



Arts Council of New Westminster Annual General Meeting
November 24, 2019
Centennial Lodge
1:30pm – 2:30pm

Bringing the Community Together Through the Arts

At the Arts Council of New Westminster, we live and work on the unceded, traditional territories of the Coast Salish peoples of the QayQayt (qiqéyt) Nation as well as all Coast Salish Nations.

AGENDA

- 1.0 Call to Order
- 2.0 Confirmation of Quorum
- 3.0 Adoption of AGM Agenda
- 4.0 Adoption of AGM Minutes from November 25, 2018
- 5.0 ACNW Annual Report
 - 5.1 ACNW Annual Report – Leanne Ewen, President
 - 5.2 ACNW Programming Report – Stephen O’Shea, Executive Director
- 6.0 ACNW Financial Report – Leslie Murray, Treasurer
 - 6.1 Adoption of the Year End Financial Report 2018/19
 - 6.2 Annual motion to ratify services of accounting firm: McLaren Trefanenko Inc CPA
- 7.0 Nominating Committee Report – Leanne Ewen, President
 - 7.1 Introduction of proposed new Board Members
 - 7.2 Election of 2020 ACNW Slate
- 8.0 Constitution and Bylaw amendments – David Vivian, Secretary
 - 8.1 Adoption of the amended ACNW Constitution and Bylaws
- 9.0 Member Group Reports – Stephen O’Shea, Executive Director
- 10.0 Introduction of the new ACNW Board of Directors and Executive
- 11.0 New Business
- 12.0 Motion to Adjourn

Immediately following AGM

- 1. Recognition of Volunteers**
- 2. Celebrating the Arts Council: Group mixer**
- 3. Invitation to stay for food and conversation**

ARTS COUNCIL NEW WESTMINSTER

ANNUAL GENERAL MEETING

November 25, 2018

1:30 pm

Centennial Lodge

MINUTES

1. Call to Order by ACNW President Leanne Ewen
 - Meeting called to order at 1:42 pm.
2. Confirmation of Quorum
 - Quorum confirmed.
3. Adoption of Agenda
 - It was moved by Erin Jeffery, seconded by Bob Crockett, and carried to accept the Agenda.
4. Adoption of Minutes
 - Request to update name of Joyce Jackson in previous years minutes document (2017)
 - It was moved by Erin Watkins, seconded by Julia Schoennagel, and carried to accept the Minutes of November 26, 2017 AGM.
5. ACNW Annual Report (Leanne Ewen, President)
 - President/Executive Report (Leanne Ewen and Stephen O'Shea)
 - Leanne Ewen gave a report in the form of a story highlighting why the arts are essential and also gave highlights from the new Strategic Plan where she discussed strategic goals and the importance of community involvement with a call for all to participate on ACNW Committees.
 - Stephen O'Shea gave an overview of ACNW annual operations and programming for the past year. He discussed new partnerships built around the city that have helped to stimulate the conversation around the arts in New Westminster. Further, Stephen highlights the value in programming and of receiving ACM's feedback on our strategic plan
6. Financial Report (Leslie Murray, Treasurer)
 - It was moved by Simrit Kainth, seconded by Erin Jeffery, and carried to accept the Annual financial report.
 - Leslie Murray discussed highlights from the budget and current credit

***DRAFT** until approved at the 2019/2020 AGM*

- Question about what Service Income is from audience, answered by Stephen.
- It was moved by Bob Crockett, seconded by Leslie Murry, and carried to use the services of accounting firm Gloria Munro, CGA for 2018/2019 fiscal year

7. Nominating Committee Report (Leanne Ewen)

- Nominations can no longer be taken from the floor as per New Society Act.
 - It was moved by Stefani Swinnard seconded by David Vivian and carried to accept the board as a whole.
 - Short introductions were given by all directors

The following 2018/2019 Board was acclaimed:

Incoming Directors	Term
Jacqueline Buchanan	2 year term – 2019-2020
Tegan Cheremkora	2 year term – 2019-2020
Kristina Mameli	2 year term – 2019-2020
Jay Schreiber	2 year term – 2019-2020
David Vivian	2 year term – 2019-2020
Renewing Directors	
Leanne Ewen	2 year term – 2019-2020
Bob Crockett	2 year term – 2019-2020
Simrit Kainth	2 year term – 2019-2020
Erin Watkins	2 year term – 2019-2020
Returning Directors (One year left in their two-year term)	
Leslie Murray	2 year term – 2017-2019

8. Member reports (Stephen O’Shea, Executive Director)

- The floor was opened to Members to provide two minutes verbal reports of their arts activities over the past year
- Reports provided by:
 - Julia Schoenagel, New West Artists
 - Devin Moore, Way off Broadway Wednesdays
 - Susan Grieg, 100 Braid Street
 - Janet Kvammen, Royal City Literary Arts Society

9. Introduction of Executive and acknowledgment of board members not returning

ACNW Executive 2019:

- Leanne Ewen (President)
- Bob Crockett (VP)
- Leslie Murray (Finance Committee)
- David Vivian (Secretary)

***DRAFT** until approved at the 2019/2020 AGM*

10. New Business

- Awards presented to ACNW Volunteers.

11. Adjournment

- It was moved by Julia Schoennagel, seconded by David Vivian, and carried to adjourn the meeting.

Meeting adjourned at 2:39 pm.



2018/19 ANNUAL REPORT

At A Glance



New West Craft Winter Night Market at River Market



Inter/Action Artist Learning Series at The Gallery at Queen's Park

THE GALLERY AT QUEEN'S PARK

- 11 exhibitions per year
- Over 3,700 annual visitors

ARTSTOGO

- 8,000+ people attended
- At 25 events
- Over 2000 families participating
- More than 8 different artists leading workshops

LAST MONDAY AT THE MOVIES

- 17TH Season – 9 films
- 1300+ people attended

MEMBERSHIP

- 378 Individual Members
- 32 Non-Profit Group Members
- 13 Corporate Members
- Associate Members: 1000+

UPTOWN UNPLUGGED MUSIC BY THE RIVER FRIDAYS ON FRONT

- Over 50 concerts in 2019
- Presenting over 100 artists
- To over 50,000 people

NEW WEST CULTURAL CRAWL

- August 10 & 11, 2019
- 26 venues across New Westminister
- Over 3200 venue visits
- Over \$18,000 in sales

NEW WEST CRAFT

- 22 Artisan Fairs per year
- 12,000+ Annual Attendance
- Winter Night Market ~ over 50 vendors
- Summer Night Market ~ over 70 vendors
- Major Tourism and Economic Generator



ARTS COUNCIL
of NEW WESTMINSTER

Arts Council of New Westminister
Bringing Community Together Through The Arts
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The Arts Council of New Westminster

Index to Financial Statements

Unaudited - See Notice to Reader

For the Year Ended June 30, 2019

	Page
Notice to Reader	2
Statement of Operations	3
Statement of Changes in Net Assets	4
Statement of Financial Position	5
Notes to Financial Statements	6

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NOTICE TO READER

On the basis of information provided by management, I have compiled the statement of financial position of **The Arts Council of New Westminster** as at June 30, 2019 and the statement of operations and changes in net assets for the year then ended.

I have not performed an audit or a review engagement in respect of these financial statements and, accordingly, I express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

Gloria Munro
Chartered Professional Accountant

Burnaby, BC
August 29, 2019

Munro
& Accounting
Tax CPA

The Arts Council of New Westminster

Statement of Operations

Unaudited - See Notice to Reader

For the Year Ended June 30, 2019

	2019	2018
Revenue		
Donations	\$ 7,128	\$ 4,098
Interest income	97	57
Grants	103,478	100,279
Membership	13,778	10,695
Other income	765	-
Programmes	66,230	61,569
Service income	318	246
Sponsorships	31,309	24,500
	\$ 223,103	\$ 201,444
Expenses		
Amortization	392	687
Bank charges	149	252
Computer	513	63
Consultant fees	461	-
Contractors	2,492	1,511
Facilities	575	784
Insurance	410	410
Meetings	-	57
Membership, dues and subscriptions	826	670
Office	3,044	1,221
Professional fees	3,194	3,105
Programmes	82,769	74,376
Promotion	118	551
Salaries and benefits	126,362	115,419
Telecommunications	896	1,379
Training and conferences	-	1,298
	222,201	201,783
Deficiency of revenue over expenses	\$ 902	\$ (339)

The Arts Council of New Westminster

Statement of Changes in Net Assets

Unaudited - See Notice to Reader

For the Year Ended June 30, 2019

	Unrestricted	Internally Restricted	2019	2018
Balance, beginning of year	\$ 14,231	\$ 15,000	\$ 29,231	\$ 29,570
Excess of receipts over expenses	902		902	(339)
Additions to restricted funds	(6,000)	6,000		
Costs of restricted funds		(344)	(344)	
Balance, end of year	\$ 9,133	\$ 20,656	\$ 29,789	\$ 29,231

The Arts Council of New Westminster

Statement of Financial Position

Unaudited - See Notice to Reader

As At June 30, 2019

	2019	2018
ASSETS		
Current		
Cash	\$ 119,127	\$ 84,176
Term deposits	55,256	36,099
Accounts receivable and taxes recoverable	1,448	1,082
Prepaid expenses	11,939	4,945
Restricted cash, note 3	3,414	3,866
	191,184	130,168
Equipment, note 4	1,292	1,685
	\$ 192,476	\$ 131,853
LIABILITIES AND NET ASSETS		
Current		
Accounts payable and accrued liabilities	\$ 14,592	\$ 5,018
Deferred revenue, note 5	144,681	93,738
Scholarship fund, note 6	3,414	3,866
	162,687	102,622
Net Assets		
Internally restricted funds, note 7	20,656	15,000
Unrestricted funds	9,133	14,231
	29,789	29,231
	\$ 192,476	\$ 131,853

ON BEHALF OF THE BOARD

_____ Director

_____ Director

The Arts Council of New Westminster

Notes to Financial Statements

Unaudited - See Notice to Reader

As At June 30, 2019

1. Description of Operations

The Arts Council of New Westminster (the "Council") is incorporated under the British Columbia Society Act. It is a not-for-profit organization whose purpose is to foster and support artistic and cultural endeavours in the community, and to act as an information and resource centre for cultural projects and activities.

