



ANNUAL GENERAL MEETING  
DECEMBER 15, 2011  
4:30 pm – ALIX GOOLDEN HALL

- AGENDA -

**STUDENT PERFORMANCE:**

Karnsiri Laothamatas, piano  
“Black-Key” Etude, Op. 10 No. 5, Frédéric Chopin  
*Karnsiri is a Collegium student of May Ling Kwok*

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- 1. Call to Order** - Mr. Ed Chwyl, President
- 2. Approval of Agenda**
- 3. Approval of Minutes of January 26, 2011 AGM**
- 4. President’s Report** – Mr. Ed Chwyl
- 5. Financial Report**
  - a. Treasurer’s Report** - Governor Brian Butler
  - b. Presentation of 2011 Audited Financial Statements**  
Jacalyn Weech, Director of Finance
- 6. Appointment of Auditor for 2011/2012**
- 7. Management Reports**
  - a. Dean’s Report** – Dr. Jamie Syer
  - b. CEO’s Report** – Jane Butler McGregor
- 8. Election of Governors**
- 9. Approval of Bylaw Amendments**  
By this resolution, all existing constitutional provisions and bylaws would be rescinded and replaced with the revised constitution and bylaws as presented
- 10. Other Business**
- 11. Adjournment**

**Board of Governors Present:** Ed Chwyl, Leslee Farrell, Ray Moore, Brian Butler, Bruce Dutton, Heather Maclean, Wendy MacNeil, Sandra McCallum, Steve Parkhill, Bob Waldhaus, Sandy Henderson.

**Staff/Faculty Present:** Jane Butler McGregor, *CEO*; Dr. Jamie Syer, *Dean*; Jacalyn Weech, *Director of Finance*; Heidi Worthington, *Director of Marketing*; Winifred Scott Wood, *Vice Principal Emerita*; Ingrid Attrot, *Head of Voice*; Micki Stirling, *Collegium Animateur*; Gordon Clements, *Head of Jazz*; Linda Low, *Acting Head of Keyboard*

**Scribes:** Erin Fraser, *Executive Assistant*; Bethany McNeil, *Community School Registrar*

Number of Members present: 38

**1. Call to order at 5:40 pm.**

**2. Approval of Agenda.**

The originally distributed agenda has been amended. The Bylaws will be assessed in their entirety at a later date, and will not be discussed at this AGM.

**Motion: That the agenda be adopted with one amendment.**

Moved by Mrs. Anne Tyler. Seconded by Mrs. Lydia Kasianchuk. None opposed, motion carried.

**3. Approval of the Minutes of February 24, 2010 AGM.**

**Motion: That the minutes from the February 24, 2010 AGM be adopted as distributed.**

Moved by Governor Farrell. Seconded by Mrs. Anne Tyler. None opposed, motion carried.

**4. President's Report**

- The Transformation Campaign was launched in May 2010 and by year-end had reduced our accumulated debt by \$630,000.
- The VCM increased the services provided to the Victoria Arts Community, while keeping overall cost within 2% of last year.
- VCM Board members serve tirelessly on various Committees to ensure the continued growth of the organization. Each Governor is also a Crescendo Circle member and has contributed to the Transformation Campaign.
- Three new Board members are being presented for election: Hon. Roy Cullen, Dwane Ford and Anne Tyler.

**Motion: That the President's Report be adopted as presented.**

Moved by Mrs. Arlene Antonik. Seconded by Governor Dutton. None opposed, motion carried.

**5. Finance Report**

The 2008/2010 Audited Financial Statements were previously distributed.

**a) Governor Ray Moore, Treasurer**

- The Audit of the 2009/2010 fiscal year went very well, and Auditors from Hayes Stewart Little and Co. reported it was the most organized and well prepared audit they have been involved in at the VCM. Much work has been put into building new financial process's, procedures and controls.
- Director of Finance Jacalyn Weech has analyzed operations and structured financial solutions and necessary systems to best serve the ongoing work of VCM.
- Jacalyn Weech will now present the 2009/2010 Audited Financial Statements

**b) Jacalyn Weech, Director of Finance – Presentation of 2009/2010 Audited Financial Statements.**

- Financial Position: there are five funds, Restricted, Building, Capital Asset, Endowment and Operating. Most activity takes place in the Operating, or “general” fund.
- Tuition revenues experienced a 1.45% reduction, primarily due to the discontinuance of problematic programs. Development income experienced significant improvements as a result of generous individuals, foundations and a bequest. Government funding, however, was lower than in prior years. Facilities and events income experienced a very positive 30% increase. Expenses were relatively flat. Overall the VCM experienced an increase in revenues of \$544,762 (13%) and a decrease in expenses of \$10,540 (.25%). The Net change is \$415,375, an overall improvement of \$590K over the prior year.
- The Mortgage and Operating deficit was just under \$2.1M at the beginning of the fiscal year. It has now been reduced to under \$1.5M, an improvement of 30%, due in large part to the Transformation Campaign.
- First Quarter results of the 2011 fiscal year are positive, with revenues up by 10% with an offsetting increase in expenditures of 3%. The funding from Arts Sustainability Victoria allowed for the creation of two new funds: Information Technology and Working Capital. The IT fund is for upgrading the VCM’s antiquated hardware and software systems.
- The VCM still faces many challenges: the Mortgage and Overdraft remain substantial, the aging building itself requires constant maintenance, and Government funding cutbacks continue to cause worry.
- Overall, the VCM has achieved a successful year through significant operational changes and the enormous generosity of the community.

