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**THE GREATER VICTORIA PERFORMING ARTS FESTIVAL ASSOCIATION**

**CONSTITUTION**

**1. NAME**

The name of the Society is “The Greater Victoria Performing Arts Festival Association”.

**2. PURPOSE**

The purpose of the Society is to arrange, promote and carry on annual adjudicated festivals for students of all ages in music and the performing arts and to engage in other activities having as their objective the development of artistic skills, the appreciation of music and its allied arts, and ultimately, the pursuit of excellence.

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**THE GREATER VICTORIA PERFORMING ARTS FESTIVAL ASSOCIATION  
(The Society)**

**BYLAWS**

**Part 1 DEFINITIONS AND INTERPRETATION**

1.1 In these Bylaws, unless the context otherwise requires:

“Act” means the *Societies Act* of British Columbia, as amended from time to time;

“Board of Directors” means the Directors of the Society;

“Board Executive” means the President, Vice President, Secretary and Treasurer.

“Bylaws” means these Bylaws as amended from time to time.

1.2 The definitions in the Act apply to these Bylaws.

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, shall prevail.

**Part 2 MEMBERSHIP OF THE SOCIETY**

2.1 A General Member in good standing is a person who wishes to work actively to further the objectives of the Society, to uphold the Constitution, and to comply with these Bylaws. All members of the Society, other than Honorary Members shall pay yearly membership fees to the Society, as established from time to time by the Board.

2.2 A person may apply to the Board or Board Executive for membership in the Society and on the acceptance of the Board shall be a member.

2.3 The conferring of an Honorary Member in the Society shall be made upon the recommendation of the Board and presented to the general membership. An Honorary Member shall not be required to pay any membership fees to the Society, but shall be a full voting member. An Honorary Membership is reserved for any member of the Society who has made a substantial contribution to the Society over a number of years.

2.4 Each General and Honorary Member shall have a single vote at all General Meetings of the Society, on all proceedings, such votes to be cast in person at attendance at such General Meetings. No proxy votes will be permitted.

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### **Part 3            TERMINATION OF MEMBERSHIP**

3.1    A member who desires to withdraw from membership in the Society may notify the Board in writing, to that effect, and on receipt by the Board of such notice, the member shall cease to be a member.

3.2    A member shall cease to be a member if he or she fails to pay the annual membership fees on the date due, which is within sixty (60) days after September 30<sup>th</sup>.

3.3    A member shall cease to be in good standing when he or she fails to adhere with the purpose of the Society.

3.4    A member may be expelled from the Society by the Board on a vote of two thirds (2/3) of the full Board for conduct deemed to be detrimental to the best interests of the Society.

3.5    A member has the right to speak on his or her own behalf, to be represented by counsel, and to call witnesses, at a Special Board Meeting of the Society.

### **Part 4            DIRECTORS AND OFFICERS**

4.1    The governance of the affairs of the Society shall be vested with the Board and the Board will act as trustees on behalf of the Society's membership to carry out the purpose of the Society.

4.2    The Board shall consist of no more than twelve (12) elected officers: the President, Vice President, Secretary, Treasurer, and up to eight (8) Members at Large.

4.3    The immediate Past President shall be an ex-officio member of the Board but will not have voting rights. He/she will advise and assist the President in any way possible.

4.4    Every Board member should be mindful of succession and work to ensure continuity of leadership within the Society.

4.5    Only a member in good standing may serve on the Board. Upon ceasing to be a member of the Society, a person shall no longer be permitted to hold office.

4.6    No Board member shall receive remuneration for his or her duties.

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4.7 Any Board Member who fails to attend three (3) consecutive meetings of the Board without due cause as determined by the Board, shall be deemed to have resigned from the Board.

## **Part 5 THE BOARD EXECUTIVE**

5.1 The Board Executive shall be the President, the Vice President, the Secretary, and the Treasurer.

5.2 The Board Executive acts on behalf of the Society within the provisions of these Bylaws and the Society Act.

5.3 The Board Executive may advise the Board on matters of interpretation of the Constitution and the Bylaws, on policy decisions, and on conducting the business of the Society. The Board will be the final authority.

5.4 The Board Executive shall have cheque signing authority. In the event that a member of the Board Executive is temporarily not available, a Member at Large may be given temporary authority if it is warranted.

5.5 All cheques and bank withdrawals shall require two (2) signatures of any two (2) Board Executives, or one (1) Board Executive member and the Office Administrator. All other documents such as notes, receipts, releases, contracts may be signed by only one (1) of the Board Executive or an authorized Board member.

## **Part 6 COMMITTEES**

The Board of the GVPFAFA is a working board as well as one concerned with policy. Board members contribute to achieving the Purpose of the GVPFAFA by assuming specific areas of responsibility. This work may be accomplished with the assistance of Committees comprised of two or more persons with expertise in the relevant areas.

6.1 Each committee will be formed and chaired by a Board member following the guidelines contained in the Board Manual, and will be accountable to and report to the Board of Directors from time to time through the Committee Chair.

6.2 The Terms of Reference of each Committee of the Board will be contained in the Board Manual.

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## **Part 7 DUTIES OF OFFICERS**

- 7.1 The President shall:
- (a) Preside at all meetings of the Society.
  - (b) Be an ex-officio member of all committees.
  - (c) Sign official documents as specified in these Bylaws.
  - (d) Give general direction in all aspects of the Society, always ensuring that the activities of the Society are compatible with its purpose.
- 7.2 The Vice President shall:
- (a) Perform the duties of the President in the absence or inability of the President to discharge said duties.
  - (b) Be empowered to sign official documents as specified in these Bylaws.
  - (c) Ensure that policy issues are identified and addressed by the Board.
  - (d) Prepare proposed changes to existing Bylaws for consideration and discussion by Society members at General Meetings of the Society.
  - (e) Update and maintain the Board Manual to reflect any changes to the Bylaws or Board policies.
- 7.3 The Secretary shall:
- (a) Ensure that the list of all members of the Society is up-to-date.
  - (b) Notify members of the Society of all General Meetings as specified in these Bylaws.
  - (c) Record the minutes of all meetings and distribute copies to the Board in a timely fashion.
  - (d) Conduct the correspondence of the Society, keeping one (1) copy of all correspondence on file.
  - (e) Be empowered to sign official documents as specified in these Bylaws.
- 7.4 The Treasurer shall:
- (a) Be custodian of the funds of the Society, depositing them and disbursing them as directed by the Board or within the authority delegated by the Board.
  - (b) Be empowered to sign official documents as specified in these Bylaws.
  - (c) Keep accurate records of all transactions. Prepare financial reports for Board meetings and for Annual General Meetings.
  - (d) Prepare books for audit as specified in Part 11
  - (e) Prepare financial reports as required by the Societies Act of BC.

## **Part 8 NOMINATIONS**

- 8.1 At least three (3) months before the Annual General Meeting, the Board shall appoint a Nomination chairperson from among its members who

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shall form a Nominating Committee and act as Chairperson of the Committee.

8.2 The Nominating Committee shall identify, in consultation with the Board, members who have terms to complete, members standing for re-election, and members resigning, thereby identifying which positions are vacant.

8.3 The Nominating Committee shall (a) receive nominations, (b) ascertain if the nominees are willing to become candidates, and (c) ensure each nomination has a Proposer and Seconder who are Members of the Society.

8.4 Nominations will be received from the floor at the Annual General Meeting.

8.5 Nominations may be received by the Nominating Committee until ten (10) days before the date of the Annual General Meeting.

8.6 The Nominations Chairperson shall present an interim list of candidates to the Board one week prior to the Annual General Meeting.

8.7 The Nominations Chairperson shall present a list of nominated candidates at the Annual General Meeting that should reflect the number of positions available.

## **Part 9 ELECTIONS**

9.1 Only members in good standing may vote, be elected, or appointed to a position in the Society.

9.2 Officers shall be elected by ballot at the Annual General Meeting. A majority vote is required for election. If there is only one candidate for an office, election of such candidate may be by acclamation.

9.3 The term of office for directors is two (2) years, unless they have been appointed as described in 9.6 below. Directors' terms are staggered such that half (1/2) the directors are elected at each Annual General Meeting.

