



Early Music Society OF THE ISLANDS

Early Music Society of the Islands BYLAWS

**As amended at a Special General Meeting held
Sunday, April 16th, 2023
*via internet***

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;.

"Society" means the Early Music Society of the Islands.

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.

Duties of members

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

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or fails to pay any other subscription or debt due to the Society, and the member is not in good standing for so long as those dues, subscriptions, or debts remain unpaid.

Member not in good standing may not vote

2.5 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 if member not in good standing

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

Termination of membership

2.7 A person shall cease to be a member of the Society

- (a) by delivering their resignation in writing to the Secretary of the Society or by mailing, emailing, or delivering it to the address of the Society, or
- (b) on their death or in the case of a corporation on dissolution, or
- (c) if their membership has been terminated pursuant to the Societies Act or these bylaws.

Honorary life memberships

2.8 Honorary Life Memberships may be conferred by a simple majority vote of the Directors. Honorary Life Memberships confer the same rights and obligations as membership, except for the obligation to pay annual membership dues.

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.

Time of annual general meeting

3.2 The Board must call annual general meetings so that an annual general meeting is held in each calendar year.

Notice of general meeting

3.3 Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 7 days before the meeting, and not more than 60 days before the meeting.

Ordinary business at general meeting

3.4 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

3.5 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, and must include the text of any special resolution to be submitted at the meeting.

Chair of general meeting

3.6 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.

Quorum required

3.7 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

3.8 The quorum for the transaction of business at a general meeting is 5 voting Members..

Lack of quorum at commencement of meeting

3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, the meeting is terminated.

If quorum ceases to be present

3.10 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

3.11 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 meeting from which the adjournment took place.

Notice of continuation of adjourned general meeting

3.12 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

3.13 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

3.14 At a general meeting, voting must be by a show of hands, an oral vote or another method decided by the members that adequately discloses the intention of the voting members, except that if, before 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.

Ordinary and special resolutions

3.15 Unless otherwise provided for in the Societies Act or these bylaws:

- (a) “ordinary resolution” means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members; and
- (b) “special resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members.

Chair does not have a second deciding vote

3.16 In the event of a tie of votes, the Chair does not have a second, deciding vote.

Announcement of result

3.17 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

3.18 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.19 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 Directors

Number of Directors on Board

4.1 The Society must have no fewer than 4 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.

Nomination process

4.3 In order for a person to stand for election to the Board at an annual general meeting of the Society, that person must deliver their written nomination to the Secretary no later than 3 days prior to the date of the annual general meeting. A nomination committee, appointed by the Board, shall determine whether or not to accept the nomination and allow the person to stand for election, using such criteria and qualifications the Board determines from time to time. Only persons approved by the Board shall be permitted to stand for election.

Age of Directors

4.4 A Director of the Society must be at least 16 years old.

Term of office of Directors

4.5 A Director's term of office expires at the close of the next annual general meeting after the Director's designation, election, or appointment.

Directors may fill casual vacancy on Board

4.6 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, incapacity, or removal of a Director during the Director's term of office.

Term of appointment of Director filling casual vacancy

4.7 Without limiting 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.

Duties of Directors

4.8 A Director of a Society must, when exercising the powers and performing the functions of a director of the Society,

- (a) act honestly and in good faith with a view to the best interests of the Society,
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
- (c) act in accordance with the Societies Act and its regulations, and
- (d) subject to paragraphs (a) to (c), act in accordance with these bylaws.

View to the purpose of the Society

4.9 Without limiting 4.7 a Director of the Society, when exercising the powers and performing the functions of a Director of the Society, must act with a view to the purposes of the Society.

Part 5 Directors' Meetings

Calling Directors' meeting

5.1 A Directors' meeting may be called by the President.

Notice of directors' meeting

5.2 At least 7 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period. Notice may be delivered in any manner the directors think fit, including but not limited to mail and email.

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.

Director with interest in a contract

5.6 A director with an interest in a contract or transaction with the Society may be counted as part of the quorum at a meeting of the directors at which the proposed contract or transaction is approved, but shall not vote on that item.

Location of meetings

5.7 The directors may meet at such locations as they think fit, and may hold electronic meetings through video conference, email or other electronic correspondence, and such electronic meetings constitute a meeting within the meaning of section 54 of the *Societies Act*.

Part 6 Board Positions

Election or appointment to Board positions

6.1 All Board positions are to be chosen by members of the Board. Directors must be elected or appointed at minimum to the following Board positions by the members of the Board of Directors, 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, the Chief Executive Officer of the Society if applicable, 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 and seal, if applicable, 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;
- (f) maintaining membership list

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.

Officers and committees

6.8 All officers and chairs of committees of the Society must be Directors.

Part 7 Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity with approval after prior consideration from all of the Directors.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society by any one Director, or an individual authorized by the Directors to sign such contracts. Any contract committing the Society to an expenditure of an amount exceeding \$5,000 requires a Board resolution approving the contract.

Signing authority – cheques

7.3 A cheque to be signed, or e-commerce transaction to be approved, must be signed or approved, as the case may be, by two individuals, at least one of which must be a Director, following a resolution of the Board authorizing the signing authority for those individuals.

Resolution authorizing signatures

7.4 For the purposes of sections 7.2 and 7.3, the Board may authorize by resolution the ongoing general signing authority of any individual, for one or more purposes, subject to the limitations in sections 7.2 and 7.3, and does not have to authorize each individual signature.

Executive and Artistic Directors

7.5 The Board may enter into a contract for services with an individual or individuals to fulfill the positions of Executive and Artistic Directors. These positions may be paid or voluntary positions. The duties and responsibilities of the positions must be laid out in the contract for services and be approved by Board resolution. The two positions may be combined and fulfilled by one individual. The Executive and Artistic Director(s) shall sit on the Board in a non-voting, ex-officio capacity.

Part 8 – General

Copies of bylaws

8.1 All members are entitled to obtain from the Society a copy of these bylaws, and the member shall reimburse the Society for its reasonable expenses incurred in producing a copy for the member.

Amendment of bylaws

8.2 These bylaws may be amended only by special resolution.