

# **Bylaws of British Columbia Touring Council Society**

## **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.

### **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)** Membership in the Society shall consist of organizations and individuals supporting the aims and objectives of the Society

- (a)** A potential member may apply to the Board for membership in the Society, and the potential member 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.

### **Membership Dues**

**2.(3)** Dues will be applied to support the purpose of the Society.

- (a)** Membership dues will coincide with the Society's fiscal year.
- (b)** 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, and the member is not in good standing for so long as those dues 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) Membership in the Society is terminated if the member is not in good standing for six consecutive months.

**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.

**Ordinary business at general meeting**

- 3.(2) 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 General Meeting**

- 3.(3) A notice may be given to a member, either personally, by mail or e-mail to the member at the member's registered address.
- 3.(4) 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.

**Chair of general meeting**

- 3.(5) 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 Chairperson
  - (ii) the vice-chairperson, 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.

### **Alternate chair of general meeting**

- 3.(6)** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting 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 three 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,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

- 3.(10)** If, at any time during a 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 adjourned meeting.

### **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 that adequately discloses the intention of the voting members. If requested by two or more voting members prior to a vote, voting will be by a secret ballot.

### **Announcement of result**

- 3.(15)** 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.(16)** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

- 3.(17)** 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 3.

### **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.
- (a)** The Board of Directors may be elected to represent the regions as follows:
    - one for the South West, one for the Vancouver Island & Gulf Islands, one for the North, one for the South Central and one for the South East. These directors shall be members from presenting organizations.
  - (b)** In addition to representatives from the regions, one artist/artist company and one agent/manager/consultant based in British Columbia may be elected to the board of directors.
  - (c)** Directors will be elected in accordance with the Nominations Policy.
  - (d)** Nominations from the floor will not be permitted.
  - (e)** All Directors will be elected by a simple majority at a general meeting.

### **Terms of Office**

- 4.(3)** Every director will serve for a term of two years. The term will commence with at the close of the Annual General Meeting at which they were elected.

**Directors may fill casual vacancy on Board**

- 4.(4)** 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 or incapacity of a director during the director's term of office.

**Term of appointment of director filling casual vacancy**

- 4.(5)** 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 and Officers**

- 4.(6)** The Board of Directors will govern the Society in accordance with the Constitution and Bylaws

**Part 5 – Directors' Meetings**

**Calling directors' meeting**

- 5.(1)** A directors' meeting may be called by the president or by any two other directors.

**Notice of directors' meeting**

- 5.(2)** At least two days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

**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.

**Removal of a director**

- 5.(6)** A director may be removed by a resolution passed by a 2/3rds majority of directors then in office.

## **Part 6 – Board Positions**

### **Election or appointment to Board positions**

- 6.(1)** The positions of Chairperson, Vice-Chairperson and Treasurer are filled by the Board of Directors at the first meeting of the Directors after the Annual General Meeting.
- 6.(2)** Chairperson: The Chairperson will preside at all meetings of the Board of Directors and the general meetings of the Society. They will supervise the Board in the execution of their duties. They shall be an ex officio member of all sub-committees. They shall be entitled to vote on all motions and in the event of a tie, may not cast a second and decisive vote.
- 6.(3)** Vice-Chairperson: The Vice-Chairperson shall assist the Chairperson and in the absence of the Chairperson shall exercise all their powers and perform all her/his duties.
- 6.(4)** Treasurer: They shall present or ensure that a detailed financial report be presented to the Annual General Meeting.

## **Part 7 – Remuneration of Directors**

### **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.

## **Part 8 - Access to records**

- 8.(1)** A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Association, to examine any of the following documents and records of the Association at the Address of the Association during the Association's normal business hours:
  - (a)** the Constitution and these Bylaws, and any amendments thereto;
  - (b)** the statement of directors and registered office of the Association;
  - (c)** minutes of any General Meeting, including the text of each resolution passed at the meeting;
  - (d)** resolutions of the Voting Members in writing, if any;

- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
  - (f) the register of Directors;
  - (g) the register of Members;
  - (h) the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar;
  - (i) copies of orders made by a court, tribunal or government body in respect of the Association;
  - (j) the written consents of Directors to act as such; and
  - (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.
- 8.(2) Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Association. Any other documents may only be inspected by members or other persons at the sole discretion of the Board of Directors.
- 8.(3) Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

## **Part 9 - Charitable Provisions**

- 9.(1) The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its objectives.
- 9.(2) In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations promoting the same object of this Society at the time of winding up or dissolution, and if effect cannot be given to aforesaid provisions, then such funds shall be given or transferred to some other organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as



being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect.