

## **SOCIETY ACT**

### **CONSTITUTION**

1. The name of the Society is: VICTORIA CONSERVATORY OF MUSIC.
2. The purposes 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.
  - (c) 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.

## BYLAWS

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;
- (4) "Present" means recorded as present at a meeting, regardless of the method of attendance.

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.

### 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 individual persons who have in the past 15 months made a donation of \$100 or more, eligible for a tax receipt.
- (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 \$100 donation has not been received in the past 15 months;
- (4) If the Governors vote to suspend or revoke Life Membership of a Life Member.

## 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, manually or electronically, to each member of the Society at their 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 their last known 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 following officers shall be elected by the Governors following the Annual General Meeting:

- President, commonly referred to as the “Chair”
- Vice President, commonly referred to as the “Vice Chair”
- Treasurer
- Secretary
- Such other officers as the Governors may elect from time to time

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 Vice President holds 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 Honorary Board Governor

Definition: There shall be a category of member to the VCM Board of Governors known as Honorary Board Governor who is nominated and appointed by the VCM Board of Governors. An Honorary member shall be selected from those who have served on the VCM Board of Governors with distinction and excellence.

An Honorary Board Governor shall be entitled to receive all written notices and information which are provided to the Board of Governors, to attend all Board meetings, to participate in meetings of the committees on which they serve (as mutually agreed upon), and encouraged to attend all other events conducted by the VCM. An Honorary Governor will not be subject to any attendance policy, counted in determining a quorum, entitled to hold office, or entitled to vote at any board meeting.

Eligibility: In order to be considered for designation as an Honorary Board Governor to the VCM Board, a person must be a current or former member of the VCM Board of Governors who:

1. Has served the VCM Board with distinction
2. Held an important leadership role, and made or continues to make significant contributions

3. Engaged in major volunteer or advocacy activities in their service on the board
4. Completed the term(s) for which they were was appointed
5. Continue to participate in VCM activities such as events, volunteerism, fund-raising, government relations, networking, etc.

Appointment: Annually, the Executive Committee of the Board may recommend candidate(s) for Honorary Board Governor status to the Board of Governors and, once appointed, the Honorary member will serve at the pleasure of the Board of Governors.

5.8 (1) Governors are to be elected by the voting members of the Society at an Annual General Meeting of the Society.

(2) The number of voting Governors shall be no fewer than seven and no more than 20, or such number determined from time to time at a general meeting. The Board of Governors shall also include the following representatives:

(a) one faculty member nominated by and from the faculty members employed by or contracted to the Society, to hold office as a voting representative for a term of one year from the date of election by the Society membership at the Annual General Meeting, if willing to serve;

(b) one person nominated by and from the administrative staff, to hold office as a non-voting representative for a term of one year from the date of election by the Society membership at the Annual General Meeting, if willing to serve;

(c) one student, of the age of majority, nominated by and from the students registered with the Society, to hold office as a voting representative for a term of one year from the date of election by the Society membership at the Annual General Meeting, if willing to serve.

(3) Governors are elected for up to two three-year terms except where otherwise specified.

(4) Except in special circumstances as determined by the Board from time to time, 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 in calculating a term.

(5) An election may be by acclamation, otherwise it shall be by ballot.

(6) If the immediate Past Chair ceases to be a Governor upon completion of their term as Chair, they shall remain as an *ex officio* voting member of the Board for a period of one year.

(7) The Chief Executive Officer and the Dean of the Victoria Conservatory of Music shall be *ex officio* non-voting members of the Board of Governors for as long as they remain in office.

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 their 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 they necessarily and reasonably incurred 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 their heirs and personal representatives against all costs, charges and expenses, damages and settlement amounts actually and reasonably incurred by them in a civil criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Governor, including an action brought by the Society, if:
- (a) they 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 they had reasonable grounds for believing their 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 following the fiscal year-end, fix the date of the next Annual General Meeting to be held as soon as possible following the anticipated receipt of the audited financial statements.
- (3) Once the date of the Annual General Meeting has been established, the Society shall notify members as per bylaw 4.1.

#### 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 be held not less than six times in each calendar year at the call of President or in their absence, the Vice President.
- 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 their vote would affect the result, decides to vote, they 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.
- (4) Proxy votes are not allowed.
- 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 President(s) 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 President(s) 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 their 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 Professional 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.

### ARTICLE 18: DISSOLUTION

- 18.1 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. This provision was previously unalterable.