**Motion: That the 2009/2010 Audited Financial Statements as prepared by Hayes Stewart Little & Co. be approved as distributed.**

Moved by Governor Waldhaus. Seconded by Governor Butler. None opposed, motion carried.

**6. Appointment of Auditor for 2011/2012**

**Motion: That the VCM engage the firm of Hayes Stewart Little & Co, as the auditor for the 2011/2012 fiscal year.**

Moved by Governor Maclean. Seconded by Governor Farrell. None opposed, motion approved.

**7. Management Reports**

**CEO Report - Jane Butler McGregor**

- The VCM has faced many challenges over the past two years but many positive achievements have been accomplished throughout the past fiscal year.
- The Transformation Campaign was developed as a major gift campaign to raise \$2.1M to eradicate the deficit by the end of fiscal year 2012. A leadership gift of \$250,000 was made by Board President Ed Chwyl and family, with a matching gift from the Egon Baumann Music Foundation. Every Board member has contributed, and with the support of numerous other valued donors, this past fiscal year closed with the VCM having paid down over \$600,000 in debt.
- This achievement qualifies the VCM to apply for Arts Sustainability Victoria funding of \$250,000. This will provide support for new IT solutions and further deficit reduction.
- The position of Dean of Music was created in order to ensure the VCM reaches its full artistic potential and Dr. Jamie Syer, former Head of Keyboards, has been appointed. The Dean will report to the CEO and is responsible for managing education operations and leading the educational and artistic vision of the VCM.
- The new Children’s Music Department was launched under the leadership of Dr. Johanne Brodeur and with a generous grant from the TELUS Community Board.
- Thanks to the vision of Dr. Johanne Brodeur and a generous grant from Ronald McDonald House Charities, the new Music Therapy Multi Sensory Studio for children with critical illnesses and life-threatening conditions was opened.
- Two satellite locations have been established in Colwood and West Saanich for Children’s Music programs as well as piano, strings and theory lessons. The VCM anticipates sustainable registration growth due to these spaces and continue to look for additional satellite locations.

- Renowned musician and educator Michael van der Sloot has been hired as Head of Strings. This appointment has already resulted in an 8% growth in string registrations.
- Jane Butler McGregor has accepted the role of Chairperson of the Good Neighbor Association of the 900 block of Pandora Avenue. The GNA addresses the many issues presented by the neighbourhood and were instrumental in the bylaw against camping on boulevards and medians.
- Many thanks to the Management team, Artistic Directorate, administrative staff, Board of Governors, and the VCM membership for their hard work and support.

**Motion: that the CEO Report be accepted as presented.**

Moved by Mrs. Lydia Kasianchuk. Seconded by Governor MacNeil. None opposed, motion approved.

**Dean's Report – Dr. Jamie Syer**

- Dr. Jamie Syer is honoured to accept the interim contract of Dean. This position will be further defined through the next year, prior to launching a search to fill the position on a longer-term basis.
- The Dean has responsibility and authority to manage educational matters for the VCM, including overseeing the artistic integrity of all educational programs, in order to ensure the VCM develops and maintains a reputation as the leading school of choice for musical education in the community.
- Several initiatives are already accomplished or ongoing:
  - A new fund to support faculty in creative teaching and special program development projects has been created; the first awards were made in October 2010 and March 2011 is the next application deadline.
  - A new Dean's Committee has been formed including Board, staff, faculty and community members.
  - VCM "On the Road" has been developed to create opportunities for VCM students to perform in a variety of community locations.
  - Efforts are being made to strengthen the effectiveness of VCM examination systems.
- The Dean also works closely with each administrative department on various matters such as internal bookings procedures and venues use, budget processes, general program and Summer Academies consultation, and providing musicians for Development and promotional events.
- Jamie Syer continues to teach at the VCM, continuing his role as Artistic Director of the Collegium program, coaching chamber ensembles and leading masterclasses and other such events.
- Thanks to all faculty and staff for their support of this new position.

**Motion: that the Dean's Report be accepted as presented.**

Moved by Governor Maclean. Seconded by Mrs. Joan Giles. None opposed, motion approved

**8. Election of Governors**

The list of Board Nominees and their biographies was previously distributed.

The new Board Nominees are:

Honourable Roy Cullen, former Canadian House of Commons member  
 Dwane Ford, Branch Manager for RBC Dominion Securities  
 Anne Tyler, philanthropist

**Motion: That this slate of Nominees be accepted as Governors of the VCM.**

Moved by Mrs. Erika Kurth. Seconded by Governor Farrell. None opposed, motion carried.

**9. Other Business**

No other business was raised.

**10. Adjournment**

**Motion to adjourn the January 26, 2011 Annual General Meeting.**

Moved by Governor Butler. Seconded by Mrs. Janet Simpson. None opposed, motion carried.

## DEAN'S REPORT

Annual General Meeting – December 15, 2011

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The last twelve months in my position as Dean have been both challenging and rewarding. Overall at the Conservatory, there is a renewed sense of optimism, engendered in large part by the success of our CEO **Jane Butler McGregor** in placing the organization on a firm financial and organizational footing. With that foundation in place, we are now able to address the future of our artistic and educational development which defines the most important part of what we do.