The Council was founded in 1967 and is administered by an elected Board of Directors and an Executive Director.

The Council is a charitable organization registered under the Income Tax Act and as such is exempt from income taxes and has the ability to issue donation receipts for income tax purposes.

2. Significant Accounting Policies

Revenue Recognition

Revenue is recognized in the year to which the related revenue relates. Donations are recorded when received. No policy has been adopted to value works of art in inventory that have been gifted to the Council.

Amortization

Property and equipment are recorded at cost. Amortization is provided annually at rates calculated to write off the assets over their estimated useful lives, using the declining balance method as follows, except in the year of acquisition when one half of the rate is used.

Computer equipment	55%	Declining balance method
Furniture and equipment	20%	Declining balance method

3. Restricted Cash

The restricted cash consists of a funds for scholarships.

4. Equipment

	2019		2018	
	Cost	Accumulated Amortization	Net book value	
Computer equipment	\$ 702	631	\$ 71	\$ 158
Equipment	2,245	1,024	1,221	1,527
	\$ 2,947	\$ 1,655	\$ 1,292	\$ 1,685

5. Deferred Revenue

	2019	2018
City of New Westminster Partnership Grant	\$ 22,947	\$ 14,000
BC Arts Council Operating Assistance Grant	30,309	17,559
BC Arts Council Community Festival	2,000	1,500
Province of BC Gaming Grant	30,650	30,450
Province of BC Multicultural Gaming Grant	-	1,100
Government of Canada Grants	33,950	6,239
Prepaid event revenues and sponsorships	24,825	22,890
	\$ 144,681	\$ 93,738

6. Scholarship Fund

These funds are used solely to provide scholarships for art students in the amount of \$4,365.

7. Internally Restricted Funds

	2019	2018
CRM software: purchase, implementation, training	\$ 16,000	\$ -
Gallery Lighting	2,000	2,000
Professional Development	832	1,000
Staff Laptops	1,824	2,000
Website	-	10,000
	\$ 20,656	\$ 15,000

8. Remuneration

On November 23, 2016, the new British Columbia Societies Act came into force. Included in the new Act is a requirement to disclose remuneration over \$75,000 paid to any directors, employee or contractor. During the year, the organization did not pay any remuneration in excess of \$75,000 to any one directors, employee or contractor.



**2020 Arts Council of New Westminster
 Board of Directors Slate**

Incoming Directors	Term
Rose Anza-Burgess	2 year term – 2019-2021
Ruby Campbell	2 year term – 2019-2021
Ryan Dhillion	2 year term – 2019-2021
Angelica Kim	2 year term – 2019-2021
Andrew Koltek	2 year term – 2019-2021
Renewing Directors	
N/A	
Returning Directors (One year left in their two-year term)	
Leah Chang	2 year term – 2018-2020
Tegan Cheremkora	2 year term – 2018-2020
Bob Crockett	2 year term – 2018-2020
Simrit Kainth	2 year term – 2018-2020
Kristina Mameli	2 year term – 2018-2020
Jay Schreiber	2 year term – 2018-2020
David Vivian	2 year term – 2018-2020
Non-Voting	
Leanne Ewen (Past President)	2 year term – 2019-2021
Mary Trentadue (City Council Rep)	2 year term – 2018-2020
Stephen O'Shea (Executive Director)	Since March 2015

Incoming Directors

Rose Anza-Burgess



Rosie is an emerging academic, writer, and artist. She earned her MA in Contemporary Arts at SFU, and worked as a Graduate Teaching Assistant in the School for the Contemporary Arts, English, and Humanities departments. She has extensive experience working in academic and art institutions such as UBC Museum of Anthropology, Vancouver Biennale, Vancouver Fringe Festival, Gordon Smith Gallery of Canadian Art, Capilano University, BCIT, and TEDxSFU. She has a talented and inspiring wife, and a big family who teaches her about love, life and humility.



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Ruby Campbell

Ruby has over 20 years experience in revenue development, managing major special events, volunteer management and facilitating community initiatives. She is currently the Director of Advancement for Simon Fraser University's Faculty of Arts and Social Sciences, where she manages securing and stewarding gifts for endowments, awards and other initiatives for SFU's largest faculty. Prior to joining SFU, Ruby was the Intergovernmental and Community Partnership Manager for the City of New Westminister, responsible for liaising with provincial and federal government to raise funds for City strategic priorities, prepared grant applications to senior government, managed sponsorship and managed other special city initiatives for over 9 years. Ruby has also worked in the not for profit sector and managed her own fundraising firm, where she has successfully developed and managed fundraising priorities for numerous not for profit clients throughout the Lower Mainland, some include: British Columbia Lung Association, AIDS Walk Vancouver, Asian Heritage Month, Fraser River Discovery Centre, Royal Columbian Hospital Foundation and Surrey Arts Council. She resides in New Westminister with her wonderful partner and delightful daughter.

Ryan Dhillion

Biography to come

Angelica Kim

As the Founder of a Rover Music School in New Westminister, she values the importance of the arts within our local community. As a migrant and as an instructor to a wide spectrum of students within her school, she understands and deeply resonates with the desire to highlight the diversity of our community.

Over the past decade, She's had the opportunity to study and see how various arts communities operate in New Zealand, Australia, South Korea, Montreal, Brandon, and Vancouver. Now having worked within New Westminister. She is excited to implement innovative ways to connect our community through artistic expression and impact.

Andrew Koltek

Biography to come



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Returning Directors

Leah Chang



Leah moved to New Westminster recently but immediately got involved with the local arts community through the Arts Council. She's an entrepreneur who consults with non-profit organizations and other businesses as an adult educator with experience in educational technology, digital marketing and instructional design. While she looks forward to supporting ACNW's digital operations and strategy, she's also keen to support more diversity and inclusion through the arts, especially coming from a Chinese-immigrant family herself. In past lives she's been a French Horn player, a French teacher and a community garden leader. With a

B.A., B.Ed. and M.A. in French and English literature, she pursues her love of the written word by chairing the ACNW Literary Arts Committee. You're likely to find her walking or riding bikes through town, trying out New Wests' restaurants and making new connections.

Tegan Cheremkora



Tegan is a multi-disciplinary artist, and community arts advocate. Encountering the world through a creative practice focused upon the intersection between traditional art and technology.

She holds a Bachelor of Fine Arts from Emily Carr University of Art and Design where she majored in photography. She recently completed the New Media Design and Web Development program at BCIT.

Involving herself in the arts community has always been something she has been proud of. A winner of numerous community grants for arts events, Tegan has contributed to the burgeoning arts scene in New Westminster.

When she's not at school, finishing projects or working, you can find her exploring local lakes, rivers, and trails.



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Bob Crockett



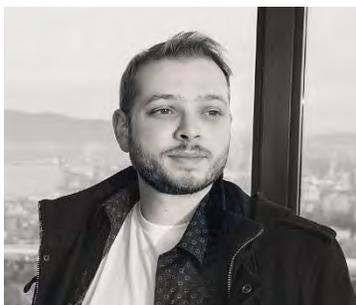
Bob has been a resident of New Westminster for eleven years and currently enjoys the vibrant life on the Quai where he plays jazz with other residents. Raised to appreciate the arts, he embraces the notion that the arts are essential for a well rounded life. He spent 25 years in senior Marketing and Customer Service roles before joining Kwantlen Polytechnic University as a Marketing Instructor. His claim to fame was the creation and launch of BC Hydro's Power Smart program. He previously volunteered with the TriCity Arts Council and The Port Moody Art Centre to address their communication issues and hopes to bring this same expertise to the Arts Council in New Westminster.

