

CONSTITUTION – BC Society – Societies Act

The name of the Society is **NANAIMO INTERNATIONAL JAZZ FESTIVAL ASSOCIATION.**

The purposes of the Society are:

- A. To develop and foster an ongoing Jazz festival or festivals in the City of Nanaimo bringing together audiences and musicians interested in Jazz, Ragtime, Blues and related forms of Improvised Music.
- B. To organize other Jazz musical events within the Mid Vancouver Island Region.
- C. To engage the services of qualified musicians to participate in such events.
- D. To bring recognition to Nanaimo as a centre for Jazz.
- E. To develop and educate audiences in the appreciation and understanding of Jazz music.
- F. To carry out such other activities as are required in order to achieve the above purposes.

BY-LAWS: NANAIMO INTERNATIONAL JAZZ FESTIVAL ASSOCIATION

HERE SET FORTH, IN NUMBERED CLAUSES, ARE THE BY-LAWS PROVIDING FOR THE MATTERS REFERRED IN SECTION 6 (1) OF THE SOCIETY ACT AND ANY OTHER BY-LAWS.

Part 1 – Interpretation

1. In these By-laws, unless the context otherwise requires,
 - a. “Directors” mean 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 and all amendments to it;
 - c. “Registered address” of a member means his address as recorded in the register of members;
 - d. “Term” means the time between the annual general meeting and the immediate next annual general meeting; and
 - e. “Officer Term” has the same meaning as “term”.
2. The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 – Membership

4. The members of the Society are the applicants for the incorporation of the Society, and those persons who subsequently have become members in accordance with the By-laws, and, in either case, have not ceased to be members.
5. A person may apply to the Directors or their designate and, upon registration by the Directors or their designate, that person becomes a member.
6. The directors or their designate may invite persons to become members.
7. Each member shall inform the Secretary or his designate in writing of his up-to-date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.
8. Every member shall uphold the Constitution and comply with these By-laws.

Membership Dues

9. The Directors may determine the membership dues, if any, and the term of the membership. The Directors may waive, in whole or in part, membership dues for any member.

Cessation of Membership

10. A person shall cease to be a member of the Society:
- a. by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - b. on his death or in the case of a corporation on dissolution;
 - c. or being expelled; or
 - d. having not been a member in good standing for a period of 30 days.

Expulsion of Members by the Membership

11. A member may be expelled by a special resolution of the members passed at a general meeting.
12. The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
13. The person who is the subject of the proposed expulsion shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Members in Good Standing

14. All members are in good standing except a member who has failed to pay his current annual membership fee or other subscription or debt due and owing by him to the Society.
15. Unless the Directors otherwise decide, a member who has not paid his membership fee may at any time bring himself into good standing by paying his membership fee even though it is past due.

Part 3 – Meeting of Members

16. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
17. Every general meeting, other than an annual general meeting, is an extraordinary general meeting. An annual general meeting is a general meeting. Members may also ask to make presentations to and/or observe Board meetings.
18. The Directors may, whenever they think fit, convene an extraordinary general meeting.
19. Notice of a general meeting shall specify the place, the day and the hour of meeting and in case of special business, the general nature of that business.
20. 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.

Part 4 – Proceeding at General Meetings

21. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last proceeding annual general meeting.

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

- i. elect the person who will chair the general meeting;
- ii. determine that there is quorum;
- iii. approve the agenda;
- iv. approve the minutes of the last general meeting;
- v. receive the Director's reports on the financial statement of the society or the previous financial year, and the auditor's report, if any, on those statements;
- vi. receive other reports of Director's activities and decisions since the previous annual general meeting;
- vii. elect the Directors; and
- viii. address new business, including any matters about which notice has been given to the members in the notice of the meeting.

22. 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 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.

23. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when quorum is not present.
24. If, at any time during a general meeting, there ceases to be a quorum present, business then in progress shall be suspended.
25. At a general meeting, a quorum is 7 voting members or 10% of the voting members, whichever is greater.
26. If, within 30 minutes from the time appointed for a member's meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least 3 members present.
27. The President of the Society, the Vice President or, in the absence of both, one of the other Directors present shall preside as Chairperson of a general meeting.
28. If at a general meeting:
 - a. there is no President, Vice President, or other Director present within 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 Chairperson, the members present shall choose one of their members to be Chairperson.
29. 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.
30. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
31. Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
32. Resolutions proposed at a general meeting need to be seconded, and the Chairperson of a general meeting may move or propose a resolution.
33. In case of equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote which he may be entitled as a member and the resolution shall not pass.
34. A member in good standing present at a meeting of members is entitled to one vote. A tied vote defeats a motion or resolution.
35. Voting is by show of hands, unless the members present otherwise decide.
36. Voting by proxy is prohibited.

37. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5 – Directors and Officers

General Powers of Directors – also collectively called the Board

38. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in the general meeting, but subject, nevertheless, to the provision of:
- a. all laws affecting the Society;
 - b. these By-laws; and
 - c. rules not being inconsistent with these By-laws, which are made from time to time by the Society in the general meeting.
39. No rule made by the Society in the general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Number and Qualifications of Directors

40. There shall be a maximum of seven Directors or such other number appointed upon incorporation or as determined by the Society in a general meeting of members.
41. A Director must be a member. Failure of any Director to be a member after 30 days grace shall invalidate their appointment, election, or continuance as a Director.

Terms of Directors and Their Replacement

42. The first Directors shall retire at the first annual general meeting following the incorporation.
43. The Directors shall retire at the expiration of their term, when their successors shall be elected.
44. A Director shall be elected at the annual general meeting for one term of two years. Initially, approximately on half of the Directors will be nominated to serve a term of one year in order to stagger the term of office. Directors may stand for re-election at the end of their term.
45. Election procedures at the annual general meeting shall be determined by the members present.
46. The Directors may at any time appoint a member as a Director to fill any Director vacancy.
47. A Director appointed by the Directors holds office until the next annual general meeting.

Removal of Directors or Officers by Membership

48. The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his term in office and may elect, by majority vote, a successor to serve until the next annual general meeting.
49. The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.
50. The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Quorum

51. The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be three of the Directors then in office.
52. The President shall be Chairperson of all meetings of the Directors unless the Directors otherwise decide.
53. The Directors may, at any time, and the Secretary on the request of two Directors, shall convene a meeting of the Directors.

Officers

54. The President, Vice President, Secretary, Treasurer, and one or more persons appointed upon incorporation or as determined by the members, shall be Officers of the Society and shall be elected at the annual general meeting.
55. An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.
56. Officers shall serve for one officer term upon election.
57. The Directors may at any time appoint a Director to fill any Officer vacancy.
58. Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

Committees of the Directors

59. Standing Artistic Advisory Committee (SAAC):
 - a. There shall be a Standing Artistic Advisory Committee (SAAC) of five or more members as determined by the Board, one of which needs also be a Director. The other members of the SAAC may be drawn from the general membership. At least two members of the SAAC will be Jazz musicians from within the community.
 - b. The definition of “a Jazz Musicians from within the community” may be further determined by SAAC, but will include the following criteria: A person living within a radius of 50 kilometres from the Nanaimo City Hall, be living on Vancouver Island, and be able to produce documentation of their activity as a Jazz Musician.

60. The Directors may delegate any, but not all, of their powers to other Committees consisting of such persons as they think fit, and may name the Committee. Committees so formed in the exercise of 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 Directors.

61. Subject to directions of the Directors, any Committee shall determine its own procedure.

62. The members of a Committee may meet and adjourn as they think proper.

Executive Committee of the Directors, also called Officers

63. There shall be an Executive Committee of the Directors that may exercise any of the powers or duties of the Directors between meetings of the Directors except for:

- a. directions given by Directors; and
- b. directions given by the membership at a general meeting or an extraordinary meeting of the membership.

64. The Executive Committee shall be composed of the following four persons:

- a. The President, Vice President, the Treasurer and the Secretary.

65. The Directors may fill any vacancy on the Executive Committee by inviting nominations and holding an election.

66. The other provisions of these By-laws that apply to Committees of Directors apply with necessary changes to the Executive Committee.

Miscellaneous Matters

67. No act or proceeding of the Directors or Officers is invalid only by reason of there being less than the prescribed number of Directors or Officers in office.

68. Each Director shall inform the Secretary or his designate in writing of his up-to-date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation.

69. Notices may be given to Directors in the same manner as notices are given to members.

70. In conformity with clause 5 of the Constitution, no Directors or Officers shall be remunerated for being or acting as a Director or Officer, but with approval of the Board, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

71. Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.

72. In case of an equality of votes, the Chairperson does not have a second or casting vote.

73. Resolutions proposed at a meeting of Directors or Committee of Directors need to be seconded, and the Chairperson of a meeting may move or propose a resolution.

Return of Documents and Property

74. At any time the Directors may require, on terms and conditions, a Director, Officer, member, or a former Director, Officer, or member to return at property or document belonging to the Society that happens to be in the control or possession of such Director, Officer, member, or such former Director, Officer or member.

Resolutions in Writing

75. A resolution in writing, signed by at least two-thirds of the existing Directors or Committee members and placed with the minutes of the Directors or the Committee, is as valid and effective as if regularly passed at a meeting of the Directors or the Committee.

Meetings Generally

76. The Directors or Committee of the Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Society and these By-laws. Board meetings are to be called not less than 3 months after the previous meeting with the approval of the entire Board of Directors, meetings may be held in whole or in part, by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other and shall operate in accordance to "Roberts rules of order".

In Camera – In Chamber – Meetings

77. If needed – and decided by motion / discussion / vote – the Directors and its Committees may hold meetings in camera and must have minutes held in trust by the Secretary of such meeting. Every Director shall keep confidential information obtained in such meeting unless the release of such information is required by law or is allowed for by a decision or policy of Directors.