In the spring and summer of 2011 we filled two important Department Head positions, and redefined a third:

- **Paul Beauchesne** is now Department Head of Winds, Brass and Percussion
- **Walter Prossnitz** is the incoming Head of Keyboard, and will assume his position full time in the summer of 2012. **Linda Low** remains Interim Head until Mr. Prossnitz' arrival
- **Dr. Mary Byrne** is now Director of Post Secondary Studies. She was previously in that position in addition to her former work as Head of Winds, Brass and Percussion.

One of my priorities is to expand the presence of the Conservatory in the wider community. There have been several successful initiatives under the name of VCM "On The Road". These have included student performances at local seniors' centres, cafés, and other informal locations; at the Art Gallery of Greater Victoria in connection with one of their recent exhibitions; at Victoria City Hall before Thursday-evening council meetings; and during the VCM Garden Tour where well over 100 Conservatory students and faculty from every Department serenaded 1,000 visitors in 10 beautiful gardens—and helped raise over \$40,000 for the VCM.

There are many opportunities to hear special performances in our own venues, as well. For instance, the newly-revitalized **Adult Recital Group** regularly offers a supportive atmosphere for adult performers, and has seen its membership grow significantly following an information campaign within the Conservatory. Our new **Conservatory Concert Series** "VCM Presents" was launched in October, 2011 with a performance by the award-winning Cecilia String Quartet. The series continues through May 2012 with a total of six recitals featuring both visiting and local artists. I was greatly assisted in the preparation of this series by VCM faculty member **Bradford Werner**, as well as by **Susan Postma** in our publicity office. We continue to take advantage of opportunities that may occur unexpectedly: for instance the November concert by Czech violinist **Ivan Zenaty** was so popular that it had to be moved from Wood Hall to Alix Goolden Hall to accommodate the gratifyingly large audience.

With the goal of building community among VCM staff, faculty, and our downtown neighbours, we inaugurated in January 2011 a speakers' series called **Leaders at Lunch**. Though the audience was usually small, those present enjoyed stimulating presentations from guests such as Camosun College President, and musician, Dr. **Kathryn Laurin**. Other events important to the Conservatory as a place of collegiality and mutual support included our September Open House, and (around the same time) our annual Faculty/Staff Orientation—which always includes energetic discussion about the future trajectory of the VCM.

With the assistance and advice of our CFO **Jacalyn Weech**, we are now accessing a VCM Program Development Fund to enhance our existing programs and develop new ones; and a Faculty Creative Teaching Award Fund to acknowledge and support innovative projects led by specific faculty members. It should be noted that for the second year in a row we were able to provide an across-the-board wage increase to all contracted faculty, as well as a significantly greater increase for those teachers who have attracted an especially large number of students.

Our Summer Academies in 2011 offered programs in Piano, Flute, Jazz, Theory, Voice, and Strings, as well as the ever-expanding Music Discovery Camp. Capably overseeing the administrative aspects of these events, not just during the summer but throughout the year, is our Community School Registrar **Bethany McNeil**.

The VCM Professional School, under the direction of Dr. **Mary Byrne**, has just completed a full program review as mandated by Camosun College. We have revised the pre-requisites for some of our courses, with a view to opening new pathways for access to our post-Secondary curriculum. We are beginning the process of offering 'dual delivery' for some courses, which would be available to local high school students who may wish to get a head start on acquiring College-level credits. Among our graduating cohort of last year, 100% secured acceptance to their completion programs of choice, or moved directly into the music profession.

In the fall of 2011, as a way to start addressing our urgent needs for better pianos for teaching and performing, we established The Piano Project: a fund-raising initiative with the goal of eventually purchasing new instruments for at least six teaching studios, as well as for the stage of Wood Hall. Through the generosity of **Tom Lee Music** we currently have on indefinite loan two new instruments: a Steinway in Wood Hall, and a Yamaha on display in the lobby. Our intention is that in the New Year we will develop a fund raising campaign to purchase these and other pianos.

It is important that, as Dean, I remain active in the artistic community beyond the Conservatory. My recent projects have included:

- a well-attended lecture series at the University of Victoria called *Beethoven's Fabulous 50s*
- performances with the Sidney Classical Orchestra, the Victoria Chamber Orchestra, and chamber music with Conservatory and University colleagues
- adjudicating at music festivals; teaching at workshops and other external events
- upcoming:
  - a performance with **Robert Holliston**, VCM Presents, February 18, 2012, including percussionists **Jonathan Eng** and **Masako Hockey**
  - a recital of Sonatas by Beethoven, March 30, 2012.

I am founding Artistic Director of the Conservatory's Collegium Program for Young Musicians, which benefits from the ongoing expert assistance of *Animateur Micki Stirling*. The Collegium continues as a place of excellence for musically-talented teenagers, mentored by a large group of VCM faculty and guest artists. This year, with the assistance of String Department Head **Michael van der Sloot**, we inaugurated a Junior Collegium for younger students, or those of less-advanced playing ability. Collegium students perform regularly at the Conservatory, for special VCM events, in the community, and on tour: most recently to Campbell River and ArtSpring on Salt Spring Island. These concerts always result in a wider awareness of the Conservatory and our programs, and sometimes generate significant financial support, as well.

Whatever we've been able to achieve has always been done with the energetic support of my Artistic Directorate colleagues, including our Vice Principal *emerita Winifred Scott Wood*. I have also been greatly inspired by the members of the Dean's Committee of the Board: **Bruce Dutton**, **Dr. Harmon Lewis**, **Heather Maclean**, **Bradford Werner**, and **Jane Butler McGregor**.

With many thanks for all you do, and in anticipation of your continued support of the Victoria Conservatory of Music.

Respectfully submitted,

**Dr. Jamie Syer**  
*Dean*

## CEO REPORT

Annual General Meeting – December 15, 2011

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There is no one here who is not aware of the extraordinary challenges we faced when we started our transformational journey 3 years ago. We are thrilled to be reporting today that we have eliminated the accumulated deficit of \$1.2 million and reduced our mortgage to \$550,000, a feat that could not have occurred without the enormous efforts and support from everyone here. Many of the accomplishments we have achieved on both the administrative and artistic sides of our operations have already been described in earlier reports, so there is no need for me to elaborate any further. I do want to elaborate on sincere gratitude I have for each and every one of you who have been so instrumental in making it all happen.

Let me start with our incredible Management team. First and foremost to **Jacalyn Weech**, our treasured CFO, whose talent, expertise, dedication and commitment has changed the way we do business at the VCM. Her attention to every financial and operational detail has been the heart of our transformation and there are no words that truly express my respect, admiration and gratitude for the gift she has given this organization. I echo many of those same feelings about our Dean of Music, Dr. **Jamie Syer**, who has brought shape and direction to the artistic mission of VCM and whose leadership has inspired necessary change and focus. I also cannot move on without expressing utmost gratitude to **Martin Borg**, our Director of Facilities, who has built the finest facilities team anywhere and whose 20 hour days and personal commitment have provided the VCM the opportunity to address many of the hundreds of deferred maintenance issues, booking and events activities and all of our IT systems and operations. **Sandy Henderson**, our Development Manager, continues to shoulder the major work of our Development department and to build strong and positive relationships with so many of our valued donors. **Susan Postma** and **Blaine Jeffery** are building a strong Marketing and Public Relations platform and constantly work at keeping the VCM visible in the minds of both our internal and external communities.

Our Artistic Directorate is also very much a part of the Management team and I want to express my enormous gratitude to: **Winifred Wood, Michael van der Sloot, Ingrid Attrot, Dr. Johanne Brodeur, Dr. Mary Byrne, Linda Low, Paul Beauchesne, Gord Clements** and **Stephen Brown** who are working so hard to build their departments and to enrich the lives of all students who study and perform at VCM.

Our Administrative staff are also key to everything we do at VCM as they are, in many cases, the first contact our students and parents have with VCM. They are a major asset to VCM and we are very grateful for their positive attitude. A very special and heartfelt thank you to **Bethany McNeil**, our Community School Registrar who manages all of our front desk and registration activities, and to **Erin Fraser** who manages me and is the “go to” person in our midst for everyone else!

Then there is our Board of Governors who, in my opinion, are one of the best Boards in this community. Our Board Chair, Mr. **Ed Chwyl**, has extraordinary leadership skills and has helped bring together 16 fabulous people who really care about the VCM and wholeheartedly participate by sharing their valuable expertise and experience. Every member of our Board is actively engaged and has participated in the financial transformation of the VCM. I feel so very privileged to have the opportunity build the future of this organization with each of them.

And finally, we could never have come this far without the support of our donor community. Quite simply, you all jumped on board in our darkest hours and have donated financial resources that have allowed us to survive and now thrive. Whether it was the lead gift from our Board Chair, Mr. Ed Chwyl and his family, matching gifts from the Egon Baumann Music Foundation and Arts Sustainability Victoria, planned gifts, participation from every member of our Board of Governors or the many and generous gifts from our donors, every single one of you has been vital to our transformation and it is something we will never forget.

We have come a long way over the last 3 years and we are thrilled with our progress, but we all know it is just the beginning of a new chapter in the VCM's life. We still have a mortgage which we want to eliminate by the end of this fiscal year, and we need to be vigilant about protecting the progress we have made so far by strict adherence to our budgets and continued focus on increasing earned and contributed revenue.

However, one of the very exciting aspects of having achieved financial stability is the opportunity it gives us to begin to dream and discover the yet untapped artistic and growth potential that we know exists within this great organization. We have big, audacious dreams and are finally at a place where we can start to believe that some of them can come true.

We have finished our first 3 year Strategic Plan - 6 months early I might add - and are going to initiate planning for the next three years this coming February. Our Strategic Plan is always very much a living document that guides us and keeps us focused on what we have agreed are the goals and objectives of the organization. In our upcoming Strategic Planning sessions we will be addressing subjects such as: distance Learning; outreach programming; Satellite locations; building artistic strength; increasing enrolments; building bursary and scholarship funding; and our building and location.

We are also gearing up for some really exciting fabulous events this coming year:

- On February 26<sup>th</sup> Gary Karr and Harmon Lewis will be performing in concert as a benefit to the VCM. We are thrilled to be the beneficiary of their extraordinary talent and generosity.
- On March 4<sup>th</sup> we are collaborating with POV and the VSO to produce a gala fundraising event to honour Eric Charman on his 80<sup>th</sup> birthday. It will be a spectacular event which will benefit and showcase the talents of each organization and benefit the VCM, POV and VSO equally. Our goal is to net \$100,000 for each organization.
- On April 26<sup>th</sup> we are presenting our bi-annual event called "Uncork your Palette" which will bring together the fine wines of the Naramata Bench Wineries paired with culinary selections from some of the best restaurants in Victoria. This fabulous event was brought to us this year by one of our Crescendo Circle members, Patricia Gibb, who is also the Chair of this event.
- On May 12<sup>th</sup> and 13<sup>th</sup> we will be celebrating the 30<sup>th</sup> anniversary of the VCM Garden Tour. This is a very special year, not only because it is the 30<sup>th</sup> anniversary, but because this year's Garden Tour is being presented in honor of Mrs. Ann Nation who founded the tour 30 years ago. It has become the largest and most successful VCM event, and it is all due to the efforts of Ann and her husband George.

You have heard today how far we've come, but I do remind you all that this is just the beginning. We still have a long journey ahead of us and we will look forward to your continued engagement and support.

**Jane Butler McGregor**  
*CEO*

# SLATE OF INCOMING BOARD OF GOVERNOR NOMINEES

*(In Alphabetical order)*

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## **VERNE JOHNSON**

Starting with Imperial Oil Limited in 1966, Verne has spent his entire career in the petroleum industry, primarily in western Canada, contributing to the growth of oil and gas companies of various sizes. He worked with Imperial Oil Limited until 1981 (including two years with Exxon Corporation in New York from 1977 to 1979). From 1981 to 2002, Verne served in senior capacities with various companies, achieving the positions of President of Paragon Petroleum Ltd., President and CEO of ELAN Energy Inc., and Senior Vice President of Enerplus Resources Group. Mr. Johnson retired in February 2002.

Verne Johnson is currently Chairman of Fort Chicago Energy Partners LP, and a Director of Gran Tierra Energy, and was recently appointed as Chairman of Petromanas Energy Inc. He was previously a Director of Harvest Energy Trust, Blue Mountain Energy and Suroco Energy Inc., all publicly traded companies. Verne is also a Director of a number of private companies and has served on the Board of Calgary Opera for 12 years.

Verne Johnson received a Bachelor of Science degree in Mechanical Engineering from the University of Manitoba in 1966. He is currently President of his private family company, KristErin Resources Inc.

## **GARY KARR**

Gary Karr, acclaimed as "the world's leading solo bassist" (Time Magazine) is, in fact, the first solo doublebassist in history to make that pursuit a full-time career. Since his debut with Leonard Bernstein and the New York Philharmonic in 1962, Karr has performed as soloist on six continents with orchestras, including the Chicago Symphony, London Philharmonic Orchestra, Hong Kong Philharmonic, Montreal Symphony, Simon Bolivar Orchestra (Caracas, Venezuela), Jerusalem Symphony, Oslo Philharmonic, Zurich Chamber Orchestra, and with all the major orchestras of Australia.

One of Karr's proudest achievements is the Bronze Medal he received from the Rosa Ponselle Foundation which recognizes him as an outstanding lyrical musician. Gary is the proud holder of the 1997 Artist/Teacher of the Year Award from the American String Teacher's Association (ASTA). He also holds the Distinguished Achievement Award (1995) from the International Society of Bassists (ISB). Gary Karr participated in the Bi-Annual Rainforest Concert in Carnegie Hall with fellow-bassist Sting, Stevie Wonder and others in 1997.

In June 2001, Gary Karr played his farewell public concert as part of the International Society of Bassists 2001 Convention in Indianapolis. At the close of this recital, Karr was given the ISB's Distinguished Teacher Award.

## **ALAN LOWE**

Alan Lowe received his Bachelor of Environmental Studies from the University of Manitoba and his Master of Architecture from the University of Oregon. Alan Lowe has been practicing Architecture in British Columbia since 1988. He ventured into local politics in 1990 when he was elected as a City Councillor in Victoria for two successive three year terms. In 1999, Alan became the youngest Mayor of Victoria at the age of 38 and has been re-elected twice to that position. In 2005, he was also elected as the chair of the Capital Regional District.

In 2007, Alan formed the Mayor's task force on breaking the cycle of homelessness, drug addiction and mental illness. As a result of the task force report, a Coalition to End Homelessness has been formed in Greater Victoria. Alan was also a member of the Premier's task force on homelessness.

Alan Lowe is also the chair of the Greater Victoria Spirit Committee. The committee successfully secured the start of the Olympic Torch Relay for Victoria and Alan was the chair of the organizing committee for this event. Alan is also currently serving as the secretary to the Board of Directors of the Victoria Hospitals Foundation.

In 2003, Alan Lowe was presented with the Queen's Golden Jubilee Medal for Community Service and in 2006 was named one of the Top 100 Most Influential Chinese Canadians.

## **NON-VOTING MEMBERS:**

### **MICHAEL DIAS – Faculty Representative**

Michael Dias, PhD Candidate (University of Victoria) is an enthusiastic performer, musicologist and teacher. As well as being the director of the VCM Guitar Orchestra, he maintains a busy teaching studio as a part of the guitar faculty at the Victoria Conservatory of Music. In 2011, Michael was elected to the position of Faculty Representative to the Board of Governors which has led to an enriching experience working with both faculty and Board members.