Kristina Mameli



Having proudly called New Westminster home for her entire life, Kristina brings a lifelong passion for arts, culture and this amazing community to Arts Council. With more than a decade of media experience, ranging from radio and music journalism to print, social media, music management and event planning, she holds a BA of Professional Communications from Royal Roads University and a diploma of Broadcast Media and Communications from BCIT. When not volunteering, she can be found enjoying live music, craft beer and vintage cars.

Jay Schreiber



Jay has always been a talker and a conversationalist who often finds himself lost in words. A musician and craft beer professional who grew up in the Pacific North West, Jay is proud to call the Royal City his home. Jay was raised in a musical family, where his interests in performing arts continued into his young adulthood. He obtained accreditation in percussion performance from Douglas College and The University of Victoria, followed by graduate studies in contemporary performance and literature at Mills College in California. Through his involvement in music, Jay has travelled to Europe and around North America. A natural spokesman, when he's not hitting things with sticks Jay is employed locally by Steel & Oak Brewing Co. as a raconteur for the company. In his spare time Jay builds musical instruments, plays in bands, adores cats and likes to travel and meet people.



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David Vivian



David trained in music, visual arts (Toronto: BA Specialist Fine Arts; UBC: MFA) and theatre (National Theatre School: Scenography). Since 1992 he has designed sets, costumes, lighting and media arts for theatre and dance, has been a key artist for film and television, and conceived original landscape designs.

Recent professional experience includes academic leadership and administrative direction for an undergraduate School with academic programs in dramatic arts, music, studies in arts and culture, and visual arts. He was project lead for new facilities development and launch, production and presentation programs, and initiatives in community revitalization and

engagement. He has collaborated on program and schedule design, coordination and implementation, and developed expertise in marketing and communications direction including recruitment and sponsorship.

David has provided leadership in Arts and Culture sector policy development and governance. Responsibilities include community engagement, development, initiatives in public art, and the training of new artists from secondary through professional environments. Across a variety of boards and committees this includes representation, advocacy, facilitation, conference organization, event curation and production (including Alternative, Augmented Communication (AAC) project development) and community service. He has collaborated in community, university, professional and municipal governance in English and French-speaking communities.

Simrit Kainth



As a recent graduate of Simon Fraser University and chair of the Membership & Outreach committee, Simrit's passion for her studied disciplines of Political Science and Communications shines in her work. Her degree has enabled her to gain a sophisticated scope of knowledge about politics on both an individual and global level. In her spare time, she enjoys spending quality time with her family and friends along with volunteering in her community during provincial and federal elections. Simrit has lived in New Westminster her entire life and hopes to stay here for many more years to come, therefore its progress is very important to her. Simrit uses the skills she has learned over the years to participate in the Arts Council of New Westminster as an active Board Member.



Non-Voting

Leanne Ewen (Past-President)



Leanne has been an advocate for the arts both in her career as an Elementary School teacher and in her personal life. Leanne has engaged in every aspect of the arts at some point in her life, from her studies at the piano from the age of five to university level, to coursework in dance, art and drama. The arts play a central role in her life and she believes passionately that the arts need to be an integral part of the education of our children and in our everyday lives. Leanne is thrilled to be able to take on a leadership role as President of the Arts Council to continue her advocacy for the arts.

Her passion is to be able to make a difference to our community and is grateful to be able to do this by providing many opportunities for people of all ages to engage in the arts with passion, joy and enjoyment.

Mary Trentadue (City Councillor)



Mary Trentadue is a mom, wife, entrepreneur and experienced City Councillor who is passionate about her community. She is a strong supporter of the arts and previous to being on City Council, owned a small independent bookstore for 10 years. Currently, Mary is the owner of a small business called 32 Solutions that provides virtual project management and administration to local and international companies. She serves as co-chair of the Lord Kelvin Parent Advisory Council and is committed to making a difference in her son's school. She is passionate about the community of New Westminster and makes

it her priority to be involved in issues regarding daycare, local business, and the growing arts community.

Currently, Mary serves on the following Committees;

- Chair, Arts Commission
- Member, LUPC
- Director, ECOMM
- Member, Public Art Advisory Committee
- Member, Mayors Task Force on the Riverfront
- Member, Major Projects Task Force



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Stephen O'Shea (Executive Director)



Stephen O'Shea is a dedicated and passionate arts advocate. Growing up in Abbotsford, BC, he is the founding member and bass player of international touring New Wave band You Say Party. He was the Artistic Director of Jam in Jubilee Music Festival for three years and sat on the Board of Directors of the Devon Clifford Music Foundation before moving to New Westminster in the fall of 2013. He is currently the Executive Director of the Arts Council of New Westminster, Chair of the City of New Westminster's Public Art Advisory Committee, Secretary on the Board of Directors of Tourism New Westminster, and a member of the City of New Westminster's Arts Commission.



This package contains:

Certified copy of the Transition Application

CONSTITUTION

NAME OF SOCIETY

THE ARTS COUNCIL OF NEW WESTMINSTER

SOCIETY'S PURPOSES

- (a) to provide opportunities for members, member organizations, arts organizations and the general public to participate in arts and cultural activities within the City of New Westminster;
- (b) to provide support and help co-ordinate the work and programmes of arts and cultural groups in the city;
- (c) to advocate, inform, educate and promote public interest in, and understanding of, all arts and cultural endeavours;
- (d) to ensure that governmental authorities are aware of the arts and cultural needs of the community and to endeavour to see that action is taken;
- (e) to stimulate, encourage and facilitate the development of arts and cultural projects and activities;
- (f) to receive grants, gifts and bequests from all sources;
- (g) to generate revenue by diverse fund-raising activities, including sponsorships and partnerships with individuals, businesses and organizations, to enable the society to fulfil its purposes;
- (h) to undertake educational projects and programmes and provide access to information in furtherance of the arts, within the City and in general;
- (i) to award grants and/or scholarships for the benefit of member organizations, arts organizations or individual members to foster and encourage the arts in the Society's region;
- (j) to own or occupy facilities or real estate either alone or in partnership with others, including the right to lease such premises or parts of premises of which the Society is the owner;
- (k) to borrow or lend money and grant or take security for such purposes as to enable the Society to fulfil its purposes.



The Arts Council of New Westminster

By-Laws

BY-LAWS I MEMBERSHIP

1. The members of the Society shall be divided into the following categories:
 - (a) *Individual Member*
Any person who subscribes to the Constitution and By-Laws and who pays the prescribed annual membership dues. An Individual Member is entitled to vote.
 - (b) *Full Group Member*
An association or club which participates in the Society's activities and is Federally-registered under the Income Tax Act. A Full Group Member is entitled to one vote.
 - (c) *Associate Group Member*
An association or club which participates in the Society's activities but is NOT Federally registered under the Income Tax Act. An Associate Group Member is entitled to one vote.
 - (d) *Corporate Member*
A business or organization which is registered as a Corporate member in the Society's Art Rental Program, or which supports the Society in other ways. Each Corporate Member is entitled to one vote.
 - (e) *Honourary Life Member*
Any person recommended by the Board of Directors who has been approved at an Annual General Meeting of the Society by unanimous vote. An Honourary Life Member shall be exempt from payment of any dues or assessments, but shall be eligible to vote and to hold office.
 - (f) *Patron*
A business, organization or individual who subscribes to the objects of the Society and who donates a minimum prescribed amount to be designated by the Board of Directors. Each Patron is entitled to one vote.
2. All categories of membership are eligible to participate in the Society's Art Rental Program and to receive the Newsletter either by email, Canada Post or from the Arts Council's website.

BY-LAW II DUES

1. Dues for all classes of membership of the Society shall be reviewed annually by the Board of Directors.

BY-LAW III FISCAL YEAR

1. The fiscal year of the Society shall end on the 30th day of June each year.

BY-LAW IV OFFICERS AND DIRECTORS

1. The Officers of the Society shall be the President, Vice-President, Secretary, Treasurer or Treasurer Overseer and Past President.
2. There shall be a Board of Directors not to exceed fifteen (15) in total which shall be made up of all of the Officers, and Directors at large.

3. All Officers and Directors must be paid members as described in By-Law I.
4. The term of office shall be two (2) consecutive years. An Officer may hold the same position for a maximum number of two (2) consecutive terms for a total of four (4) consecutive years.

BY-LAW V ELECTION OF OFFICERS AND DIRECTORS

1. Vacant positions of Officers and Directors may be elected at the Annual General Meeting ("AGM") each year for a two-year term and shall take office on the first of the month immediately following the AGM.
2. Eight (8) weeks ,and not less that four (4) weeks, prior to the AGM, the Board of Directors shall appoint a Nominating Committee which shall consist of three members of the Society, one of whom shall be a current member of the Board of Directors.
3. The Nominating Committee shall prepare a slate of Officers and Directors for the ensuing year. This shall be included with Notice of the AGM, which Notice shall be provided to the membership at least fourteen (14) days prior to the AGM and shall be posted on the website and in the Arts Council Newsletter. Written consent of a nominee for election as a Director must be obtained before his/her nomination. Further nominations for positions not filled from the Nominating Committee's slate may be made from the floor of the meeting and, when properly seconded and with the consent of the nominee, shall be added to those recommended by the Nominating Committee.
4. Should it not be possible to elect Officers and Directors to fill vacancies at the AGM, the Board of Directors shall be authorized to appoint appropriate persons at the first Directors' meeting following the AGM as necessary.
5. The Board of Directors may accord, at its discretion, Honourary Titles to individuals who shall not have voting delegate status at General Meetings and shall not have any power to act on behalf of or bind the Arts Council of New Westminster in any way unless expressly so authorized by Board resolution.

