


CAROL PREST

OKANAGAN SYMPHONY SOCIETY BYLAWS

Part 1 - Interpretation

1.1 In these Bylaws, unless the context requires otherwise,

"Board" means the Board of Directors of the Society as constituted under bylaw 5.13;

"Director" means a Director of the Society elected or appointed under Part 5;

"Executive Committee" means the Executive Board as constituted under bylaw 8.1

"Registered address" of a member means the address of the member as recorded in the register of members pursuant to Section 70 of the Society Act;

"Season ticket subscriber" includes a corporation or organization;

"Society" means the Okanagan Symphony Society;

"Society Act" means the Society Act of British Columbia.

1.2 The definitions in the Society Act on the date these Bylaws became effective apply to these Bylaws.

1.3 Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.

Part 2 - Membership

2.1 The members of the Society are

- (a) an applicant for incorporation of the Society who has not since ceased to be a member;
- (b) season ticket subscribers to the Society's annual series of concerts and who have not ceased to be a member;
- (c) any person who has contributed to the Society the annual membership fee as may be determined by the Board under section 2.4; and
- (d) honorary members as admitted by the Board under bylaw 2.2.

2.2 The Board may, by resolution, admit as honorary members such persons who have made exceptional contributions to the Society or the arts in general or who have gained special status in the community and shall determine the term of such members.

2.3 Honorary members shall not be required to pay membership fees and are entitled to attend concerts without charge.

2.4 The Board may determine the amount payable as an annual membership fee, and the Board shall determine when the fee becomes due and payable.

2.5 Every member must uphold the Constitution of the Society and comply with these Bylaws.

2.6 Every member that is not a natural person must appoint in writing a natural person to represent it in respect of its membership in the Society and may remove any such representative and appoint another representative.

2.7 Every person appointed to represent a member that is not a natural person must be

- (a) a partner, director, officer or senior executive employee of that member; and
- (b) recognized as a member for all purposes of these Bylaws and the Society.

2.8 A professional musician, musical director or employee engaged by the Society shall not be eligible to be a member.

2.9 A person ceases to be a member of the Society

- (a) by submitting their written resignation to the attention of the Secretary of the Society at the registered address of the Society;
- (b) by not subscribing to the next annual series of concerts on the expiration of their annual membership subscription;
- (c) by not paying the annual membership fee;
- (d) on her or his death, or in the case of a member who is not a natural person, upon its dissolution;
- (e) on being expelled; or
- (f) on not being a member in good standing for twelve (12) consecutive months.

2.10 For the purpose of bylaw 2.9 (b), an annual membership subscription expires on the date of the first concert of the next following annual subscription series of concerts.

2.11 A member may be expelled by a special resolution passed at a general meeting.

2.12 A notice of a special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion and a person who is the subject of a 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.

2.13 All members are in good standing except those members who have failed to pay any debt due and owing to the Society.

2.14 A member is not in good standing so long as the debt due and owing to the Society remains unpaid.

Part 3 - General Meetings of Members

3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, as determined by the Board.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The Board may, when it deems appropriate, convene an extraordinary general meeting.

3.4 An extraordinary general meeting must be convened on the written request of at least ten percent (10%) of the members in good standing and the request must set out the reason for the meeting.

3.5 An annual general meeting of the Society must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

4.1 Special business at a general meeting is

(a) all business conducted at an annual general meeting, except the following:

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the reports of the Directors;

(iv) the report of the auditor, if any;

(v) the election of Directors;

(vi) other reports, if any;

(vii) the appointment of an auditor, if required; and

(viii) other business that, under these Bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting, and

(b) all business at an extraordinary general meeting except the adoption of rules of order.

4.2 All general meetings must be conducted in accordance with Robert's Rules of Order.

4.3 No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until a quorum is present or until the meeting is adjourned or terminated.

4.5 A quorum is ten (10) members present.

4.6 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, the meeting must stand adjourned to the same day in the next week at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members present shall constitute a quorum.

4.7 Subject to bylaw 4.8, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present, shall preside as Chair of a general meeting.

4.8 If, at a general meeting,

(a) there is no President, Vice-President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or

(b) the President and all the other Directors present are unwilling to act as Chair,

the members present must choose one of their number to be the Chair.

4.9 A general meeting may be adjourned from time to time and from place to place, but no business must be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.10 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.11 Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.12 A member who is in good standing for a minimum of two (2) weeks and who is present at a general meeting and the Chair

- (a) may propose resolutions; and
- (b) is entitled to one vote.

4.13 In the case of a tie vote, the Chair shall not have a deciding or second vote in addition to the vote that he or she is entitled to as a member, and the proposed resolution shall not pass.

4.14 Voting shall be by a show of hands unless a majority of the members present request a secret ballot.

4.15 Voting by proxy shall not be permitted.

4.16 A member who is not a natural person may vote by its authorized representative who

- (a) shall be entitled to speak,
- (b) may propose resolutions and vote,
- (c) may exercise the rights of a member in all other aspects, and
- (d) shall be considered as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors, Board of Directors and Officers

5.1 There must be at least three (3) Directors and Directors must be members of the Society.

5.2(1) Subject to subsection (2), the Directors shall be elected at an annual general meeting for a two (2) year term.

5.2(2) A Director may be elected at an annual general meeting for a one (1) year term if the Board directs that, to a maximum of four (4) Directors, a one year term is necessary to provide for the stable ongoing succession of Directors.

5.3 The term of office for Directors and Officers shall commence at the conclusion of the annual general meeting at which their election took place and shall end at the conclusion of the second annual general meeting following their election.

5.4 An election may be by acclamation, otherwise it must be by ballot.

- 5.5 If a successor is not elected, the member previously elected or appointed continues to hold office.
- 5.6 Upon the conclusion of the term of office, a Director shall be eligible for re-election at the annual general meeting, provided that a Director shall not hold office for more than four (4) consecutive terms.
- 5.7 The members may, by special resolution, remove a Director, before the expiration of the term of office, and may elect a successor to complete the term of office.
- 5.8 A Director who is absent from three (3) consecutive regular meetings of the Board without giving prior notice or other valid reason for being absent may be removed at the option of the Board and a notice of termination shall be given in writing to the Director.
- 5.9 The Board may appoint a member as a Director to fill a vacancy in the Board.
- 5.10 If a Director resigns or otherwise ceases to hold office, the Board must appoint as soon as practicable a member to take the place of the former Director.
- 5.11 The term of a Director appointed under bylaw 5.9 or 5.10 shall end at the conclusion of the first annual general meeting following the appointment.
- 5.12 A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director, if requested, while engaged in the affairs of the Society.
- 5.13 A minimum of five (5) Directors, or a greater number as determined by the Board, shall constitute the Board of Directors.
- 5.14 The Board must have Okanagan regional representation with at least one (1) Director from the South Okanagan and one (1) Director from the North Okanagan.
- 5.15 The Board must appoint immediately on the conclusion of the annual general meeting and from amongst its Directors, a President, Vice-President, Secretary and Treasurer. One Director may hold the position of Secretary-Treasurer.
- 5.16 The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, subject to
- (a) all laws affecting the Society,
 - (b) these Bylaws,
 - (c) rules, not being inconsistent with these Bylaws, that are made by the Society in a general meeting, and
 - (d) powers, acts and things that are lawfully directed or required to be exercised or done by the Society in a general meeting under any other bylaws, statutes or otherwise.
- 5.17 A rule, made by the Society in a general meeting, does not invalidate a prior act of the Board that would have been valid if that rule had not been made.
- 5.18 An act or proceeding of the Board is not invalid merely because there are less than the prescribed number of Directors in office.

Part 6 - Proceedings of the Board of Directors

6.1 The Board may meet at the places it thinks fit to conduct business and may adjourn and otherwise regulate their meetings and proceedings as it sees fit.

6.2 The Board may set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Directors then in office.

6.3 The President is the Chair of all meetings of the Board, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President must act as Chair, but if neither is present the Directors present may choose one of their number to be the Chair at that meeting.

6.4 A Director may at any time, and the Secretary, on the request of a Director, must, convene a meeting of the Board.

6.5 For a first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

6.6 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, facsimile or any other electronic means of communication, of any meeting of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) a notice of meeting of the Board is not required to be sent to that Director, and
- (b) any and all meetings of the Board, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.

6.7 Questions arising at a Board meeting must be decided by a majority of votes.

6.8 In the case of a tie vote, the chair does not have a second or casting vote.

6.9 A resolution proposed at a Board meeting need not be seconded and the Chair of a meeting may move or propose a resolution.

6.10 A resolution in writing, signed by all the Directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

6.11 The Board may appoint a community member, for a term determined by the Board, to serve as a Board Observer.

6.12 The professional players, known as the Okanagan Symphony Players Association, may elect one (1) player for a term of 2 years to serve as a Board Observer.

6.13 A Board Observer may attend regular meetings of the Board and speak on issues under consideration by the Board but can not propose a motion or vote.

6.14 The Board may hold *in camera* meetings, or portions of their meetings *in camera*, and persons who are not Directors may only attend *in camera* sessions on invitation by the Board.

6.15 All meetings of the Board of Directors must be conducted in accordance with Robert's Rules of Order.

Part 7 - Committees

7.1 The Board may establish committees and delegate any, but not all, of their powers to the committees.

7.2 Subject to bylaw 7.3, the Board may determine the number and type of committees necessary to assist the Board in carrying out its powers, functions and duties.

7.3 The Board must establish

- (a) an Executive Committee as set out in Part 8,
- (b) a Finance Committee, chaired by the Treasurer, and
- (c) an Artistic Planning Advisory Committee whose membership must include the Music Director of the Okanagan Symphony Orchestra, as Chair, the Executive Director and a Director.

7.4 In its delegated exercise of powers, functions and duties, a committee must conform to any mandate and rules imposed on it by the Board and must report every act or thing done in the exercise of those powers, functions and duties to the earliest meeting of the Board held after the act or thing has been done.