While completing a PhD in Musicology at UVic, he has taught undergraduate courses in music theory and music history and was the managing editor of the UVic School of Music's academic journal, *Musicological Explorations*, from 2010-2011. He recently presented his PhD research at the 2011 Guitar Foundation of America Convention in Columbus, Georgia, in a lecture entitled "The Guitar Music of Jacques Hétu." A regular performer on the concert stage with the Victoria Guitar Trio and Quelus Duo, Michael was the first prize recipient at the 2008 Northwest Guitar Festival Competition.

### **SHAWNA WYVILL – Student Representative**

Shawna Wyvill is currently a full time student in the Camosun Music Diploma program and is studying classical piano. She has always been passionate about music and is excited to be involved with the Victoria Conservatory of Music. Along with her studies, she teaches piano and theory part time at Taber Music School and also co-ordinates the theory program for the Victoria Children's Choir.

For fun, she plays violin in the Hampton Concert Orchestra, swims with the Victoria Masters Swim Club, and enjoys traveling with her husband.

**SOCIETY ACT**  
**CONSTITUTION**

1. The name of the Society is: VICTORIA CONSERVATORY OF MUSIC.
2. The objects of the society are:
  - (a) to be a centre of excellence for music through education, performance and music therapy.
  - (b) to enrich lives through music as a thriving and sustainable regional centre of excellence, open and accessible to all who desire a meaningful connection with music.
3. The purpose of the Society is to maintain and operate a Conservatory of Music devoted to instilling a love of music and kindred arts and pursuing a standard of excellence in education and performance.
4. The operations of the Society are to be carried on chiefly in the Capital Regional District in the Province of British Columbia.
5. Upon the dissolution or winding up of the Society all the Society's assets remaining after payment of all costs, debts, charges and expenses properly incurred in the winding up or dissolution, including the remuneration of the liquidator, and after payment to employees of the society of any arrears of salaries or wages, and after payment of any debts of the society, will be distributed to such charitable organization or organizations for purposes similar to the purposes of the Victoria Conservatory of Music as designated by the Board of Governors.
6. Paragraphs 4 and 5 are unalterable.

## **By Laws**

Being bylaws to consolidate revise and replace previous bylaws providing for the regulation of the affairs of the Victoria Conservatory of Music

### **ARTICLE 1: INTERPRETATION**

- 1.1 In these by-laws, unless the context otherwise requires:
  - (1) "Governors" means the directors of the Society for the time being;
  - (2) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (3) "Registered Address" means the member's address as recorded in the register of members.
- 1.2 The definitions of the Society Act on the date that these by-laws become effective apply to these by-laws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

### **ARTICLE 2: MEMBERSHIP**

- 2.1 The membership of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these by-laws and in either case, have not ceased to be members.
- 2.2 Every member shall uphold the constitution and by-laws.
- 2.3 Classes of Members
  - (1) Non-voting Members
    - (a) Founding Members - Each person who has subscribed funds or other valuable gifts for the founding of the School of Music prior to April 16, 1964, shall be a Founding Member, and the names of all Founding Members shall be entered in a Register of Founding Members to be kept by the Secretary to the Board of Governors.
    - (b) Honorary Members - The Governors may elect to Honorary Membership (without liability to pay any fees to the Society and for such period as the Governors may see fit), any person who may be considered by the Governors to be worthy to be so honoured, and such person shall thereupon be known as an "Honorary Member".
  - (2) Voting Members
    - (a) Ordinary Members are any persons of the age of majority, or corporation, partnership or other legal entity who has in the present fiscal year made a donation of \$50.
    - (b) Life Members - In recognition of outstanding service to the Society, the Governors may elect to Life Membership any person without the payment of fees to the Society. Such person, when elected, shall have all the privileges of an ordinary member and shall be known as a "Life Member".

## 2.4 Cessation of membership

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

- (1) By delivering a resignation in writing to the Secretary or by mailing or delivering it to the address of the Society;
- (2) On the death of that person;
- (3) If a \$50 donation has not been received in the current calendar year.

## ARTICLE 3: MEETINGS

### 3.1 General Meetings

#### (1) Extraordinary General Meetings

- (a) An Extraordinary General Meeting may be called at the discretion of the Board and shall be called on the requisition of 10% or more of the members in good standing; the meeting to be at such time and such place as the Governors decide.
- (b) Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- (c) Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of the business.
- (d) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate proceedings at that meeting.

#### (2) Annual General Meeting

An Annual General meeting of the Society shall be held each calendar year and not more than fifteen months apart.

## ARTICLE 4: NOTICES

4.1 At least fourteen days' notice of any regular or Extraordinary General meeting of the Society shall be effectually given if mailed to each member of the Society at his or her last known address, and shall be conclusively deemed to have been received by each member on the third day following the mailing of such notice by prepaid mail in any post office in the City of Victoria.

4.2 At least four days' notice of any Governor's meeting shall be given and shall be effectually given if mailed, manually or electronically, to each Governor at his or her last address as recorded by the Executive Assistant and shall be conclusively deemed to have been received by such Governor on the third day following the mailing of such notice by prepaid mail in any post office in the City of Victoria.

In the case of an emergency meeting or a postal strike, such notice may be waived by eight Governors present at the meeting.

## ARTICLE 5: PROCEEDINGS AT GENERAL MEETINGS

5.1 Special business is:

- (1) all business at an Extraordinary General meeting, except the adoption of rules of order; and
- (2) all business transacted at an Annual General Meeting, except:
  - (a) the adoption of rules of order;
  - (b) the presentation of the audited financial statements;
  - (c) the report of the Governors by the Board President;
  - (d) the report of the Treasurer and Chief Financial Officer;
  - (e) the report of the Chief Executive Officer;
  - (f) the report of the Dean;
  - (g) the election of Governors;
  - (h) the other business that, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Governors issued with the notice convening the meeting.