BY-LAW VI REPLACEMENT AND RENEWAL OF OFFICERS

1. If a member of the Board of Directors ceases to hold office, the remaining Directors may appoint a replacement in accordance with these Bylaws.
2. Should a Director fail to attend three (3) consecutive board meetings without notice and without reason accepted by the Board of Directors, (Board acceptance not to be unreasonably withheld) that person may be removed from the Board by ordinary resolution of the Board of Directors with at least fourteen days' (14) notice to the affected Director of the intended removal. Removal from the Board of Directors does not revoke membership, providing the membership is in good standing in accordance with the provisions of these bylaws.
3. The Society may, by special resolution, remove any member of the Board of Directors before the expiration of his/her term of office, and may by ordinary resolution appoint another member of the Society in his/her place. The special resolution shall be a resolution passed by a majority of not less than three-fourths (3/4) of the members present at a AGM or Special General Meeting of the Society, of which not less than fourteen (14) days' written notice has been given, stating the resolution to be presented.

BY-LAW VII DUTIES OF OFFICERS AND DIRECTORS

1. The President shall preside at all meetings of the Society and of the Directors.

2. The President as the Chief Executive Officer of the Society shall supervise the other Officers in the execution of their duties.
3. The Vice-President shall carry out the duties of the President during his/her absence.
4. The Secretary shall:
 - (a) issue notice of meetings of the Society and Directors;
 - (b) take and prepare minutes of all meetings of the Society and Directors.
5. The Treasurer shall:
 - (a) ensure that the financial records, including books of account, necessary to comply with the Society Act are properly maintained; and
 - (b) ensure that financial statements are rendered to the Directors, members and others when required.

In the event that a volunteer may not be found to hold the position of Treasurer, the Board of Directors may employ an accountant or bookkeeping service to perform the duties of Treasurer. When this event occurs, that employee Treasurer would not hold position of Director and would not have benefit of a vote. In this instance, a Treasurer Overseer may be appointed to the Board of Directors with voting privileges. The Treasurer Overseer's duty would be to attend meetings with the employee accountant or bookkeeping service and present the financial statements to the Board.

6. In the absence of the Secretary from a meeting, the President shall appoint another person to act as Secretary at the meeting.
7. The Board of Directors shall be responsible for carrying on the business and activities of the Society, and when deemed necessary may hire staff.

BY-LAW VIII COMMITTEES

1. The President may, from time to time, appoint such Committees as shall be necessary, and define their duties.
2. The President shall be ex-officio, a member of all Committees.

BY-LAW IX TERMINATION OF MEMBERSHIP

1. At the request of 3 or more voting members of the Society shall convene a Special General Meeting:

The request shall be in writing and

 - (a) State the reason and purpose of the meeting
 - (b) Be signed by each member requesting the meeting
 - (c) By hand delivered or sent by registered mail to the address of the Society.
2. A member may be expelled by a special resolution of the members passed at the AGM or Special General Meeting. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or the subject of the proposed expulsion. The individual or association who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the AGM or Special General Meeting before the special resolution is put to a vote.

3. All members are in good standing except a member who has failed to pay his/her current annual membership fee or other subscription or debt due and owing by him/her to the Society, and he/she is not in good standing so long as the debt remains unpaid.

BY-LAW X MEETINGS

1. The AGM of the Society shall be held upon a date and at a time to be set by the Board of Directors not more than 15 months after the holding of the last preceding annual general meeting.
2. Special General meetings may be called by the Board of Directors at any time.
3. At least fourteen (14) days notice of all AGM and Special General Meetings of the Society shall be given to the members, specifying the time and place of such a meeting.
4. At all AGMs and Special General Meetings of the Society each individual member, honorary life member or patron in good standing who is personally present shall be entitled to one vote; and a delegated representative, if personally present, of each group member in good standing, shall be entitled to one vote. Voting by proxy is not permitted.
5. No business shall be transacted at any AGM or Special General meeting unless a quorum consisting of at least three (3) of the members shall be present.
6. If within 30 minutes from the time appointed for an AGM or Special General Meeting a quorum is not present, the meeting, if convened at the request of the members, shall be terminated; but in any other case it shall 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
7. Meetings of the Board of Directors shall be held no fewer than nine (9) times a year. At least two (2) day's notice shall be given of all meetings of the Board of Directors.
8. No business shall be transacted at any meeting of the Board of Directors unless a quorum consisting of one-third (1/3) of the members entitled to vote shall be present.
9. The Board of Directors at the request of 10% or more of the voting members of the Society, shall convene an Special General Meeting of the Society. The request shall be in writing and:
 - (a) state the purpose of the meeting
 - (b) be signed by each member requesting the meeting, and
 - (c) be delivered or sent by registered mail to the address of the Society.
10. The Board of Directors must call said meeting within twenty-one (21) days of the delivery of the request.
11. All meetings of the Society shall be conducted by the Society under the auspices and guidance of Roberts Rules of Order.

BY-LAW XI MINUTES OF MEETING

1. Preparation of minutes of proceedings of AGMs, Special General Meetings of the Society and meetings of the Board of Directors shall be the responsibility of the Secretary. Preparation of records and accounts shall be the responsibility of the Treasurer or person or company hired to attend to such accounting. Custody of all

Minutes and Financial Statements shall be at the Arts Council Office under the supervision of the Executive Director or person designated by the Executive Director.

BY-LAW XII REVENUE AND EXPENDITURE

1. All funds acquired by grants, donations, raffles, lotteries, admission charges, and the sale of goods and services or otherwise, by the Society or by any of its sections or committees acting as such, shall be considered general funds of the Society and subject to the accounting procedures approved by the Board of Directors.
2. All funds expended by the Society or by any of its sections or committees acting as such, shall be considered general expenditures of the Society, and be subject to the approval of the Board of Directors and to the accounting procedures approved by the Board.
3. All monies belonging to the Society shall be deposited in the name of the Society in a chartered bank, credit union or trust company, and all cheques, notes and bills of exchange shall be verified by any two (2) Officers and Directors who are authorized to sign on behalf of the Society.

BY-LAW XIII NOTICE

1. Unless otherwise provided in these Bylaws, notice may be given to a Member either personally, by delivery, facsimile, or electronic mail, or by first class mail posted to such member's registered address. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, telegram, electronic mail shall be deemed to have been given on the day it was so delivered or sent.

BY-LAW XIV SEAL

1. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
2. Should the Directors provide a seal of the Society, the custody of the seal shall be at the Arts Council Office under the supervision of the Executive Director or person designated by the President.
3. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Treasurer or Treasurer Overseer.
4. Note: These above Bylaws replace any and all previously filed Bylaws.

BY-LAW XV

1. The operations of the Society are to be carried on chiefly in New Westminster, in the Province of British Columbia.
2. Upon the winding up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding up, including the remuneration of a liquidator, and after payment to employees of the

Society of any arrears of salaries or wages, and after the payment of any debts of the Society, shall be distributed to a charitable organization, or organizations, in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors. Any of such assets remaining which had originally been provided for a specific purpose shall, wherever possible, be distributed to a charitable organization in New Westminster registered under the provisions of the Income Tax Act, carrying on work of a similar nature to such specific purpose. This clause was previously unalterable.

DATED this 5th day of October 2017.

