

SOCIETY ACT

CONSTITUTION

The name of the society is: Delta Music Makers Community Band Society.

The purpose of the Society is to provide musical education to adult amateur musicians and to educate and increase the public's understanding and appreciation of the arts by providing musical performances in the community primarily in and around the Municipality of Delta in the Province of British Columbia.

Upon winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the wind-up or dissolution, including the remuneration of a liquidator, and after payments to employees of the Society of any arrears of salaries or wages, and after payments of any debts of the Society, shall be distributed to such charities, registered under the provisions of the Income Tax Act, or such qualified donees allowed under the Income Tax Act, as shall be designated by the members. Any of such funds or property remaining which had originally been provided for specific purposes, shall, whenever possible, be distributed to qualified donees or charities registered under the provisions of the Income Tax Act carrying on work with similar nature to such specific purposes. This clause is unalterable.

BY-LAWS

Part 1 – Interpretation

1. In these By-laws, unless the context otherwise requires,
 - (a) “Directors” means the Directors of the Society for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force all amendments to it;
 - (c) “Registered Address” of a member means his address as recorded in the Register of Members.
2. Words importing the singular shall include the plural and vice versa; and words importing the male person includes a female person and a corporation.

Part 2 – Membership

3. The members of the Society are those persons who become members in accordance with these By-laws and have not ceased to be members.
4. Subject to the approval of the Directors, any individual may become a member of the Society.
5. Every person desiring membership in the Society shall make application therefore in such form as required by the Directors and upon approval of the application by the Directors, shall become a member of the Society.
6. Every member shall uphold the Constitution and comply with these By-laws.
7. The amount of any membership fees or dues, annual, quarterly, monthly or bi-monthly as the case may be, shall be as determined by the Directors from time to time and shall be payable forthwith. The amount of any membership fees or dues paid by a member shall be entirely non-refundable.

Part 2 – Membership (cont'd)

8. No member of the Society shall be remunerated by the Society for their service to the Society, but a member shall be remunerated for all approved expenses necessarily and reasonably incurred by them, while engaged in the affairs of the Society.
9. Membership in the Society is non-transferable.
10. A person shall cease to be a member of the Society:
 - (a) on having not been a member in good standing for two (2) consecutive months; or
 - (b) on being expelled; or
 - (c) by resigning.
11.
 - (a) A member may be expelled by a special resolution of the members passed at a General Meeting.
 - (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
12. All members are in good standing except a member who has failed to pay forthwith the current fee owed by him to the Society, and he is not in good standing so long as the fee or debt remains unpaid.
13. Upon any person ceasing to be a member pursuant to paragraph 11 hereof, he shall no longer have any claim upon or with respect to the funds or property of the Society, but shall continue to be liable for the payment of any fees, debts or dues which were payable by him prior to the time he ceased to be a member.

Part 3 - Meeting of Members

14. General Meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
15. Every General Meeting, other than the Annual General Meeting (AGM), is an Extraordinary General Meeting.
16. The Directors may, whenever they think fit, convene an Extraordinary General Meeting.
17. The Society shall give not less than fourteen (14) days notice of a General Meeting of the Society to its members entitled to receive notice of a General Meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

Part 3 – Meeting of Members (cont'd)

- 18.
- (a) Notice of a General Meeting shall specify the place, the day, and the hour of the meeting and, in the case of special business, the general nature of the business.
 - (b) The accidental omission to give notice of a meeting, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate proceedings at that meeting.
19. The Annual General Meeting of the members shall be held at least once every calendar year and not more than fifteen (15) months after the holding of the last Annual General Meeting.

Part 4 – Proceedings at General Meetings

20. Special Business is:
- (a) all business at an Extraordinary General Meeting, except the adoption of rules of order, and
 - (b) all business that is transacted at an Annual General Meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required, and
 - (vii) such other business as, 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 Directors issued with the notice convening the meeting.
- 21.
- (a) No business, other than the election of a Chairman and the adjournment, or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
 - (b) If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (c) A quorum is a majority of the registered members of the Society.
22. If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be terminated; but in any other case, it shall stand adjourned to the same day of the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
23. Subject to paragraph 25, the President of the Society, the Vice-president, or in the absence of both, one of the other Directors present shall preside as Chairman of a General Meeting.

Part 4 – Proceedings at General Meetings (cont'd)

24. If at a General Meeting:
- (a) there is no President, Vice-president, or other Directors present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - (b) the President and all the other Directors present are unwilling to act as Chairman, the members present shall choose one of their number to be Chairman.
- 25.
- (a) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (c) Except as provided in this paragraph, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- 26.
- (a) No resolution proposed at a meeting need be seconded and the Chairman of a meeting may move or process a resolution.
 - (b) In case of an equality of votes the Chairman shall not have a casting vote or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 27.
- (a) A member in good standing present at a meeting of members is entitled to one (1) vote.
 - (b) Voting is by a show of hands.
 - (c) Voting by proxy is not permitted.

