.meet/ggp-rjrm-vxj?pin=6217066599237>

Membership forms must be filled out and completed to vote. This form closes 11:59 PM on January 8th.

Membership Application Form: <https://forms.gle/AiqAq9qRe5fPNKVM7>

Purpose: to receive the annual financial report, election of 2 Directors, and vote on proposed bylaw amendments.

Voting Instructions

Voting method may be by online secret ballot, online chat room, or online show of hands, as directed by the Chair.

Membership Eligibility for Voting

You must be a member of the Kindle Arts Society to vote at the Annual General Meeting (AGM) and stand for election as a Director. Hours qualification requests were sent out in June and emailed by leads and production members to records@kindlearths.ca. If you have completed documenting your team's hours, the last step is to complete the membership form.

If you did not submit hours for your team or theme camp, please email a list of volunteer names, emails, and approximate hours to records@kindlearths.ca in this format:

Firstname Lastname, firstname.lastname@gmail.com, 12, worked commissary

If you only need to submit hours for one person (such as yourself), the membership form linked above allows you to specify your hours.

Kindle Arts Society AGM 2024 Agenda

Online via Google Meet from 2:00-4:00 PM PST

Sunday, January 21, 2024

1. Quorum

- Quorum will be taken, if an insufficient number of people have attended, the meeting will be rescheduled

2. Approve Agenda 2024

- A vote will be taken

3. Approve Minutes from 2023

- A vote will be taken

3. Directors reports:

- Financial Report - Treasurer - Jon Cunningham

4. Election of Directors

- a. Incumbents - Jon Cunningham, Robyn Thompson, Angela Arvizu
- b. Nominations from the floor (note: written submission in absentia) [FAQ link](#)
<https://kindlearts.ca/directors-qualifications/>
- c. Voting (by secret ballot)

5. Bylaw proposals

- A vote shall be taken on each proposal listed under Proposed Bylaw Amendments

6. Adjournment

5. Proposed Bylaw Amendments

Introduction:

This year, we have reviewed the bylaws in detail and made a number of suggestions to bring the bylaws into alignment with the current growth of the Society and needs of the main annual event, Otherworld.

These proposals were made in consideration of facilitating the production of the event or attempting to address technical issues that may have arisen over time, and to alleviate some of the unintentional burdens on volunteers.

These proposals have been reviewed by the lawyers that support the Society and are unanimously recommended by the Board. Please review and consider the proposals which will be voted on at this AGM. Should you have any questions in advance, please contact info@kindlearths.ca.

Bylaws will be voted on as proposed in writing below. Changes are underlined in the proposed version. There will be no amendments during the meeting. There will be a question period followed by a comment period with a 1 minute speaking time allotted.

(Continued on pg 4...)

2.1 Application for Membership

[Current Version]

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.

[Proposed Version]

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

In the event of an error or omission, the Board may, at a director's meeting before the official start of an AGM, accept an individual who has satisfied the dues requirements for the current year. A member admitted after the notice of an AGM has been issued will be deemed to have waived the requirement of a notice.

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

Rationale:

Last year, two individuals hadn't received or completed membership forms, and weren't permitted to vote at the AGM, despite having been important members of production.

In the past, the Society wanted to recognize people in this situation and add them to the membership on the spot, but under the bylaws, it has no way to do this.

Fixing this situation is somewhat complicated due to the structure of our bylaws and the *Societies Act* combined. A person admitted as a member on the spot under the current framework will be deemed as not receiving adequate notice of the meeting.

2.5 Member remaining in good standing through exceptional circumstances

[Current Version]

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

[Proposed Version]

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
- d) additional exceptions, within reason, may also be included at the discretion of the Board

Rationale:

In light of recent world events, and practical reassessment, we propose to expand the current list of what qualifies as *special circumstances* that allow members to remain in good standing. This could include periods of extended illness, global events (pandemic), family, or health issues.

General language allows for potential unforeseen events and the most compassionate and realistic response.