The Arts Council of New Westminster

Constitution

>>> DRAFT v. 2019.11.24 for approval <<<

- 1. The name of the Society is “The Arts Council of New Westminster” and shall hereafter be referred to as the Society.**
- 2. The purposes of the Society shall be:**
 - ~~(a) — to provide opportunities for members, member organizations, arts organizations and the general public to participate in arts and cultural activities within the City of New Westminster;~~
 - (a) To advance the public's appreciation of the arts in the City of New Westminster by providing high-quality public art performances and exhibitions and providing access to information about these performances and exhibitions.**
 - ~~(b) to provide support and help co-ordinate the work and programmes of arts and cultural groups in the city;~~
 - (b) To advance education by providing:**
 - (i) art workshops and similar learning activities to the general public, and opportunities for students to exhibit, present, or perform their works and develop their crafts or skills as part of the learning activities; and**
 - (ii) publicly available grants and scholarships to artists pursuing post-secondary education in the arts, and to students taking up fine arts at the secondary and post-secondary school levels.**
 - ~~(c) — to advocate, inform, educate and promote public interest in, and understanding of, all arts and cultural endeavours;~~
 - (c) To promote the arts industry by raising artistic standards through high-quality art performances and exhibitions, and the provision of training and facilities to artists to develop and practise their craft, for the benefit of the public.**
 - ~~(d) — to ensure that governmental authorities are aware of the arts and cultural needs of the community and to endeavour to see that action is taken;~~
 - (d) To do all other activities that are ancillary and incidental to achieving the above charitable purposes.**
 - ~~(e) — to stimulate, encourage and facilitate the development of arts and cultural projects and activities;~~
 - ~~(f) — to receive grants, gifts and bequests from all sources;~~
 - ~~(g) — to generate revenue by diverse fund-raising activities, including sponsorships and partnerships with individuals, businesses and organizations, to enable the society to fulfil its purposes;~~
 - ~~(h) — to undertake educational projects and programmes and provide access to information in furtherance of the arts, within the City and in general;~~
 - ~~(i) — to award grants and/or scholarships for the benefit of member organizations, arts organizations or individual members to foster and encourage the arts in the Society's region;~~
 - ~~(j) — to own or occupy facilities or real estate either alone or in partnership with others, including the right to lease such premises or parts of premises of which the Society is the owner;~~
 - ~~(k) — to borrow or lend money and grant or take security for such purposes as to enable the Society to fulfil its purposes.~~

[EXPLANATION]

The ACNW Constitution version 2017 included a mix of “purposes” and “power clauses” that invited scrutiny by the Charities Directorate of the Canada Revenue Agency. Following communications through February 2019, in order to confirm our compliance with federal legislation and to simplify the Constitution for ease of understanding and application, the Board of the ACNW moved to adopt the purposes 2 (a) through (d) at the regularly scheduled meeting of March 26, 2019.

The changes to the Constitution do not represent a material change in the orientation or aspirations of the ACNW. The concepts of purposes (f), (j), (k), previously included in the Constitution have been moved to the proposed Bylaws (presented at the AGM for ratification), where they are properly included.

A brief summary of the changes includes:

- original purpose (a) included in new (a), (b)
- original purpose (b) included in new (a), (c)
- original purpose (c) included in new (a), (c)
- original purpose (d) included in new (c) and (d)
- original purpose (e) included in new (a) and (c)
- original purpose (g) included in new (d) to the extent that it can be
- original purpose (h) included in new (a) and (c)
- concept of original purpose (i) included in proposed new (b)

/dv

NOTES (to be removed from final version)

In order to bring our Bylaws into compliance with the BC Societies Act of 2015 we propose this revised version. We began with the current 2017 version of the bylaws, referred to a draft version of the bylaws dated 2015 (in which Margaret Fairweather had composed some useful articles), and reviewed a selection of bylaw documents from comparator Arts Councils. We have also followed the guidance of the Charities Directorate of the Canada Revenue Agency, received during the updating of our Purposes document. In general, we have favoured simplicity, following and referring to the Societies Act when appropriate, but when we thought it useful to state operational policy to guide the Board in their work we have included more explicit and detailed remarks than are required. Some articles from the 2017 Bylaws are copied in their entirety.

RESOURCES:

Societies Act: http://www.bclaws.ca/civix/document/id/complete/statreg/15018_01 and

Societies Regulations:

http://www.bclaws.ca/civix/document/id/complete/statreg/216_2015/search/search?84#section1

Schedule B Bylaws model (old): https://www2.gov.bc.ca/assets/gov/employment-business-and-economic-development/business-management/permits-licences-and-registration/registries-other-assets/schedule_b_bylaws.pdf

Schedule 1 Model bylaws (new):

http://www.bclaws.ca/civix/document/id/complete/statreg/216_2015/search/search?84#Schedule1

See <https://wiki.clicklaw.bc.ca/> for information,

Including **THIS VERY GOOD SUMMARY – REQUIRED READING:**

https://wiki.clicklaw.bc.ca/index.php?title=Societies_Act_FAQs FAQs in PDF:

https://wiki.clicklaw.bc.ca/prerender/pdfs/Societies_Act_FAQs.pdf

and https://wiki.clicklaw.bc.ca/index.php?title=Transitioning_an_Existing_Society:_A_How-to_Guide_for_Non-profits_in_BC&debug=1

The Arts Council of New Westminster By-Laws v. 2019.07.08 DRAFT

Prepared by DV, Secretary

ARTS COUNCIL OF NEW WESTMINSTER

The Gallery at Queen's Park Centennial Lodge, Queen's Park, New Westminster, BC V3L 1C3

The Arts Council of New Westminster

By-Laws v. 2019.07.08

TABLE OF CONTENTS

Article 1 DEFINITIONS	1
Article 2 GENERAL MATTERS	1
Article 3 REGISTERED OFFICE AND RECORDS OF THE SOCIETY	3
Article 4 FINANCES	3
Article 5 DIRECTORS	4
Article 6 REMUNERATION OF DIRECTORS	6
Article 7 BOARD MEETINGS	7
Article 8 DUTIES OF THE OFFICERS	8
Article 9 COMMITTEES	9
Article 10 MEMBERSHIP	10
Article 11 MEETINGS	11
Article 12 AMENDING BYLAWS	13

**The Arts Council of New Westminster
By-Laws v. 2019.07.08**

Article 1 DEFINITIONS

1.1 a brief list of definitions

1.2 (self-explanatory)

Article 2 GENERAL MATTERS

2.1 This is copied from the old BY-LAW XV.1 (v.2017)

2.2 This “power clause” is moved from the previous Purposes of the ACNW.

2.3 In the case of confusion, to assert the primacy of the Societies Act.

2.4 To situate these bylaws in 21st c. communications.

2.5 This is copied from old BY-LAW XIII NOTICE #1. (v.2017)

Article 1 DEFINITIONS

1.1 In these Bylaws:

“Act” means the Societies Act S.B.C. 2015, c.18 as amended from time to time;

“Board” means the directors of the Society

“Council” and “ACNW” means the Arts Council of New Westminster

“Special Resolution” means any of the following:

A resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members;

A resolution consented to in writing by all of the voting members;

1.2 The definitions in the Act apply to these Bylaws.

Article 2 GENERAL MATTERS

2.1 The operations of the Society are to be carried on chiefly in New Westminster, in the Province of British Columbia.

2.2 The activities of 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.

2.3 If there is a conflict between these Bylaws and the Act, the Act prevails.

2.4 In these bylaws a reference to written notice shall include email or other electronic written communication.

2.5 Unless otherwise provided in these Bylaws, notice may be given to a Member either personally, by delivery, facsimile, or electronic mail, or by first class mail posted to such member’s registered address. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided

2.6 This is copied from the old BY-LAW X #11 (v.2017)

2.7 2.7 through 2.9 and 2.11 are copied from old BY-LAW XIV SEAL #1-4 (v.2017). We have decided to include these articles though current practise does not include a SEAL. Use of a SEAL is optional under the NFP Act.

2.8 see above

2.9 see above

2.10 This is copied from the old BY-LAW XV #2 (v.2017)

2.11 (self-explanatory)

that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, telegram, electronic mail shall be deemed to have been given on the day it was so delivered or sent.

2.6 All meetings of the Society shall be conducted by the Society under the auspices and guidance of Roberts Rules of Order.

2.7 The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

2.8 Should the Directors provide a seal of the Society the custody of the seal shall be at the Arts Council Office under the supervision of the Executive Director or person designated by the President.

2.9 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Treasurer or Treasurer Overseer.

2.10 Upon the winding up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, shall be distributed to a charitable organization, or organizations, in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors. Any of such assets remaining which had originally been provided for a specific purpose shall, wherever possible, be distributed to a charitable organization in New Westminster registered under the provisions of the Income Tax Act, carrying on work of a similar nature to such specific purpose. This clause was previously unalterable.

2.11 Note: These above Bylaws replace any and all previously filed Bylaws.

- 3.1 Adapted from model bylaws.
- 3.2 Adapted from model bylaws and consistent with the Societies Act, beginning with Section 20.
- 3.3 see above

- 3.4 see above
- 3.5 see above

- 3.6 see above

Article 4 FINANCES

- 4.1 This is copied from the old BY-LAW III FISCAL YEAR 1 (v.2017)
- 4.2 Adapted from model bylaws and an abbreviated version of old BY-LAW XII REVENUE AND EXPENDITURE #1 (v.2017)
- 4.3 Copied from old BY-LAW XII REVENUE AND EXPENDITURE #2 (v.2017)
- 4.4 Copied from draft BY-LAW (2015) article 10.3 (v.2017)

Article 3 REGISTERED OFFICE AND RECORDS OF THE SOCIETY

- 3.1 The registered office of the Council shall be in New Westminster, in the Province of British Columbia.
- 3.2 The Council shall keep records as prescribed in sections 20 to 23 of the Act.
- 3.3 All books, accounts, and records of the Council shall be open for inspection by the Officers and Directors at all reasonable times and for inspection by members in good standing upon application to the Executive at such times and in such places as the Executive deems fit subject to the Act.
- 3.4 On written application to the Board, and at the discretion of the Executive, a non-member may inspect a record apart from the registry of society members.
- 3.5 The Council may charge a fee for inspection of records by a person who is not a member or director of the Council in an amount as may be determined by the Board from time to time.
- 3.6 Records to be provided to a person shall be sent to the intended recipient as provided in s. 29 of the Act.