5.2 No business other than the election of a chair and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.

5.3 A quorum is ten members eligible to vote, present at the same time.

5.4 If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of 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 thirty minutes from the time appointed for the meeting, the members present constitute a quorum.

5.5 The Society shall have five officers. They shall be elected by the Governors following the Annual General Meeting:

- President
- Two Vice Presidents
- Treasurer
- Secretary

The President and Treasurer and Secretary hold their offices for a two year term which is renewable once for a total of four consecutive years. The two Vice Presidents hold their office for a one year term which is renewable twice for a total of three consecutive years.

5.6 In addition to the elected Governors the Board may appoint an Honorary President, whose term shall be at the pleasure of the Board of Governors.

- 5.7 (1) The Governors may elect to Honourary Governorship any person they may deem worthy of the honour. Any person so elected shall be known as an Honourary Governor and shall hold such office for life.
- (2) An Honourary Governor may be duly elected to the Board of Governors, having first qualified for election by becoming a voting member of the Society and may hold office as an ordinary Governor in addition to maintaining Honourary Governorship.

- 5.8 (1) All Governors are to be elected by the members of the Society at an Annual General Meeting of the Society.
- (2) The number of voting Governors shall be seventeen or a greater number determined from time to time at a general meeting, and shall include:
- (a) one faculty member nominated by and from the faculty members employed by or contracted to the Society to hold office for a term of one year from the date of election by the Society membership at the Annual General Meeting;
  - (b) one person nominated by and from the administrative staff to hold office for a term of one year from the date of election by the Society membership at the Annual General Meeting;
  - (c) one student, of the age of majority, nominated by and from the students registered with the Society, to hold office for a term of one year from the date of election by the Society membership at the Annual General Meeting;
  - (d) faculty, staff and student representatives will be non-voting members of the Board.
- (3) Governors are elected for two three-year terms except for those nominated pursuant to Article 5.8 (2 a, b, c) each of whom is elected for a one year term.
- (4) An election may be by acclamation, otherwise shall be by ballot.
- (5) A Governor may serve no more than two terms in the aggregate provided that a partial year served by appointment to fill a vacancy shall not be considered a term.
- 5.9 (1) The Governors may at any time, and from time to time, appoint a member as a Governor to fill a vacancy on the Board.
- (2) A Governor so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for re-election at the meeting.
- (3) No act or proceeding of the Governors is invalid only by reason of there being less than the prescribed number of Governors in office.
- 5.10 The members may by special resolution remove a Governor before the expiration of his or her term of office and may elect a successor to complete the term of office.
- 5.11 (1) No Governor shall be remunerated for being or acting as a Governor, but a Governor shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- (2) The Society shall, with the approval of the Court, indemnify a Governor or former Governor of the Society and his or her heirs and personal representatives against all costs, charges and expenses, damages and settlement amounts actually and reasonably incurred by him or her in a civil criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Governor, including an action brought by the Society, if:
- (a) he or she acted honestly and in good faith with a view to the best interest of the Society, and
  - (b) in the case of a criminal or administrative action or proceeding he or she had reasonable grounds for believing his or her conduct was lawful.

## 5.12 Election of Governors

- (1) At the first regular Board meeting following the Annual General Meeting in each year, the Board shall appoint an Executive Governance Committee.
- (2) The Governors shall, at a Board meeting to be held following receipt of the audited financial statements, fix the date of the next Annual General Meeting.
- (3) Once the date of the Annual General Meeting has been established, the Chief Executive Officer shall mail to the members:
  - (a) preliminary notice of the Annual General Meeting.

## 5.13 Advisory Board

- (1) The Governors may choose to establish an Advisory Board to consist of such persons (who need not be members) as the Governors may from time to time determine.
- (2) Members of the Advisory Board are entitled to attend all meetings of the Board of Governors and to receive all minutes and notices thereof, and to receive financial statements.
- (3) It shall be the duty of the Advisory Board to make such recommendations to the Governors as may be deemed proper for promoting the interests of the Society and for carrying out the purposes of the Constitution and the provisions of these bylaws.

# ARTICLE 6: PROCEEDINGS OF GOVERNORS

- 6.1 Meetings of the Governors shall generally be held monthly at the call of the President or in his or her absence, one of the Vice-Presidents.
- 6.2 A Governor may at any time convene a meeting of the Governors.
- 6.3 The Governors may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum shall be a majority of the Governors then in office.
- 6.4 The President shall be chair of all meetings of the Board of Governors, but if at a meeting the President is not present within thirty minutes after the time appointed for holding the meeting, the Vice-President shall act as chair; but if neither is present the Governors present may choose one of their number to be chair at that meeting.
- 6.5 The Governors may delegate any, but not all, of their powers to committees consisting of a Governor or Governors as they think fit.
- 6.6 Questions arising at a meeting of the Governors and committees of Governors shall be decided by a majority of votes.
- 6.7 (1) A Governor in good standing present at a meeting of the Board of Governors has only one vote;  
(2) No Governor shall be deprived of a vote by reason of serving as Chair, but the Chair does not have a second vote for the purpose of determining the outcome of the vote;  
(3) In the event that the Chair has not voted, but on becoming aware from the count that his vote would affect the result, decides to vote, he may (but is not obliged to) do so provided that the vote is cast before the Chair declares that the motion is passed or defeated.