2.3 Amount of Membership Dues

[Current Version]

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:

- 1) Participation in an Event Infrastructure role for a minimum of two hours of confirmed volunteer time for a KindleArts event

[Proposed Version]

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:

- 1) Participation in an Event Infrastructure role for a minimum period of time, as defined in the current Membership Policy

<p>2) Participation in a Content Contribution role for a minimum of six hours of confirmed volunteer time for a KindleArts event</p> <p>3) Other voluntary participatory activities at the discretion of the Board</p> <p>Event Infrastructure and Content Contribution roles are defined in the current Membership Policy.</p>	<p>2) Participation in a Content Contribution role for a minimum <u>period of time, as defined in the current Membership Policy</u></p> <p>3) Other voluntary participatory activities at the discretion of the Board</p> <p>Event Infrastructure and Content Contribution roles <u>and minimum periods</u> are defined in the current Membership Policy.</p> <p><u>The Membership Policy shall be posted to the Society's website and clearly indicate the required number of hours.</u></p>
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Rationale:

The number of volunteer hours required is currently set as a static amount. This was done originally when the event was shorter and smaller. Production teams have asked for adjustments to these hours each year for the last several years. We would like to be able to approve these requests in the most responsive and practical way possible. In order to adjust these values, we propose moving them into the current Membership Policy which shall be posted on the website.

Membership Policy: <https://kindlearts.ca/about-kindlearts/membership/>

3.1 Time and place of general meeting	
[Current Version]	[Proposed Version]
<p>3.1 A general meeting must be held at least annually and at other times at the time and place the Board determines.</p> <p>a) Notice will be sent to members by email 14 days prior to the meeting</p> <p>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</p>	<p>3.1 A general meeting must be held at least annually and at other times at the time and place the Board determines.</p> <p>a) Notice will be sent to members by email <u>at least 14</u> days prior to the meeting</p> <p>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</p>

<p>society and is accessible to all of the members of the society</p> <p>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</p> <p>d) Notice of a general meeting must include the text of any special resolution to be submitted to the meeting</p>	<p>is maintained by or on behalf of the <u>Society</u> and is accessible to all of the members of the <u>Society</u></p> <p>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</p> <p>d) Notice of a general meeting must include the text of any special resolution to be submitted to the meeting</p>
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Rationale:

Update AGM notice time from exactly 14 days to at least 14 days to allow for earlier notice; flexibility for availability; to increase member attendance and engagement; and allow more time to consider meeting materials.

The phrase, “by email 14 days prior”, is difficult to calculate when taking into consideration business days, whereas, “at least 14 days prior”, gives greater flexibility, including the ability to send the notice at the same time the website is updated.

<p style="text-align: center;">3.7 Quorum for general meetings</p>	
<p style="text-align: center;">[Current Version]</p>	<p style="text-align: center;">[Proposed Version]</p>
<p>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.</p>	<p>3.7 The quorum for the transaction of business at a general meeting is a number of members in good standing equal to <u>25 members in good standing or 5% of the members in good standing, whichever is lesser.</u></p>
<p>Rationale:</p> <p>Change the current 5% requirement for quorum to 25 members in good standing or 5% of the members in good standing, whichever is lesser. <i>(continued next pg...)</i></p>	

Attendance at our AGMs have historically been 60 people or less, with Kindle Arts growing to 2000+ potential members in 2023, the current 5% bylaw would require a quorum of 100+ people.

Inability to meet quorum has been problematic, it forces meetings to be rescheduled, thus costing the Society money and members valuable time. We are aware of other nonprofit societies that have become nonfunctional due to unrealistic quorum requirements despite having high membership numbers.

4.1 Proposed Number of Directors

[Current Version]

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.

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.

[Proposed Version]

4.1 The Society must have no fewer than four directors. A majority of the directors must be elected at a general meeting. The number of directors shall be determined from time to time at a general meeting as the need arises. Unless so determined, elections will be conducted in such a way to produce a total of five elected directors, inclusive of incumbents.

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. If the Board is looking for an adequate member appointee in good faith, any vacancy that falls below the stated minimum shall not be interpreted as a breach of these bylaws, provided that such search can be sufficiently evinced in good faith.