Article 4 FINANCES

- 4.1 The fiscal year of the Society shall end on the 30th day of June each year.
- 4.2 All revenues of the Council shall unless otherwise designated be considered general funds of the Council and be subject to the accounting procedures stipulated by the Board of Directors.
- 4.3 All funds expended by the Society or by any of its sections or committees acting as such, shall be considered general expenditures of the Society, and be subject to the approval of the Board of Directors and to the accounting procedures approved by the Board
- 4.4 The society, by its officers, must deposit all monies belonging to the society in the name of the society in a chartered bank, credit union, or trust company, and two out of the three officers and directors who are authorized to sign on behalf of the society must verify all cheques, notes, and bills of exchange.

- 4.5 Adapted from model bylaws.
- 4.6 Adapted from model bylaws. Under the Act, societies can borrow funds and issue debentures whenever the directors determine, unless it is prohibited by the bylaws.
- 4.7 Adapted from model bylaws.
- 4.8 Adapted from model bylaws.
- 4.9 Adapted from model bylaws.

Article 5 DIRECTORS

- 5.1 The old BY-LAW IV OFFICERS AND DIRECTORS (v.2017) set a maximum of 15 and no minimum. We are proposing to reduce the maximum number and raise the minimum number of Directors. The Societies Act Model Bylaws states: "4.1 The Society must have no fewer than 3 and no more than 11 directors." The Societies Act states: A society must have at least 3 directors and at least one of the directors must be ordinarily resident in British Columbia.
- 5.2 This is copied from the Societies Act Model Bylaws 6.1
- 5.3 Timing of the election of the officers is not specified in the Act. We are representing current and good practise.
- 5.4 The old BY-LAW IV OFFICERS AND DIRECTORS (v.2017) stated "all Officers and Directors must be paid members," which may be misunderstood to state that all Officers and Directors must be remunerated.
- We are at liberty to set out the requirements that an individual must meet in order to be qualified to be a Director, without limiting section 44 of the Act.
- Also adding here the requirement for consent. (required by the Act.)

- 4.5 The Council may invest its funds in accordance with s. 33 of the Act.
- 4.6 The Board of Directors may not borrow money for any purpose unless and until authorized to do so by a special resolution passed by the members.
- 4.7 The Society shall present at every general meeting financial statements and the financial reviewer's report in accordance with sections 35, 36 and 38 of the Act.
- 4.8 The accounts of the Council shall as soon as practicable after the end of each fiscal year be examined and their correctness ascertained by a financial review.
- 4.9 The Council shall appoint a financial reviewer for the next fiscal year at a general meeting.

Article 5 DIRECTORS

- 5.1 The Board shall be composed of no fewer than five (5) and no more than eleven (11) members plus the immediate past-President who shall serve as Director ex-officio and who shall not have a vote, and whose membership on the Board shall expire after one term.
- 5.2 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.
- 5.3 As soon as possible after the election of a Board its members shall meet to elect the Board positions.
- 5.4 Persons nominated, elected or appointed to serve on the Board must:
- be an individual;
 - be a member in good standing of the Council;
 - reside in Metro Vancouver;
 - consent in writing to be a director of the society, or when the designation, election or appointment is made at a meeting at which the individual is present does not refuse, at the meeting, to be a director, and
 - otherwise meet the qualifications in s. 44 of the Act.

- 5.5 Adapted from PART 5 Powers and Duties of the Board in the draft 2015 Bylaws. Represents good practise.
- 5.6 Copied from old BY-LAW VII #7 Duties of Officers and Directors (v.2017)
- 5.7 Copied from the 2015 Draft version article 3.5 and old BY-LAW IV Officers and Directors . (v.2017)
- 5.8 Old BY-LAW V ELECTION OF OFFICERS AND DIRECTORS #1 (v.2017) stated: "Vacant positions of Officers and Directors may be elected at the Annual General Meeting ("AGM") each year for a two-year term and shall take office on the first of the month immediately following the AGM. Note that the nominal date to take office has been Dec. 01.
- 5.9 See relevant sections of the Societies Act. Not stated in the new Model bylaws, discussed in old Schedule B.5.10 Old BY-LAW VI REPLACEMENT AND RENEWAL OF OFFICERS #2 (v.2017) included a minimum notice period before replacement (now removed):
- 5.10 Old BY-LAW IV OFFICERS AND DIRECTORS #4 (v.2017) stated "An Officer may hold the same position for a maximum number of two (2) consecutive terms for a total of four (4) consecutive years." We are proposing 3 terms for a total of 6 years. The Act does not specify terms.
- 5.11 Old BY-LAW V ELECTION OF OFFICERS AND DIRECTORS #4 (v.2017) stated: "Should it not be possible to elect Officers and Directors to fill vacancies at the AGM, the Board of Directors shall be authorized to appoint appropriate persons at the first Directors' meeting following the AGM as necessary." Old BY-LAW VI REPLACEMENT AND RENEWAL OF OFFICERS #1 (v.2017) states: "If a member of the Board of Directors ceases to hold office, the remaining Directors may appoint a replacement in accordance with these Bylaws." Proposed article is consistent with Model Bylaws.
- 5.12 (self-explanatory)
- 5.5 The Board shall conduct all the affairs of the Council which are not directed or required to be done by the Council in general meetings subject to:
1. the Act and any other laws governing the Council;
 2. these bylaws; and
 3. any rules which are made from time to time by the Council in general meetings
- 5.6 The Board of Directors shall be responsible for carrying on the business and activities of the Society, and when deemed necessary may hire staff.
- 5.7 The term of office for each officer and director is to be two consecutive years.
- 5.8 A director shall retire from office at the end of their term and their successors shall be elected at a general meeting. The successors shall take office on the first of the month immediately following the AGM.
- 5.9 A director ceases to hold office if the director:
1. Resigns in accordance with s. 49 of the Act;
 2. Dies;
 3. Ceases to be a member in good standing;
 4. Fails to meet the qualifications set out in s. 44 of the Act;
 5. Is absent from three consecutive meetings of the Board of Directors unless such absence is excused by the Board acting as a body; or
 6. Is removed from office by the Board or members.
- 5.10 No director shall serve more than three consecutive terms in office.
- 5.11 The Directors may at any time in the event of a vacancy, and shall in the event membership on the Board drops below five (5) members, appoint a member by ordinary resolution to fill a vacancy on the Board. The member so appointed holds office until the next general meeting.
- 5.12 The term of a Director appointed pursuant to article 5.11 shall be a first term.

- 5.13 Old BY-LAW VI REPLACEMENT AND RENEWAL OF OFFICERS #3 (v.2017) stated: "The Society may, by special resolution, remove any member of the Board of Directors before the expiration of his/her term of office, and may by ordinary resolution appoint another member of the Society in his/her place. The special resolution shall be a resolution passed by a majority of not less than three-fourths (3/4) of the members present at a AGM or Special General Meeting of the Society, of which not less than fourteen (14) days' written notice has been given, stating the resolution to be presented." NEW ARTICLE 5.13 DOES NOT STATE MAJORITY VOTE NOR MINIMUM NOTICE, INSTEAD VOTE IS STATED AT ARTICLE 11.14 (changed to 2/3 MAJORITY) AND IS STATED IN THE ACT.
- 5.14 Copied from the old BY-LAW V ELECTION OF OFFICERS AND DIRECTORS #5 (v.2017)

Article 6 REMUNERATION OF DIRECTORS

- 6.1 New Model Bylaws do not permit the Society to remunerate a director 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.
- 6.2 The old Bylaws were silent on this matter. The Societies Act says:
- 6.4 Remuneration and reimbursement of directors
- 46 (1) Unless permitted by the bylaws, a society must not pay to a director of the society remuneration for being a director.
- (2) Subject to subsection (3), a society may reimburse a director for reasonable expenses necessarily incurred by the director in performing his or her duties as a director.
- (3) The bylaws of a society may restrict the reimbursement of a director under subsection (2) by doing one or more of the following:
- (a) imposing conditions on the payment of reimbursement;
- (b) limiting the amount of reimbursement payable;
- (c) prohibiting reimbursement.
- (4) Despite subsections (1) to (3), payment to a director by a society of remuneration or reimbursement authorized by the bylaws or this section is subject to any condition, limitation or prohibition on the payment provided for in the regulations. A Director shall only be reimbursed for services or expenditures incurred if,
- The Executive has approved the expenditure in advance;
 - The Director provides receipts for all expenditures and an accurate record of all time for which reimbursement is sought; and
 - The expenditures and the record of time are approved by a majority of the Board

- 5.13 The members may, by special resolution, remove a Director before the expiration of their term of office and may by ordinary resolution appoint a successor to complete the term of office pursuant to s. 50 of the Act.
- 5.14 The Board of Directors may accord, at its discretion, Honorary Titles to individuals who shall not have voting delegate status at General Meetings and shall not have any power to act on behalf of or bind the Arts Council of New Westminster in any way unless expressly so authorized by Board resolution.