7.5 Every committee must include at least one (1) Director as a member.

7.6 Subject to bylaw 7.5, members of a Committee may determine its meeting place, the frequency of its meetings and the size and constitution of its membership, which can include volunteers who may or may not be members of the Society.

7.7 If, at a meeting of a committee, the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the members of the committee present must choose one of their number to be the Chair of the meeting.

Part 8 — Executive Committee and Duties of Officers

8.1 The President, Vice President, Secretary and Treasurer shall constitute the Executive Committee of the Society.

8.2 The Executive Committee shall govern the day to day business of the Society and ensure that the decisions and directions of the Board are communicated to the appropriate members and staff and are carried out in accordance with those decisions and directions.

8.3 The Executive Committee may meet at the places it thinks fit to conduct business and may adjourn and otherwise regulate their meetings and proceedings, including frequency, as it sees fit.

8.4 A quorum is two (2) members of the Executive Committee present.

8.5 The President presides as Chair at all meetings of the Society, of the Board and of the Executive Committee.

8.6 The President is the Chief Executive Officer of the Society and must supervise the other Officers in the execution of their duties.

8.7 The Vice-President must carry out the duties of the President during the President's absence.

8.8 The Secretary is responsible for

- (a) the conduct of the correspondence of the Society;
- (b) the issuing of notices of meetings of the Society and Directors;
- (c) the keeping of minutes of all meetings of the Society and Directors;
- (d) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (e) the custody of the common seal of the Society, if any; and
- (f) the maintenance of the register of members.

8.9 The Treasurer is responsible for

- (a) the keeping of the financial records, including books of account, necessary to comply with the Society Act; and
- (b) the rendering of financial statements to the Directors, members and others when required.

8.10 If the Offices of Secretary and Treasurer is held by one member, the Office is to be known as the Secretary-Treasurer.

8.11 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

Part 9 - Borrowing

9.1 In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular but without limitation, the Board may from time to time

- (a) borrow money on the credit of the Society;
- (b) issue, sell or pledge securities of the Society; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society; provided that no debt and/or security instrument of the Society shall be issued without the sanction of a special resolution of the Society.

9.2 The Board may authorize any Director, officer or employee of the Society or any other person to make arrangements with reference to the monies borrowed or to be borrowed under bylaw 9.1 and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for

any monies borrowed or remaining due by the Society as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

9.3 The members, by special resolution, may restrict the borrowing powers of the Board, but such a restriction shall expire at the next annual general meeting.

Part 10 - Auditor

10.1 This Part applies only if the Society is required or has resolved to have an auditor.

10.2 The first auditor must be appointed by the Board who must also fill all vacancies occurring in the office of auditor.

10.3 At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

10.4 An auditor may be removed by ordinary resolution.

10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.

10.6 A Director or employee of the Society must not be its auditor.

10.7 The auditor may attend general meetings.

Part 11 - Seal

11.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

11.2 The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of such Officers or Directors as may be prescribed in the resolution, or, if no Officers or Directors are prescribed, in the presence of any two (2) Directors.

Part 12 - Notices to Members

12.1 Subject to any provision of the Society Act to the contrary, not less than fourteen days written notice of a general meeting of the Society shall be given to its members entitled to receive notice of a general meeting, and if applicable, to any duly appointed auditor.

12.2 Notice of a general meeting shall specify the place, day and time of the meeting, and, in the case of special business, the general nature of that business.

12.3 The notice under bylaw 12.1 shall be given at least fourteen (14) days prior to the day of the meeting by publication in newspapers, selected by the Board, which are normally circulated on a daily or weekly basis in Kelowna, Penticton and Vernon.

12.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice shall not invalidate proceedings at that meeting.

12.5 Notice or delivery of any document to any member, Director or officer of the Society shall be given

- (a) personally by an Officer or Director of the Society, or any bona fide messenger or courier service,
- (b) transmitted by facsimile or any other electronic means of communication, or
- (c) by prepaid regular mail addressed to the member at the member's last known address as shown on the books of the Society.

12.6 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

Part 13 - Bylaws

13.1 On being admitted to membership, each member is entitled to a copy of the Constitution and Bylaws of the Society.

13.2 On request by a member, the Society must provide that member, without charge, a copy of the Constitution and Bylaws of the Society.

13.3 These Bylaws must not be altered or added to except by special resolution.

Part 14 – Miscellaneous

14.1 The Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting its purposes. This provision was previously unalterable.

14.2 In the event of the dissolution or winding up of the Society, whether voluntary or involuntary:

- (a) the members of the Society shall not be entitled to receive any assets of the Society;
- (b) any and all debts of the Society shall be paid a provision for their payment made; and
- (c) any and all remaining assets of the Society shall be paid, transferred or assigned to a “charitable organization” defined pursuant to the provisions of the Income Tax Act of Canada, and approved by the Canada Customs and Revenue Agency, having similar goals, objectives and philosophies as the Society, and as members of the Society in their discretion may determine. This provision was previously unalterable.