Rationale:

Ordinarily, in the event of a director's resignation, the Society is able to appoint a temporary replacement. The temporary director has no signing authority and only fills the role until the

next AGM, when a new director will be elected. This is how the process has worked in the past and how the *Societies Act* intends a society to operate under s. 47(2).

The inclusion of the word “must” in Kindle Arts bylaw 4.1 above, has in practice, meant that a director without an immediate replacement cannot resign for any reason without triggering a general meeting.

A general meeting is a large expenditure of time, effort and money with a two month planning process. If a resignation happens in the lead up to Otherworld, **it could abruptly prevent the Society from holding the event**, including freezing the bank accounts. This has posed a major issue in recent years.

Per bylaw 6.1, the number of elected directors at the conclusion of an AGM is intended to be five. This proposal won't change that number, but it will help out in situations where a director resigns.

7.2 Signing authority

[Current Version]

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

[Proposed Version]

7.2 The required number of elected directors to sign on a contract or other record to be signed by the Society is described as follows:

One elected director

- a. Wherever duly authorized by a directors' resolution, or
- b. Where there is no significant impact to finance or the Society, such as the a receipt of a package, or
- c. Where the expenditure is less than \$100 CAD in value

Two elected directors

- a. For any other record or contract not described above

Rationale:

Requiring two signatures at every instance of sign-off, is currently limiting our ability to act swiftly with many small day to day management items. Signing for a package or paying our monthly gmail subscription is treated with the same significance as signing a legal document. Requiring this level of coordination for records that aren't meaningful and are impractical slows and sometimes stops our ability to complete actions that keep the Society running smoothly.

8.2 Purchasing Powers

[Current Version]

* (note: no change proposed to 8.1 or 8.3)

* **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.

[Proposed Version - Change to 8.2]

8.2 Individual purchases of property valued at greater than 3% of the gross revenue of the previously filed year must be through a directors' resolution and disclosed to the membership. A review of the storage cost of these purchases and a record of their location shall be made available prior to the AGM.

Rationale:

The Society has no limits on cost when it comes to renting items for our events. However, currently there is a \$1000 limit on what it can purchase. This prevents us from buying sufficient quantities of ice for the event at its current size, or covering basic subscription costs. This also created situations where we can "rent" a set of assets for \$2400, but cannot buy the same asset for \$1400 (a real opportunity came up this year, but we could not pursue it).

Originally, when the total event budget was between \$5,000 and \$10,000 dollars, a limit of

\$1000 made sense. However, at our current size this limit is no longer practical and is forcing us to actually spend more money, not less.

An original intent of the purchase vs rent restriction was to temper situations where many “cheap” things could be bought, but are expensive to store. This proposal is intended to rebalance the ability to purchase, while also introducing new accountability for purchased assets.

9.1 Borrowing

[Current Version]

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.

[Proposed Version]

9.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, borrow money or take out a loan under one or more of the following conditions:

- a) By authorization of an ordinary resolution passed by the Society at a general meeting,
- b) For an operational purpose which is less than \$10,000, that the Society can readily service, such as a credit card, or,
- c) For an emergency purpose, where failure to do so would prevent or endanger the Society’s events or the ability to operate.

Rationale:

This proposal is an attempt to find a reasonable limit to members taking on debt for operational needs. The following proposed change should eliminate the requirement for volunteers to take on temporary personal debt by using their own cash or cards when performing acts for the Society.

Currently, there is a prohibition on borrowing money without a special resolution at an AGM. This bans the use of most credit cards by the Society, and if the Society hits a cash flow problem (bills are due but the ticket money hasn’t arrived yet), it can pose a serious

issue. Up to 50% of the Society's revenue arrives up to one month *after* the event is over. This prohibition had the possibility of sinking the event in 2022 and required us to renegotiate the due date of payments with vendors, including venue, security, and medical.

While we've solved online purchases with a special type of card, regular credit cards are required for rentals. Currently the bylaw requires production volunteers to use their personal credit cards to rent trucks and other big ticket items. The proposed change will allow the Society to take on these rentals and liability rather than individuals.

6. Adjournment