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KAMLOOPS MUSIC COLLECTIVE CONSTITUTION

- 1 The name of the Society is “Kamloops Music Collective”.
- 2 The purposes of the Society are:
 - (a) to promote, foster, and develop a summer school of music and related arts and/or activities;
 - (b) to purchase, take on lease, hire or otherwise acquire and hold lands, buildings, or chattels, or any interest therein for the activities of the Society;
 - (c) to promote and provide educational facilities and equipment for the use and benefit of the children and citizens of the community as far as the same pertains to music and related arts and/or activities;
 - (d) to promote, encourage, establish and operate a music school for the use and benefit of the children and citizens of the community;
 - (e) to promote, encourage and develop the appreciation of music.



Bylaws of the Kamloops Music Collective (the “Society”)

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PART 1 – DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws:

“**Act**” means the *Societies Act of British Columbia* as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as amended from time to time;

“**Regulations**” means the Act’s *Societies Regulation* as amended from time to time;

“**Special Resolution**” means at a meeting convened by the directors, a resolution passed by at least 2/3 of the votes cast by the voting members present unless a higher threshold is otherwise specified.

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations, the Act or the regulations, as the case may be, prevail.



PART 2 – BYLAWS

- 2.1 On being admitted to membership, each member is entitled to, and the society shall give them, without charge, a copy of the constitution and Bylaws of the society.
- 2.2 Any alteration to the Society’s Constitution, or to change its name, must be authorized by special resolution.
- 2.3 Any alteration to the Society’s Bylaws must be authorized by special resolution.
- 2.4 Any alteration to the constitution or Bylaws takes effect upon filing the applicable alteration application with the registrar under the Act.

PART 3 – MEMBERS

3.1 Members of the Society

The members of the Society are:

- (a) parents or guardians of those persons who have registered for and paid their fees in full for a Kamloops Music Collective program;
- (b) faculty and volunteers working with the Society; and
- (c) those persons accepted by the Society pursuant to subsection 3.2

3.2 Application for Membership

Any person who is not otherwise a member of the Society and who declares an interest in supporting the purposes of the Society may apply for membership in the Society by delivering to the Society an application in a form approved by the Directors duly completed and signed by the applicant.

3.3 Directors to Consider Application

The Directors shall consider each application for membership and may, in their absolute discretion and without giving reasons, accept or reject any application for membership.

3.4 Class of Members Memberships in the Society shall be divided into the following classes:

- (a) a Regular Member is any parent, guardian or community member as defined in subsections 3.1(a) and (b) and any person who is accepted as a member pursuant to subsection 3.2;
- (b) an Honorary Member is any person appointed by the Directors for such term as the Directors may decide in recognition of their contribution to music in the area; and



(c) a Life Member is any person appointed by the Directors in recognition of distinguished service to the Society and to the community.

3.5 Rights of Membership

Every member of the Society in good standing has the right to receive notice of and to attend all general meetings.

3.6 Good Standing All members are in good standing except:

- (a) a member who has failed to pay in full, when due, any fees or assessments duly prescribed pursuant to these Bylaws and that member is not in good standing so long as the fees and assessments remain unpaid; and
- (b) a member who is suspended under subsection 3.9.

3.7 Obligations of Members

Every member of the Society will be bound by and shall abide by

- (a) the Constitution of the Society and these Bylaws; and
- (b) all resolutions passed and all lawful rules and regulations made by the Directors

3.8 Termination of Membership

The interest of a member in the Society is not transferable and ceases immediately:

- (a) upon the death of the member;
- (b) upon the member being expelled under subsection 3.9;
- (c) upon the member withdrawing from membership under subsection 3.11;
- (d) when the member is not a member in good standing for more than one day;
- (e) when the member fails to pay the annual fee as assessed by the Society under Part 3 of these Bylaws; or



3.9 Suspension and Expulsion of Members

The Directors shall have the power, by a vote of at least 3/4 of those present at a Directors' meeting, to expel or suspend any member whose conduct shall have been determined by the Directors, in their sole discretion, to be improper, unbecoming or likely to endanger the interests or reputation of the Society.

3.10 Right of Member to Notice

Any member who is the subject of a proposed suspension or expulsion shall be provided with written notice of the proposed suspension or expulsion and the reasons for such proposed suspension or expulsion at least 7 days prior to the Directors' meeting at which the suspension or expulsion shall be considered.

3.11 Withdrawal of Member

A member may withdraw from membership by giving written notice of resignation to the Society, and the resignation will be effective upon receipt of the notice by the Society.

3.12 Continued Liability of Member

A suspended member remains liable for all fees and assessments.

A member who:

- (a) has withdrawn from membership in the Society;
- (b) has been expelled from membership in the Society; or
- (c) has had his or her membership in the Society terminated in any other way in accordance with these Bylaws; remains liable for payment of all fees and assessments payable by that member before the withdrawal, expulsion or termination becoming effective.