Article 6 REMUNERATION OF DIRECTORS

- 6.1 No director shall be remunerated for being or acting as a Director.
- 6.2 A Director shall only be reimbursed for services or expenditures incurred if,
- The Executive has approved the expenditure in advance;
 - The Director provides receipts for all expenditures and an accurate record of all time for which reimbursement is sought; and
 - The expenditures and the record of time are approved by a majority of the Board members.
- 6.3 A Director may enter into a contract for services with the Board over and above those expected of a Director and subject to prior approval by the Board in their absence and shall be entitled to be paid for those services at a rate agreed upon by the Board and pursuant to a written contract with the Board.
- 6.4 No Director shall be paid for services provided unless
1. The Board has approved a contract for services in advance of the provision of services; and
 2. The Director provides a detailed statement of services provided in a form approved by the Board;

Article 7 BOARD MEETINGS

- 7.1 a) copied from BY-LAW V.2017 X MEETINGS #7 (v.2017)
b) adapted from model bylaws
c) copied from BY-LAW V.2017 X MEETINGS #7 (v.2017)
d) copied from the 2015 DRAFT version 6.7
- 7.2 Old BY-LAW X MEETINGS #8 (v.2017) states: “No business shall be transacted at any meeting of the Board of Directors unless a quorum consisting of one-third (1/3) of the members entitled to vote shall be present.” The Act does not specify quorum for Director’s meetings, only general meetings. Model Bylaws state: 5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.
- 7.3-4 The Model Bylaw states: Conduct of directors’ meetings: 5.4 The directors may regulate their meetings and proceedings as they think fit.
The Societies Act states: 54 (1) Unless the bylaws of a society provide otherwise, the directors may meet at any location, on any notice and in any manner convenient to the directors. (2) The directors of a society may pass a directors’ resolution without a meeting if all of the directors, or, if provided for in the bylaws, a lesser number of those directors, consent to the resolution in writing or in any other manner provided for in the bylaws.
- 7.5 (Model Bylaws suggest the president or 2 directors)
- 7.6 The Model bylaws state: Conduct of directors’ meetings: 5.4 “The directors may regulate their meetings and proceedings as they think fit.” The Board proposes to maintain the right to hold closed meetings when appropriate.
- 7.7 Adapted from model bylaws.
- 7.8 Adapted from model bylaws.
- 7.9 The Societies Act states:
54 (1) Unless the bylaws of a society provide otherwise, the directors may meet at any location, on any notice and in any manner convenient to the directors.
(2) The directors of a society may pass a directors’ resolution without a meeting if all of the directors, or, if provided for in the bylaws, a lesser number of those directors, consent to the resolution in writing or in any other manner provided for in the bylaws.

Article 7 BOARD MEETINGS

- 7.1 a) Meetings of the Board of Directors shall be held no fewer than nine (9) times a year;
b) The Board may meet at such places and times as they think fit for the dispatch of business, may adjourn and otherwise regulate their meetings and proceedings as they see fit;
c) At least two (2) day’s notice shall be given of all meetings of the Board of Directors except in the instance of 7.1d;
d) For a first meeting of a board held immediately following the appointment or election of a director or directors at a general meeting of members, or for a meeting of the board at which a director is appointed to fill a vacancy on the board, it shall not be 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 directors is present.
- 7.2 The board may not conduct business at a meeting unless a quorum consisting of at least one-third of the directors entitled to vote is present at the meeting.
- 7.3 If at any meeting of the Board the President is not present the Vice-President shall preside. In the absence of both the President and the Vice-President the Board shall choose a chairperson for that meeting.
- 7.4 In the absence of the Secretary the Board shall appoint another Director to act as Secretary for that meeting.
- 7.5 A Director may at any time request the Secretary to call a meeting of the Board.
- 7.6 All meetings of the Board may be open to any member in good standing except the Board of Directors may, by majority vote, conduct business “*in camera*” and for that purpose may exclude any or all non-Board members.
- 7.7 Questions or motions arising at any meeting of the Board shall be decided by majority vote and the Chair shall have a vote on each question or motion. In the case of an equality of votes the Chair has no second vote and the question shall be defeated.
- 7.8 Directors may vote on a question or resolution by casting a vote in favour, in opposition or by abstaining.
- 7.9 The Directors of a society may pass a Directors’ resolution without a meeting of all the Directors, if a majority of the Directors consent to the resolution in writing which shall include e-mail.

Article 8 DUTIES OF THE OFFICERS

- 8.1 Adapted from model bylaws.
- 8.2 Adapted from model bylaws.
- 8.3 Copied from BY-LAW VII DUTIES OF OFFICERS AND DIRECTORS #2 (v.2017) and Model Bylaws.
- 8.4 Adapted from model bylaws.
- 8.5 Adapted from the Model Bylaws AND (re. the Seal) from the 2015 DRAFT Bylaws.

- 8.6 Adapted from the Model Bylaws, old BY-LAW XI MINUTES OF MEETING #1 (v.2017), old BY-LAW VII DUTIES OF OFFICERS AND DIRECTORS #5(a-b) (v.2017) and the 2015 DRAFT Bylaws.

Article 8 DUTIES OF THE OFFICERS

- 8.1 The President shall preside at all meetings of the Council and the Board.
- 8.2 The President or delegate shall prepare an agenda for each meeting of the Board.
- 8.3 The President is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- 8.4 The Vice-President shall take on the duties of the President as and when required.
- 8.5 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 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) have custody of the common seal of the society, if any.
- 8.6 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;
 - e) ensure that the financial records, including books of account, necessary to comply with the Societies Act are properly maintained; and
 - f) ensure that financial statements are rendered to the Directors, members and others when required.

The board, on behalf of the society, may employ, or contract with, an executive director, an accountant, a bookkeeper, and such secretarial, clerical, and other personnel as the board thinks fit from time to time to assist the officers in carrying out their duties.

Article 9 COMMITTEES

- 9.1 Adapted from the 2015 DRAFT BY-LAWS, consistent with comparator model bylaws.
- 9.2 This is a NEW CONCEPT for the ACNW and is adapted from comparator model bylaws. This permits up to 1/3 of members of a Standing Committee to not be members of the Council. This provides us a mechanism to invite specialist members/non-members of our community to join us in our Committee work.
- 9.3 This is a NEW CONCEPT for the ACNW and is copied from comparator model bylaws. Presently, the appointed Director is the Chair of the Committee. This change permits the Chair of the Committee to be the appointed Director or somebody else.
- 9.4 (see above)
- 9.5 This is a NEW CONCEPT for the ACNW (whereas our Chairs are all Directors and have privilege to attend Board Meetings). We hope to promote leadership development.
- 9.6 Self-explanatory and a NEW CONCEPT adapted from comparator model bylaws.
- 9.7 This is copied from BY-LAW VIII COMMITTEES #2 (v.2017)
- 9.8 This is a NEW CONCEPT for the ACNW concerning the nomination and election of Directors and is copied from the comparator model bylaws. Old BY-LAW V ELECTION OF OFFICERS AND DIRECTORS, #2 (v.2017) stated: "Eight (8) weeks ,and not less than four (4) weeks, prior to the AGM, the Board of Directors shall appoint a Nominating Committee which shall consist of three members of the Society, one of whom shall be a current member of the Board of Directors." THE NEW ARTCILE 9.8 REQUIRES THE NOMINATING COMMITTEE TO BE APPOINTED EARLIER.
- 9.9 Old BY-LAW V ELECTION OF OFFICERS AND DIRECTORS, #3 (v.2017) stated: "The Nominating Committee shall prepare a slate of Officers and Directors for the ensuing year. This shall be included with Notice of the AGM, which Notice shall be provided to the membership at least fourteen (14) days prior to the AGM and shall be posted on the website and in the Arts Council Newsletter. Written consent of a nominee for election as a Director must be obtained before his/her nomination. Further nominations for positions not filled from the Nominating Committee's slate may be made from the floor of the meeting and, when properly seconded and with the consent of the nominee, shall be added to those recommended by the Nominating Committee."
CHANGES: process begins and reports earlier; nominations may not be received from the floor.

