



T.K. SPARKS

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;

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

"Electronic Means" means any system or combination of systems including, but not limited to, mail, telephonic, computer-based technology, that:

- i. with respect to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all are present at the same location, and
- ii. where applicable, permits all eligible voters to cast a vote on the matter for determination that adequately discloses the intentions of the voters.

"Society" means the Okanagan Symphony Society;

"Societies Act" means the *Societies Act* of British Columbia.

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

Part 2 - Membership

2.1 The members of the Society are those people whose membership application has been reviewed by the Board or their delegate and accepted by the Board; and have paid the requisite fee.

2.2 The Board may, by resolution, admit as honorary members such people 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 terms of such memberships.

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

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

2.5 Anyone engaged or employed by the society is not eligible for membership.

2.6 A person ceases to be a member of the Society.

- (a) upon the expiry of their membership;
- (b) by submitting their written resignation to the attention of the Secretary of the Society at the registered address or e-mail of the Society;

- (c) by not paying the annual membership fee;
- (d) on being expelled.

- 2.7 The term of membership shall run from September 1 to August 31.
- 2.8 A member may be expelled by a special resolution passed at a general meeting.
- 2.9 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.
- 2.10 All members are in good standing except those members who have failed to pay any debt due and owing to the Society.
- 2.11 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 on the date, time, location and whether by electronic means, as determined by the Board.
- 3.2 Notice of a general meeting must specify the date, time, location, and specify the electronic means of the meeting. The text of a special resolution to be submitted to the meeting, if any, must be included with the notice. In the case of special business, the notice must state the general nature of that business.
- 3.3 An annual general meeting of the Society must be held at least once in every calendar year.
- 3.4 Every general meeting, other than an annual general meeting, is a special general meeting.
- 3.5 The Board may, when it deems appropriate, convene a special general meeting.
- 3.6 The members may request a special general meeting in accordance with the *Societies Act*.

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, if any;
 - 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 a special general meeting except the adoption of rules of order, if any.

- 4.2 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.
- 4.3 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 or until the meeting is adjourned or terminated.
- 4.4 A quorum is ten (10) voting members in attendance.
- 4.5 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not met, 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 whether by electronic means. If, at the adjourned meeting, a quorum is not met within thirty (30) minutes of the time appointed for the meeting, the voting members in attendance shall constitute a quorum.
- 4.6 The President, the Vice-President, or in the absence of both, one of the other Directors in attendance, will preside as Chair of a general meeting.
- 4.7 If, at a general meeting,
 - (a) there is no President, Vice-President, or other Director in attendance 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 in attendance must choose one of their number to be the Chair.
- 4.8 A general meeting may be adjourned, but no business is to be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 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.
- 4.10 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.
- 4.11 Only those members who have been members for a minimum of four (4) weeks prior to the general meeting; and who are in attendance at the general meeting, are entitled to one vote.
- 4.12 Directors may be elected by vote or by acclamation.
- 4.13 Nominations for directors will be presented to the membership by the directors and included in the notice of the meeting.
- 4.14 Nominations from the floor are not permitted.
- 4.15 At a General Meeting, voting may be by a show of hands, an oral vote, or by electronic means,

so long as the intention of the members is adequately disclosed.

4.16 In the case of a tie vote, the Chair shall not have a deciding or second vote in addition to the vote that they are entitled to as a member, and the proposed resolution shall not pass.

4.17 Voting by proxy is not permitted.

Part 5 – Directors

5.1 The Society must have no fewer than three (3) and no more than nine (9) Directors.

5.2 Directors must be members of good standing in the Society.

5.3 Directors shall serve for a two (2) year term.

5.4 The term of office for Directors shall commence at the conclusion of the annual general meeting at which their election took place. A certain number of Directors may serve a one-year term, if necessary, to provide for the stable ongoing succession of Directors.

5.5 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 or eight (8) years.

5.6 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.

5.7 Two thirds of the directors may pass a resolution to remove a Director by providing reasons to the Director and providing them an opportunity to be heard at the meeting at which their removal is to be heard.

5.8 The Board may, by resolution, appoint a member as a Director to fill a vacancy on the Board.

5.9 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. A Director so appointed shall be eligible to stand for election at the next annual general meeting following their appointment.

5.10 A Director must not be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director, if requested, while engaged in the affairs of the Society.

5.11 The Society will make its best effort to have Okanagan regional representation with at least one (1) Director from the South Okanagan and one (1) Director from the North Okanagan.

5.12 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, 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.

- 5.13 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.
- 5.14 The act or proceeding of the Board is not invalid merely because there is less than the prescribed number of Directors in the 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. In their absence the Directors in the meeting may choose one of them 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 In the case of a tie vote, the Chair does not have a second or casting vote.
- 6.7 A resolution proposed at a Board meeting need not be seconded and the Chair of a meeting may move or propose a resolution.
- 6.8 The Directors may pass a director's resolution without a meeting, if the majority of the Directors consent to the resolution in writing by email.
- 6.9 The Board may appoint a community member, for a term determined by the Board, to serve as a Board Observer.
- 6.10 The professional players, known as the Okanagan Symphony Players Association, may appoint one (1) player for a term of two (2) years to serve as a Board Observer.
- 6.11 A Board Observer may attend regular meetings of the Board and speak on issues under consideration by the Board but cannot propose a motion or vote.
- 6.12 The Board may hold *in-camera* meetings, or portions of their meetings *in-camera*, and people who are not Directors may only attend *in-camera* sessions at the invitation of the Board.

Part 7 - Committees

- 7.1 The Board may establish committees and delegate any, but not all, of their powers to the committees.
- (a) The Board must establish
- i. A Finance Committee, and
 - ii. An Artistic Planning Advisory Committee.
- 7.2 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.
- 7.3 Every committee must include at least one (1) Director as a member.
- 7.4 Committees may regulate their meetings and proceedings as it sees fit. Committees may also include volunteers who may or may not be members of the Society.

Part 8 —Board Roles

- 8.1 The Board must appoint at the Board meeting following the annual general meeting, from among their number, a President, Vice-President, Secretary and Treasurer. One Director may hold more than one position.
- 8.2 The President presides as Chair at all meetings of the Society and the Board.
- 8.3 The President must supervise the other directors in the execution of their role.
- 8.4 The Vice-President must carry out the duties of the President during the President's absence.
- 8.5 The Secretary is responsible for making the necessary arrangements 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; and
 - (e) the maintenance of the register of members.
- 8.6 The Treasurer is responsible for making the necessary arrangements 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.
- 8.7 If the Offices of Secretary and Treasurer are held by one member, the Office is to be known as the Secretary-Treasurer.
- 8.8 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.
- 9.2 The members, by special resolution, may restrict the borrowing powers of the Board, but such a restriction shall expire at the next following annual general meeting.

Part 10 - Auditor

- 10.1 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.
- 10.2 An auditor may be removed by resolution.
- 10.3 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.4 A Director or employee of the Society must not be its auditor.
- 10.5 The auditor may attend general meetings.

Part 11 – Records

- 11.1 In accordance with the requirements of the *Societies Act*, the following Official Records must be kept:
 - (a) the certificate of incorporation;
 - (b) each copy certified by the registrar of the
 - i. Constitution
 - ii. Bylaws
 - iii. the statement of Directors;
 - (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the registrar, other than in response to a request;
 - (d) a copy of each order made in respect of the Society by any Court or tribunal, in Canada or elsewhere, or a federal, provincial or municipal government body, agency or official, including the registrar;
 - (e) the register of Directors;
 - (f) each written consent to act as Director and each written resignation of a Director;
 - (g) a copy of each record evidencing a disclosure by a Director;
 - (h) the register of members including only the one piece of contact information provided by the member;
 - (i) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
 - (j) a copy of each ordinary or special resolution, other than a resolution included in the minutes referred to in paragraph (i), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution; and
 - (k) the financial statements of the Society.

11.2 Any other document or Official Record of the Society will only be made available for inspection and/or disclosure to the members in the Board's sole discretion. No other person may have access to any Official Records of the society save those required by law.

Part 12 - Notices to Members

12.1 A written notice of a general meeting must be provided at least twenty-one (21) days before the meeting to every member by email. The notice may also be posted on a website that is maintained by or on behalf of the Society and is accessible to all members of the Society.

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

12.3 Notice or delivery of any document, other than a record under Part 11, to any member, or Director of the Society shall be given personally, or be regular or electronic mail.

Part 13 – Charitable Provisions

13.1 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.

13.2 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 Revenue Agency, having similar goals, objectives and philosophies as the Society, and as members of the Society in their discretion may determine.