PART 4 – ANNUAL GENERAL MEETING

- 4.1 An annual general meeting must be held at the time and place the Board determines.
- 4.2 Written notice of the annual general meeting must be sent to every member of the Society at least 14 days before the meeting.
- 4.3 Notice of an annual general meeting must specify the date, time, and location of meeting. The notice shall include the text of any special resolution to be submitted to the meeting.
- 4.4 The quorum for the transaction of business at an annual general meeting is three voting members.
- 4.5 If, within 30 minutes from the time set for holding an annual general meeting, a quorum of voting members is not present, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the



adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

- 4.6** If there is no individual entitled under these Bylaws who is able to preside as the chair of an annual general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- 4.7** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at an annual general meeting unless a quorum of voting members is present.
- 4.8** The following individual is entitled to preside as the chair of an annual general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.
- 4.9** If, at any time during an annual general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.10** An annual 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.
- 4.11** It is not necessary to give notice of a continuation of an adjourned meeting or of the business to be transacted at a continuation of an adjourned annual general meeting except that, when an annual general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

4.12 The order of business at an annual general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last annual general meeting;
- (e) deal with unfinished business from the last annual general meeting;
- (f) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
- (g) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (h) elect or report directors, and
- (i) appoint an auditor, if any;
- (j) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (k) terminate the meeting.

4.13 Resolutions proposed at a meeting shall be seconded and put to a vote and the chair of a meeting may move or propose a resolution.

4.14 At an annual general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, then voting must be by a secret ballot.



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



4.16 Voting by proxy is not permitted.



PART 5 – DIRECTORS

- 5.1 The affairs of the Society shall be managed by a Board of 5 to 9 directors.
- 5.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 5.3 Each director shall serve a two year term of office, and shall retire at the expiration of their term upon the election of their successor. If no successor is elected, the person previously elected continues to hold office.
- 5.4 Directors may be re-elected.
- 5.5 An election shall be by the show of hands, except that if, before such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, then voting must be by a secret ballot.
- 5.6 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a director during the director's term of office.
- 5.7 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 5.8 The Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Society is by its Constitution or otherwise authorized to exercise and do.
- 5.9 All officers, agents and employees shall be subject to removal from office and employment by the Board of Directors at any time with or without cause and with or without notice to the person so removed.
- 5.10 The members may by special resolution remove a director before the expiration of his term of office, and may elect or appoint, by ordinary resolution, a successor to complete the term of office.

(a) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of former director.

(b) No act or proceedings of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

5.11 No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

PART 6 – DIRECTORS’ MEETINGS

6.1 A directors’ meeting may be called by the president or by any 2 other directors.

6.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

6.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

6.4 A majority of directors, including officers, shall constitute a quorum for the transaction of business.

6.5 A resolution in writing signed by all of the Directors personally shall be valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted.

PART 7 – BOARD POSITIONS

7.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

7.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.



- 7.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- 7.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- 7.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of annual general meetings and directors' meetings;
 - (b) taking minutes of annual general meetings and directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- 7.6** In the absence of the secretary from the meeting, the directors shall appoint another person to act as secretary at the meeting.
- 7.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements;
 - (d) making the Society's filings respecting taxes.

PART 8 – SIGNING AUTHORITY OF DIRECTORS AND BORROWING

- 8.1** Signatures from both the Executive Director and one other director are required for signing authority on financial accounts.
- 8.2** In order to carry out the purposes of the Society, the directors, on behalf of and in the name of the Society, shall raise for the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
- 8.3** No debenture shall be issued without the sanction of a special resolution.



- 8.4** 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 9 – AUDITOR

- 9.1** The Part applies only where the society is required or has resolved to have an auditor.
- 9.2** At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 9.3** An auditor may be removed by ordinary resolution.
- 9.4** An auditor shall be promptly informed in writing of appointment or removal.
- 9.5** If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal, an auditor may be appointed by the Board to hold office until the close of the next annual general meeting.
- 9.6** No director and no employee of the society shall be auditor.
- 9.7** The auditor may attend annual general meetings.

PART 10 – BOOKS AND RECORDS

- 10.1** The Directors shall see that all necessary books and records of the Society required by the Bylaws of the Society or by any applicable Statute or Law re regularly and properly kept and the same shall be open to the inspection of the members at any annual general meeting.
- 10.2** In connection with the objects of the Society, the amount of earnings to be used or set aside for reserves for maintenance, repairs, depreciation, possible decline in rentals or any other contingency, shall be such as may be determined by Canada Mortgage and Housing Corporation, or other mortgage institution, and the use and disposition of reserves so created shall be subject to the approval or direction, as the case may be, of the institution and at the end of the term of the loan any undistributed earnings, whether consisting of unused reserves aforesaid or otherwise as shown by the borrower's books shall be paid to such person or expanded in such manner as the institution may direct. Notwithstanding any other Bylaws herein, this clause shall be unalterable.



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PART 11 – TRANSITIONAL PROVISIONS

- 11.1** The Society shall be carried on without purpose of gain for its members and any profits accumulated or other accretions to the Society shall not go to the members, but shall be distributed or used in promoting its objectives. This provision is unalterable.
- 11.2** Upon winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations promoting interest in or development:
- (a) promoting, fostering and developing appreciation and understanding of symphonic music and related arts and/or activities;
 - (b) educational facilities and equipment for the benefit of children and citizens as far as same pertains to symphonic music and related arts and/or activities;
 - (c) promoting, encouraging, establishing and operating a symphonic orchestra for the benefit of children and citizens;
 - (d) promoting, encouraging and developing appreciation of classical music;

Or any of them as may be determined by the members of the Society at the time of winding up or dissolution and if and so far as effect cannot be given to the foregoing provisions, then such funds shall be given or transferred to some other organization, provided that each organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This provision of the constitution shall be unalterable.

Dated at Kamloops, in the Province of British Columbia

This 20th day of November, 2018

