

SOCIETY ACT

CONSTITUTION and BYLAWS

CONSTITUTION of the Georgia Straight Jazz Society

The name of the society is the Georgia Straight Jazz Society

The purposes of the society are:

- To increase public awareness of and to nurture an appreciation for all forms of jazz;
- To present performances by a wide variety of musicians representing all forms of jazz;
- To stimulate the local jazz communities by producing events and activities in which artists can interact creatively;
- To provide opportunities for school aged musicians to create jazz for a public audience;
- To augment the educational instruction of school aged musicians in jazz performance, improvisation, and composition; and
- To establish and strengthen the jazz music community on Vancouver Island.

BYLAWS of the Georgia Straight Jazz Society

Interpretation

- 1) In these bylaws, unless the context otherwise requires,
 - a) "Directors" means the Directors of the Society for the time being;
 - b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) "Term" means the time between the annual general meeting and the immediate next annual general meeting
- 2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 3) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

General

- 4) Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.
- 5) On request, any member in good standing is entitled without charge to a copy of the constitution and bylaws of the society.
- 6) These bylaws must not be altered or added to except by special resolution.

Dissolution

- 7) In the event of the winding up or dissolution of the Society, its funds and assets remaining after satisfaction of its liabilities shall be given or transferred to an organization with similar purposes pursuant to section 149(1)(f) or (l) of the *Income Tax Act* (CDN).

No benefit

- 8) No part of the income of the Society shall be payable or otherwise available for the personal benefit of any proprietor, member, Director or Officer.
- 9) No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Membership

- 10) The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.
- 11) A person may apply to the Directors for membership in the society and on acceptance by the Directors is a member.

Membership Dues

- 12) The Directors may determine the membership dues.
- 13) The Directors may waive in whole or in part membership dues.
- 14) A member is in good standing if his annual dues are paid within 60 days of their due date.

Cessation of Membership and Expulsion of Members

- 15) A person ceases to be a member of the society
 - a) by delivering his or her resignation to a Director of the society,
 - b) on his or her death or, in the case of a corporation, on dissolution,
 - c) on not being in good standing, or
 - d) on being expelled
- 16) A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote. An expelled member is not entitled to a refund of membership dues.

Obligations of Membership

- 17) Each member shall inform a Director of a change of address and/or e-mail address for the purposes of receiving notices from the Society. This is an ongoing obligation.
- 18) Every member must uphold the constitution and comply with these bylaws.

Meetings of Members

- 19) General meetings of the society must be held in accordance with the Society Act, at a time and place determined by the Directors.
- 20) Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The Directors may, when they think fit, convene an extraordinary general meeting.
- 21) Notice of a general meeting must specify the place, day and hour of the meeting.
- 22) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Annual General Meeting

- 23) The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Proceedings at General Meetings

Quorum

- 24) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 25) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 26) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting must stand adjourned until a date and time determined by the Directors. If, at the rescheduled meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

Chair

- 27) The President of the society or, in the President's absence, one of the other Directors present, must preside as chair of a general meeting

Adjournment

- 28) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 29) When a meeting is adjourned for 30 days or more, notice of the rescheduled meeting must be given as in the case of the original meeting.

Voting

- 30) A member in good standing present at a meeting of members is entitled to one vote.
- 31) Voting is by show of hands.
- 32) Voting by proxy is not permitted.
- 33) A corporate member may vote by its authorized representative, who must be considered as a member for all purposes with respect to a meeting of the society.
- 34) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.

Directors

General Powers of Directors

- 35) The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in the general meeting, but subject, nevertheless, to the provision of:
 - a) all laws affecting the Society,
 - b) these bylaws, and
 - c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in the general meeting.
- 36) No rule made by the Society in the general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Obligations of Directors

- 37) The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the member's full name, date admitted as a member and date membership ceased.
- 38) The Directors shall ensure all reports, including financial reports, required by law to be prepared by the Society for the annual meeting are prepared.
- 39) The Directors shall ensure that all financial and other reports that have to be filed after the annual meeting are filed as required by the Society Act and Income Tax Act or other law.
- 40) The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
- 41) The Directors shall ensure proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of
 - a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - b) every asset and liability of the Society;
 - c) every other transaction affecting the financial position of the Society.

Appointment of Directors

- 42) There shall be five Directors or such other number as determined by the members.
- 43) The Directors shall retire at the annual general meeting, when their successors shall be elected. An election may be by acclamation, otherwise by show-of-hands ballot.
- 44) The Directors may at any time appoint a member as a Director to fill any Director vacancy. A Director so appointed holds office until the next annual general meeting.
- 45) The Directors may grant a leave of absence to a Director or Officer on terms and conditions the Directors consider advisable. The Directors may appoint an acting Director or Officer to fulfill the duties of the Director or Officer given a leave of absence.

Removal of Directors

- 46) The members may, by special resolution, remove a Director before the expiration of his office and may elect a successor to serve to the next annual general meeting. The Directors may by a two-thirds vote of Directors present remove a Director for any reason and appoint a replacement. A Director subject to a special resolution or vote for removal must be given at least seven days written notice of a meeting at which the vote will be held, and a brief description of the reasons. He will also be given the opportunity to defend in person or by agent prior to the vote being taken.

Meeting of Directors

- 47) The Directors or Committee of the Directors may meet together at such times, and places as they think fit for the dispatch of business. The meetings may be held in whole or in part, by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.
- 48) Three Directors are required for a quorum.

- 49) The President is the chair of all meetings of the Directors, or in his absence another Director chosen by those present.
- 50) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- 51) In the case of a tie vote, the chair does not have a second or casting vote and the proposed resolution does not pass.
- 52) A resolution in writing, signed by a quorum of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
- 53) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

In Camera Meetings

- 54) The Directors or Committee of the Directors may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

Committees

- 55) The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee. The committee shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
- 56) Subject to directions of the Directors, the committee shall determine its own procedure.

Officers

- 57) The President, Vice-President, Secretary, Treasurer and one more as appointed upon incorporation or as determined by the members shall be Officers of the Society and shall be elected at the annual general meeting.
- 58) An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.
- 59) Officers shall, upon election, serve for one term.
- 60) The Directors may at any time appoint a Director to fill any Officer vacancy. A Director so appointed holds office until the next annual general meeting.

Duties of Officers

- 61) The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide. The President is the chief executive Officer of the society and must supervise the other Officers in the execution of their duties.
- 62) The Vice-President must carry out the duties of the President during the President's absence.
- 63) The Secretary must:
 - a) conduct the correspondence of the society;
 - b) issue notices of meetings of the society and Directors;
 - c) keep minutes of all meetings of the society and Directors; and

- d) have custody of all records and documents of the society except those required to be kept by the treasurer.
- 64) The Treasurer must
 - a) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - b) render financial statements to the Directors, members and others when required.
- 65) The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.

Conflict of Interest

- 66) A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his interest to all other Directors and otherwise comply with the requirements of the Society Act.

Borrowing

- 67) Directors may not issue debentures or otherwise borrow funds or place the Society in debt to any person or institution.

Inspection of Documents by Members

- 68) The following documents shall not be open to inspection by members:
 - a) Documents designated by the Directors as confidential documents;
 - b) Documents related to in camera sessions of the Directors or Committee of the Directors.

Notices to Members

- 69) A notice may be given to a member personally or by mail or by email, or, if the foregoing are not possible, by public notice (newspaper).
- 70) A notice sent by mail or email shall be deemed to have been given on the second day following that on which the notice is posted (mail) or sent (email) and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and posted/sent.
- 71) Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given. No other person is entitled to receive a notice of a general meeting.