

Bylaws of Victoria BC Ska & Reggae Society (the "Society")

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.

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, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Type of membership

2.2 A volunteer member is an individual who has volunteered for two Society events within the year and are in good standing.

2.3 A community member is an individual from the community who has paid their membership dues and is in good standing.

Duties of members

2.4 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Member access to records

2.5 Member access to accounting records is restricted to compilations by third party accountants.

2.6 Member access to personnel and membership files will be restricted to maintain privacy of the individuals.

Amount of membership dues

2.7 The amount of the annual membership dues, if any, must be determined by the Board. Volunteer members pay a lower rate than community members.

Member not in good standing

2.8 A member is not in good standing if the member fails to pay the member's annual membership dues and the member is not in good standing as long as those dues remain unpaid.

Member not in good standing may not vote

2.9 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.10 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

2.11 Members who fail to meet professional standards can be dismissed or suspended by the Society staff or the Board.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

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;

- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) 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 chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

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 voting members 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 voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, 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 voting members 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 voting members 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 voting members 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 chair of a general meeting may, or, if so directed by the voting members 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 chair 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.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair 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

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act to be decided by a special resolution.

3.17 A special resolution for the Society requires a 2/3 majority of the voting membership.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

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 as a result of the resignation, death or incapacity of a director during the director's term of office.

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 end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Director/Senior manager qualifications

- 4.5** An individual who is an undischarged bankrupt is not qualified to be a director or senior manager.
- 4.6** Individuals convicted of any fraud-related offence are not qualified to be a director or senior manager.

Disclosure of conflicts of interest

- 4.9** Directors and senior managers must disclose to the Board all material interests in matters that may conflict with their duties to the society.

Obligation to Declare

- 4.10** Whenever a board member has a financial or personal interest in any matter coming before the Board of Directors, the Board will ensure that:
- a) No interested member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
 - b) Any transaction in which a member has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the Society.
 - c) The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Definition of conflicts of interest

- 4.11** Conflict of Interest means a perceived, potential or actual conflict of interest between the unbiased exercise of judgement on behalf of the Society and:

a) a perceived, potential or actual obligation to a person or organization that might benefit from special consideration related to a grant application; or

b) a perceived, potential or actual benefit accruing to an individual, corporation, partnership, other business enterprise or non-profit organization of which the board member or a person in his or her immediate family is an officer, director, partner or substantial shareholder.

c) Immediate family means spouse or partner, children, grandchildren, parents or grandparents, siblings (and their immediate families), as well as any member of the extended family living under the same roof.

Consent to act as a Director

4.13 The society must ensure that all directors (other than those elected or appointed at a meeting they attend) have provided written consent to sit on the Board.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

5.2 At least 2 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.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (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.

Role of president

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

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president 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 Directors can only receive remuneration by the Society under the following conditions:

- (a) directors cannot receive remuneration or other financial benefit for their services as an executive member or director, but may be paid for contract services rendered outside of their duties as a board member.
- (b) any director remuneration requires a written agreement drafted by the president or treasurer and approved unanimously by the board, excluding the director who is to be remunerated.
- (c) the remuneration can only be for a short term contract of no longer than one month.
- (d) the rate of remuneration should be commensurate with the rate of compensation for similar contract positions.
- (e) there can be no retroactive remuneration to a director if a contract has not been approved by the Board ahead of the work term.
- (f) if a board member intends to apply for a payroll or contracted position (longer than one month) they must step down from the Board during the hiring period.

Reimbursement of expenses

7.2 Directors can be reimbursed for any reasonable expense incurred when conducting their board duties.

7.3 All reimbursements require complete and appropriate receipts.

- 7.4** Director reimbursement must be pre-approved by the treasurer or the president.
- 7.5** Any expense incurred by a director that is not pre-approved by the treasurer or the president must be reviewed by the Board before compensation is given.
- 7.6** All reimbursements to directors are to be reported to the Board on a regular basis.

Signing authority

- 7.7** Any contracts or records that have been signed on behalf of the Society must be presented in a timely manner to the Board for review.
- 7.8** A employment contract must be signed on behalf of the Society by the Artistic Director and by the president, or if the president is unable to provide a signature, by the vice-president.
- 7.9** An artist contract must be signed on behalf of the Society by the Artistic Director and presented in a timely manner to the Board for review.
- 7.10** Grant agreements must be signed on behalf of the Society by the Artistic Director and by the treasurer, or the president, or if the president is unable to provide a signature, by the vice-president.
- 7.11** Any other record to be signed by the Society must be signed on behalf of the Society;
 - (a) by the president
 - (b) if the president is unable to provide a signature, by the vice-president
 - (c) if the president and vice-president are both unable to provide signatures, by any other director, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 – Indemnification of Board Members and Senior Managers

General Provisions

8.1 The society shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the society, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person:

- (a) conducted themselves in good faith,
- (b) reasonably believed, in the case of conduct in his or her official capacity with the society, that their conduct was in the best interests of the society, and, in all other cases, that their conduct was at least not opposed to the best interests of the society, and
- (c) with respect to any criminal proceeding, had no reasonable cause to believe that their conduct was unlawful.

Exception to Indemnification

8.2 However, no person shall be entitled to indemnification under these bylaws if either:

- (a) in connection with a proceeding brought by or in the right of the society in which the director or officer was adjudged liable to the society, or
- (b) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in their official capacity, in which they are ultimately adjudged liable on the basis that they improperly received personal benefit.

Reasonable Limitation to Expenses

8.3 Indemnification under this bylaw in connection with a proceeding brought by or in the right of the society shall be limited to reasonable expenses incurred in connection with the proceeding.

Termination of action

8.4 The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent

shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this section.

Successful Defense on the Merits; Expenses

- 8.5** To the extent that a director or officer of the society has been wholly successful on the merits in defense of any proceeding to which they were a party, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceeding.

Determination of Right to Indemnification

- 8.6** Any indemnification under this bylaw (unless ordered by a court) shall be made by the society only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in these bylaws.

- 8.7** Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or
- (b) if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated by the Board, which committee shall consist of two or more directors who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee), or
- (c) if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures, or
- (d) by the members.
- (e) Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that

indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Advance Payment of Expenses

8.8 The society shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if:

- (a) the director or officer furnishes the society a written affirmation of their good faith belief that they conducted themselves in good faith,
- (b) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Reports to Members

8.9 In the event that the society indemnifies, or advances the expenses of, a director or officer in accordance with these bylaws in connection with a proceeding by or on behalf of the society, a report of that fact shall be made in writing to the members with or before the delivery of the notice of the next meeting of the members.

Other Employees and Agents

8.10 The society shall indemnify such other employees and agents of the society to the same extent and in the same manner as is provided above in the bylaws with respect to directors and officers, by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.