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9.4 The Board of the Society shall be elected in the following order:

The President  
The Vice President  
The Secretary  
The Treasurer  
The Members at Large (one ballot)

9.5 New officers shall officially commence their duties immediately following the Annual General Meeting at which they are elected.

9.6 The Board may fill a vacancy by appointment. An appointee must be a member in good standing and shall hold office until the next AGM at which time the Board shall ask for ratification of the appointment for the remainder of the term for the member they are replacing.

9.7 Officers of the Society may be removed from office by Special Resolution at a meeting of the General Membership.

## **Part 10 MEETINGS**

There are three categories of Meeting: Annual General Meeting, Extraordinary General Meeting, and Board Meeting. The first two are categorized more broadly as "General Meetings of the Society".

Procedures at all General Meetings shall be in accordance with Robert's Rules.

### 10.1 General Meetings of the Society

The following apply to both Annual General Meetings and Extraordinary General Meetings:

#### 1. Notice

- (a) Every notice of a General Meeting of the Society shall state the nature of the business of the meeting and such notice shall be given to every individual member at least fourteen (14) days prior to the meeting date.
- (b) Notice of any General Meeting shall be sent to every individual member. Any accidental omission to give notice of such a meeting to a member shall not invalidate any Resolution or Bylaw passed or any proceeding taken at such a meeting.

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2. Only General and Honorary Members shall be entitled to vote at any General Meeting of the Society.

3. Quorum

A quorum for the transaction of business at any General Meeting shall be ten (10) of the individual membership.

10.2 Annual General Meeting

1. The Annual General Meeting shall be held once in each calendar year at a place, date and time within Victoria designated by the Board.

2. The agenda for the Annual General Meeting shall be as follows:

- Call meeting to order
- Minutes of previous AGM
- Business arising from the minutes
- Report of the President
- Report of the Treasurer and presentation of financial statements
- Reports, if any, of other Officers
- Elections
- Appointment of accountant
- New Business
- Adjournment

10.3 Extraordinary General Meetings

1. An Extraordinary General Meeting may be called at any time for a designated purpose.

2. The Secretary shall call such a meeting upon a majority vote by the Board or upon a petition of 20 of the voting membership.

10.4 Board Meetings

1. There shall be at least eight (8) Board meetings in each calendar year.

2. Board members shall have notice of Board meetings at least seven (7) days before the date of the meeting.

3. A special meeting of the Board may be called by at least five (5) members of the Board.

4. Each member of the Board, with the exception of the Chairperson shall have one vote, and all decisions of the Board shall be by a majority vote. In the case of equal division of the vote, the Chairperson shall cast the deciding ballot.

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5. Five (5) members of the Board shall constitute a quorum.

## **Part 11 FINANCIAL STATEMENTS**

11.1 The annual financial statements of the Society shall be reviewed by a Chartered Professional Accountant.

11.2 A Chartered Professional Accountant will be recommended for appointment by the Board to the General Membership at the Annual General Meeting, to review the books of the Society and give a written report to the Board.

11.3 The Board shall present the written accountant's review report and financial statements as required by the Act at the Annual General Meeting of the Society each year.

## **Part 12 BORROWING POWERS**

12.1 In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure payment or repayment of monies in the manner they decide, and, in part, but without limiting the foregoing, by the issue of debentures.

12.2 No debentures shall be issued without the sanction of a Special Resolution.

12.3 The members may, by Special Resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next Annual General Meeting.

## **Part 13 AMENDMENTS**

13.1 The Constitution and Bylaws of the Society may be amended at any General Meeting of the Society by a Special Resolution adopted by a two-thirds (2/3) majority vote of the individual members present at any General Meeting, after 14 days' notice of the meeting and the written intention of the Special Resolution has been sent to all members

## **Part 14 DISSOLUTION OF SOCIETY**

14.1 In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including

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the remuneration (if any) of a liquidator, and after payment to employees (if any) of the Society of any arrears of salaries and wages, and after payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Society at the time of winding up or dissolution of the Society, and if effect cannot be given to the afore-said provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the Income Tax Act which have purposes similar to those of the Society.

14.2 Part 14.1 was previously unalterable.