- 6.8 A resolution in writing signed by all the Governors and placed with the minutes of the Governors is as valid and effective as if regularly passed at a meeting of Governors.
- 6.9 Any Governor who fails to attend any four consecutive Governors' meetings shall automatically cease to be a Governor of the Society and shall be deemed to have resigned as a Governor unless granted a leave of absence by the President, the granting of such leave to be recorded in the minutes.

## ARTICLE 7: DUTIES OF OFFICERS

- 7.1 The President shall: when present, preside at all meetings of the Society; see that the officers perform their respective duties; be ex officio member of all committees of the Board.
- 7.2 The Vice-Presidents shall: assist the President and one of them shall preside at all meetings in the absence of the President. In the absence of the President and the Vice-Presidents, a chair shall be chosen by the members present at any meeting.
- 7.3 The Secretary or President:
  - (1) shall cause to be kept a correct record of the proceedings of the Society and of the Governors; give due notice of the time and place of all meetings to those entitled thereto; carry on all correspondence of the Society as directed by the Governors; have the custody of the Minute Book and other books and records of the Society, which shall be available for inspection at all reasonable times at the office of the Society by members of the Society in good standing; keep a true and correct record of the members of the Society and their attendance at the Annual General Meeting;
  - (2) may delegate any of the above duties;
  - (3) shall, if so required by the President, present a written report at the Annual General Meeting.
- 7.4 The Treasurer shall:
  - (1) prepare or cause to be prepared, maintain and have charge of financial books and records of the Society and shall record or cause to be recorded therein all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure took place, the assets and liabilities of the Society, and all other transactions affecting the financial position of the Society;
  - (2) once in each fiscal year ensure that the books are audited.

## ARTICLE 8: COMMITTEES OF THE BOARD

### 8.1 Executive and Governance Committee

- (1) There shall be a Committee known as the Executive and Governance Committee consisting of the President, Vice-President, Treasurer and such Governors as the President may appoint from time to time.
- (2) Nominations may be made by members of the Society and submitted to the chair of the Executive and Governance Committee not later than 15 days prior to the date of the Annual General Meeting. Such nominations must be in writing, signed by at least 3 members in good standing and accompanied by a written statement from the nominee confirming his willingness to serve on the Board.

- (3) In addition to the duties and powers delegated to it by the Governors, the Executive and Governance Committee shall act for the Board on matters arising between regular Board meetings.
- (4) The Governors may from time to time fix the quorum of the Executive and Governance Committee necessary to transact business and unless so fixed, the quorum shall be a majority of the Governors then serving on the Executive Committee.

## 8.2 Other Committees

The Governors shall be empowered to establish such other committees as they may from time to time deem necessary for the efficient administration of the affairs and the advancement of the interests of the Society. The composition of a committee shall be determined by the President and need not be limited to Governors.

## ARTICLE 9: SEAL

- 9.1 The Governors shall provide a common seal for the Society which shall be retained in the custody of the Secretary to the Board of Governors, and which shall only be used in pursuance of a resolution of the Governors or the Executive and Governance Committee and in the presence of one Governor who shall sign every instrument pursuant to such resolution to which the seal is to be affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Governors in that behalf.

## ARTICLE 10: SIGNING AUTHORITIES

- 10.1 In all banking matters, the Governors are empowered to appoint signing officers from time to time.

## ARTICLE 11: INVESTMENT OF FUNDS

- 11.1 The investment of any of the funds shall not be limited to investments authorized for the investment of trust funds, but shall be in the discretion of the Governors.

## ARTICLE 12: BORROWING

- 12.1 (1) In order to carry out the purposes of the society the Governors may, on behalf and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
- (2) No debenture shall be issued without the sanction of a special resolution.
- (3) The members may, by special resolution, restrict the borrowing powers of the Governors, but any restriction so imposed shall expire at the next Annual General Meeting.

### ARTICLE 13: AUDITORS

- 13.1 (1) A firm of Chartered Accountants or Certified General Accountants qualified to practice in the Province of British Columbia and with an office in the Greater Victoria area shall be appointed as auditors for the ensuing year at each Annual General Meeting of the society.
- (2) An auditor may be removed by ordinary resolution.
- (3) An auditor shall be promptly informed in writing of appointment or removal.
- (4) No Governor and no employee of the society shall act as auditor.
- (5) The auditor may attend general meetings of the society.
- (6) The Governors in consultation with the auditor shall set the auditor's remuneration.

### ARTICLE 14: BY-LAWS

- 14.1 On being admitted to membership, each member is entitled to and the Society shall give to the member without charge, a copy of the Constitution and By-laws of the Society on request.
- 14.2 These by-laws shall not be altered or added to except by special resolution.

### ARTICLE 15: FISCAL YEAR

- 15.1 Unless otherwise determined by the Board, the fiscal year of the Society shall terminate on 31st of August each year.

### ARTICLE 16: REGISTERED OFFICE

- 16.1 The registered office of the Society shall be located in the Greater Victoria area in the Province of British Columbia.

### ARTICLE 17: RULES GOVERNING MEETINGS

- 17.1 Roberts Rules of Order govern the procedure of all meetings.