Article 9 COMMITTEES

- 9.1 The Board:
- a) from time to time, may appoint such committees as it considers necessary or desirable, and may define their duties; and
 - b) must appoint a nominating committee to carry out the duties as set out in 9.8 and 9.9.
- 9.2 A minimum of two-thirds of members of a Standing Committee shall be members in good standing of the ACNW. Up to one third of the members of a Standing Committee need not be members of the ACNW but shall be residents of New Westminster.
- 9.3 Each Standing Committee shall include at least one Director appointed by the Board as a liaison between the Board and Standing Committee.
- 9.4 The Chair of each Committee shall be determined by the Committee and appointed by the Board. The Chair must be a member in good standing of the Council.
- 9.5 A Committee chair so appointed shall attend the meetings of the Board when requested but shall have no vote unless otherwise entitled to vote.
- 9.6 Each Committee shall operate within a framework and time span prescribed by the Board and shall report to the Board in writing.
- 9.7 The President shall be ex-officio, a member of all Committees.
- 9.8 At least eight (8) weeks prior to a general meeting the Board shall appoint a Nominating committee of at least three (3) members consisting of one (1) Director and at least two (2) other members of the Council.
- 9.9 The Nominating Committee shall:
1. prepare a slate of candidates for Board for the ensuing year;
 2. provide for nominations of candidates from the general membership by informing all members sixty (60) days before a general Meeting that written nominations for the Board are being accepted up to thirty (30) days before a general meeting;
 3. obtain the required consent from the nominee (Societies Act s42) and
 4. report on the full slate of candidates at the general meeting.

Article 10 MEMBERSHIP

- 10.1 Copied from the Model Bylaws.
- 10.2 Adapted from the comparator model bylaws and consistent with the ACT.
- 10.3 The classes of membership are copied from old BY-LAW I MEMBERSHIP #1 (v.2017)
- We are using the word CLASS instead of CATEGORY as per the Societies Act.
- The two subclasses of *Individual Member* are NEW.
- We propose removing the following existing classes of membership:
- “Full Group Member An association or club which participates in the Society’s activities and is Federally-registered under the Income Tax Act. A Full Group Member is entitled to one vote.”
- “Associate Group Member An association or club which participates in the Society’s activities but is NOT Federally registered under the Income Tax Act. An Associate Group Member is entitled to one vote.” [>>>>We are combining this group with the Full Group Member.]
- “Patron A business, organization or individual who subscribes to the objects of the Society and who donates a minimum prescribed amount to be designated by the Board of Directors. Each Patron is entitled to one vote.”
- The ACNW is focussing priority efforts away from membership and towards donors.
- 10.4 Adapted from comparator model bylaws.
- 10.5 This is largely copied from the Old BY-LAW II DUES #1 (v.2017) : “Dues for all classes of membership of the Society shall be reviewed annually by the Board of Directors.” The new Article 10.5 provides more flexibility and doesn’t oblige us to review the dues on an annual basis.
- 10.6 Adapted from comparator model bylaws and the ACT. “Good Standing” is not defined in the ACT.

Article 10 MEMBERSHIP

- 10.1 Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 10.2 Membership may be divided into such classes as may be determined from time to time by the Board and approved by the membership.
- 10.3 The members of the Society shall be divided into the following classes:
- (a) *Individual Member* Any person who subscribes to the Constitution and By-Laws and who pays the prescribed annual membership dues. This includes the two subclasses of *Individual* and *Seniors/Youth*. An *Individual Member* is entitled to one vote.
 - (b) *Group Member* An association or club which participates in the Society’s activities. A *Group Member* is entitled to one vote.
 - (c) *Corporate Member* A business or organization which is registered as a *Corporate Member* and which supports the Society. Each *Corporate Member* is entitled to one vote.
 - (d) *Honorary Life Member* Any person recommended by the Board of Directors who has been approved at an Annual General Meeting of the Society by unanimous vote. An *Honorary Life Member* shall be exempt from payment of any dues or assessments, but shall be eligible to vote and to hold office.
- 10.4 A person may apply to the Board for membership by such form as the Board may decide from time to time and upon acceptance by the Board is a member.
- 10.5 Dues and terms for all classes of membership of the Society shall be reviewed by the Board of Directors from time to time.
- 10.6 A person ceases to be a member of the Council:
- 1. when his or her term of membership expires;
 - 2. by delivering his or her resignation in writing to the Secretary or by mailing or delivering it to the address of the Council;
 - 3. on his or her death;
 - 4. on being expelled; and
 - 5. on having been a member not in good-standing for 12 consecutive months.

10.7 Adapted from comparator model bylaws. Old BY-LAW IX TERMINATION OF MEMBERSHIP #3 (v.2017) stated: "All members are in good standing except a member who has failed to pay his/her current annual membership fee or other subscription or debt due and owing by him/her to the Society, and he/she is not in good standing so long as the debt remains unpaid."

10.8 Adapted from model bylaws.

Article 11 MEETINGS

11.1 Adapted from model bylaws, Old BY-LAW X MEETINGS #1 (v.2017) stated: "The AGM of the Society shall be held upon a date and at a time to be set by the Board of Directors not more than 15 months after the holding of the last preceding annual general meeting." The proposed change requires an annual general meeting.

11.2 A briefer version of Old BY-LAW X MEETINGS #3 (v.2017). Adds maximum.

11.3 Section 75 of the ACT sets the terms for the requisition of a meeting by members..

11.4 Adapted from the Model Bylaws.

11.5 This is a new concept for the ACNW, SEE 11.10 (below) re. proxy voting.

11.6 This is a NEW CONCEPT for the ACNW and is copied from comparator model bylaws and adjusted per our membership.

Old BY-LAW X MEETINGS #4 (v.2017) states: "No business shall be transacted at any AGM or Special General meeting unless a quorum consisting of at least three (3) of the members shall be present." We consider this to be too low.

10.7 A member who is in arrears in payment of membership dues or who is in any way financially indebted to the Council for a period in excess of two (2) months shall be considered to be a member not in good-standing of the Council and shall remain so as long as those dues remain unpaid.

10.8 A member in good standing present at a meeting of members is entitled to one vote.

Article 11 MEETINGS

11.1 A general meeting of the Council shall be held in New Westminster at such place, date and time as is determined by the Board provided that a general meeting is held in each calendar year.

11.2 Written notice of a general meeting shall be given at least fourteen (14) days and no earlier than sixty (60) days before the meeting.

11.3 Members may requisition a general meeting in accordance with s. 75 of the Act.

11.4 At a general meeting the following business is ordinary business:

- Adoption of rules of order;
- Consideration of financial statements of the Council presented to the meeting;
- Consideration of the reports, if any, of the director or auditor;
- Election or appointment of directors, following the work of the Nominating Committee;
- Appointment of a financial reviewer;
- Business arising out of a report of the Directors not requiring the passing of a special resolution.

11.5 Members must attend the meeting in person.

11.6 Except as otherwise provided in these bylaws, and other than the election of the chair of the meeting and the adjournment or termination of the meeting, business shall not be conducted at a general meeting unless a quorum consisting of twenty (20) voting members is present.

11.7 This is a NEW CONCEPT for the ACNW and is copied from comparator model bylaws. Old BY-LAW X MEETINGS #4 (v.2017) stated: "If within 30 minutes from the time appointed for an AGM or Special General Meeting a quorum is not present, the meeting, if convened at the request of the members, shall be terminated; but in any other case it shall 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum."

PROPOSED ARTICLE 11.7 PROVIDES MORE FLEXIBILITY in our rescheduling

11.8 Adapted from the Model Bylaws.

11.9 Adapted from the Model Bylaws.

11.10 This is a NEW CONCEPT for the ACNW and is consistent with the ACT. The Act provides for Proxy at section 85 ("If permitted by the bylaws of a society, a voting member may appoint a proxy holder.")

11.11 Adapted from the Model Bylaws.

11.12 Societies Act: ORDINARY RESOLUTION: "ordinary resolution" means any of the following:
 (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by proxy;
 (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;
 (c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution;

11.13 Consistent with the Act and provides clarity in the situation of a tie vote.

11.14 Societies Act: SPECIAL RESOLUTION: "special resolution" means any of the following:
 (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy;
 (b) a resolution consented to in writing by all of the voting members;
 (c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution;

11.7 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present the meeting,

1. in the case of a meeting convened at the request of the members is terminated; and
2. in any other case may be adjourned to such time and place as the Chair may determine and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for the meeting the members present constitute a quorum for that meeting.

11.8 Voting at a general meeting shall be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members except that if, before or after such a vote two 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.

11.9 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.

11.10 Voting by proxy is not permitted at a general or a special meeting.

11.11 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.

11.12 An ordinary resolution must be passed by a majority of the votes cast by voting members at a general meeting of the Council.

11.13 In the case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.

11.14 At a general meeting a special resolution shall be a resolution passed by at least 2/3 of the votes cast by voting members present at a meeting of the Council of which not less than fourteen (14) days notice stating the resolution to be presented has been given.

Article 12 AMENDING BYLAWS

12.1 (self-explanatory)

DATED this xth day of November 2019. TBC

Previous versions:

October 05, 2017

2013

2007

Article 12 AMENDING BYLAWS

12.1 These bylaws shall not be altered or added to except by special resolution.

DATED this xth day of November 2019. TBC

Previous versions:

October 05, 2017

2013

2007

DRAFT