Part 5 – Directors and Officers

- 28.
- (a) The Directors may exercise all such power and do all such acts and things as the Society may exercise and do, and which are not in these By-laws or otherwise lawfully or required to be exercised or done by the Society in General Meeting but subject, nevertheless, to the provisions of:
 - (i) all laws affecting the Society
 - (ii) these By-laws
 - (iii) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in General Meeting.
 - (b) No rule, made by the Society in General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 29.
- (a) The President, Vice-president, Secretary, Treasurer and one (1) or more other persons shall be Directors of the Society. All such Directors must be members in good standing of the Society.

Part 5 – Directors and Officers (cont'd)

- (b) The number of Directors shall be six (6) or such greater number as may be determined at the Annual General Meeting.
- 30.
- (a) The term of office for each Director of the Society shall be three (3) years.
 - (b) Successors for Directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such terms expire. A Director may serve for a maximum of two (2) consecutive terms.
 - (c) An election may be by acclamation; otherwise it shall be by ballot.
31. Vacancies in the Board of Directors shall be filled by election by a majority of the remaining Directors then in office even though less than a quorum. A Director so elected shall serve for the unexpired term of his predecessor.
32. The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
33. No Director shall be remunerated by the Society for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

- 34.
- (a) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (b) The quorum necessary for the transaction of business shall be a majority of the Directors then in office.
 - (c) Election of Officers –At the first Director’s meeting following an Annual General Meeting, the Directors shall elect a President, Vice-president, Secretary and Treasurer.
 - (d) The President shall be Chairman of all meetings of the Directors, but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-president shall act as Chairman, but if neither is present the Directors present may choose one (1) of their number to be Chairman at the meeting.
 - (e) A Director, together with the Secretary, on request of a Director, shall convene a meeting of the Directors.

Part 6 – Proceedings of Directors (cont'd)

- 35.
- (a) The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they see fit.
 - (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
36. A committee shall elect a Chairman of its meetings; but if no Chairman is elected, or if at any meeting the Chairman is not present within thirty (30) minutes after the appointed time for holding the meeting, the Directors present who are members of the committee shall choose one (1) of their number to be Chairman of the meeting.
37. The members of a committee may meet and adjourn as they think proper.
38. For the first meeting of Directors held immediately following the appointment or election of a Director or Directors at an Annual General Meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors; it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.
39. A Director who may be absent temporarily from British Columbia may send notice or deliver to the address of the Society a Waiver of Notice, which may be by letter, telegram, telex, facsimile (fax), e-mail, or cable, of any meeting of the Directors and may, at any time, withdraw the Waiver, and until the Waiver is withdrawn:
- (a) no notice of meetings of the Directors shall be sent to that Director; and
 - (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- 40.
- (a) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
 - (b) In case of an equality of votes the Chairman shall have a second and deciding vote.
41. A resolution proposed at a meeting of Directors, or committee of Directors, needs to be seconded and the Chairman of a meeting may move or propose a resolution.
42. A resolution in writing, signed by all Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
43. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise and 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.
44. No debenture shall be issued without the sanction of a special resolution.
45. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

Part 7 – Duties of Officers

46. The **President**:
- (a) shall preside at all meetings of the Society and of the Directors;
 - (b) is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
47. The **Vice-president** shall carry out the duties of the President during his absence.
48. The **Secretary** shall:
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and Directors;
 - (c) keep minutes of all meetings of the Society and Directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of members.
49. The **Treasurer** shall:
- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act;
 - (b) render financial statements to the Directors, members and others when required; and
 - (c) oversee the collection of dues and payment of accounts and with three (3) other Directors, so designated, maintain signing authority for cheques.
- 50.
- (a) The offices of Secretary and Treasurer may be held by one (1) person who shall be known as the Secretary-Treasurer.
 - (b) When a Secretary-Treasurer holds office the total number of Directors shall not be less than five (5) or such greater number as may have been determined pursuant to paragraph 29(b).
51. In the absence of the Secretary from the meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8 – Seal

52. 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.
53. 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 Secretary-Treasurer.

Part 9 – Notice to Members

- 54. A notice may be given to a member, either personally or by mail, at his registered address.
- 55. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 56.
 - (a) Notice of a General Meeting shall be given to:
 - (i) every member shown on the register of members on the day the notice is given;
and
 - (ii) the auditor, if Paragraph 3 of the Constitution applies.
 - (b) No other person is entitled to receive notice of a General Meeting.

Part 10 – By-laws

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

Janet Friesen, President

Signed and dated this ____ day of _____, 2011

Brian Ellis, Treasurer

Signed and dated this ____ day of _____, 2011