Voluntary Leave of Absence

78. A leave of absence must be at the voluntary request of the Director or Officer concerned. A request for leave of absence must be in writing.
79. A short leave of absence may be granted by the President or Vice President as described below.
80. The Directors may grant regular leave of absence also described below.
81. Subject to any directions from the Directors, the President may grant a short leave of absence to any Director or Officer on terms and conditions. The President shall then assign the duties and powers of that Director or Officer to another Director or Officer or to the President. Such short leave of absences and transfer of duties and powers shall last no longer than the next Director's meeting. A full report shall be given by the President at that meeting.

82. Subject to any directions from the Directors, the Vice President may grant a short leave of absence to the President on terms and conditions. The Vice President shall then assume the duties and powers of the President. Such short leave of absences and assumptions of duties and powers shall last no longer than the next Director's meeting. A full report shall be given by the Vice President at that meeting.
83. The Directors may grant a regular leave of absence to any Director or Officer on terms and conditions. The Directors shall then assign the duties and powers of that Director or Officer to another Director or Officer.
84. In case of conflict between the powers of the President and Vice President to grant short leave of absences and to assign or assume duties and powers and the Directors' powers to grant a regular leave of absence and to assign duties and powers, the Directors' powers shall prevail.
85. Nothing in the preceding sections dealing with types of leave of absences impairs the power of the Directors under the By-laws to transfer duties and powers among the various Directors and Officers. Such power to transfer duties and powers supersedes the By-laws dealing with leaves of absence.
86. A Director or Officer on an authorized leave of absence need not be sent any notice of meetings of the Directors or Committees.
87. During a regular leave of absence, but not a short leave of absence, the Directors or Officers absent shall not be counted towards any quorum of the Directors or Committee of the Directors. The necessary quorum shall therefore be reduced by one.

Part 7 – Duties of Officers

88. The President shall preside at all meeting of the Directors unless the members or Directors otherwise decide.
89. The President is:
- a. the Chief Executive Officer of the Society;
 - b. the chief spokesperson for the society; and
 - c. the supervisor of other Directors or Officers.
90. The Vice President shall:
- a. assist the President; and
 - b. carry out or delegate to other Directors, the duties and exercise the powers of the President during any absence of the President.
91. The Secretary, or person designated by the Directors, shall:
- a. conduct the correspondence of the Society;
 - b. issue notice of meetings of the Society and Directors;

- c. keep minutes of all meetings of the Society and Directors and, in co-operation with the Treasurer, maintain a register of all members;
 - d. have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
 - e. have custody of the common seal of the Society.
92. The Treasurer, or person designated by the Directors, shall keep such financial records, including books of account, as are necessary to comply with the *Society Act*, and the Treasurer shall render financial statements to the Directors, members and others when required. In co-operation with the Secretary, maintain a register of all members.
93. The offices of the Secretary and Treasurer may be held by one person who shall be known as Secretary-Treasurer.
94. Other Officers, if any, shall perform such duties as the members may decide at a general meeting or an extraordinary general meeting.
95. The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.
96. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
97. A Director shall:
- a. act honestly and in good faith and in the best interests of the Society; and
 - b. exercise the care, diligence and skill of a competent, reasonable and prudent person in exercising power and performing functions as a Director.
98. A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of the *Society Act*.
99. The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:
- a. the full name and residence address;
 - b. the date on which a person is admitted as a member; and
 - c. the date on which a person ceases to be a member.
100. The Directors shall ensure that all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting are prepared.
101. The Directors shall ensure that all financial and other reports that have to be filed after the annual general meeting are filed as required by the *Society Act* and *Income Tax Act* or other law.

102. The Directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.
103. The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
- a. all money received and dispersed by the Society and the manner in respect of which the receipt and disbursement took place;
 - b. every asset and liability of the Society; and
 - c. every other transaction affecting the financial position of the Society.

Part 8 – Seal – also called Signature

104. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
105. The common seal shall be affixed to legal documents only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors.

Part 9 – Borrowing

106. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
107. No debenture shall be issued without the sanction of a special resolution.
108. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

Part 10 – Auditor

109. This part applies only where the Society is required or has resolved to have an auditor.
110. The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of the auditor.
111. At each annual general meeting, the Society may appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual meeting.
112. An auditor may be removed by ordinary resolution.
113. An auditor shall be informed forthwith in writing of appointment or removal.
114. No Director and no employee of the Society shall be auditor.
115. The auditor may attend general meetings.

Part 11 – Inspection of Document by Members and Directors

Inspection by Members

116. Subject to the *Personal Information Protection Act*:

- a. the books and records of the society, including the current and past membership lists (registry) shall be open to inspection by members on reasonable notice of the office of the society but no copies can be made unless authorized by the directors; and
- b. subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a director.

Part 12 – Notices to Members

117. A notice may be given to a member either personally or by mail to him at his registered address.

118. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is sent, 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.

119. A notice may also be given to a member by emailing it or faxing it to an email address or fax number provided by the member.

120. A notice sent by email or fax shall be deemed to have been given on the second day following that on which the notice is sent by email or fax, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address or fax number provided by the member as required by these By-laws.

121. Notice of a general meeting shall be given to:

- a. every member shown on the register of members on the day notice is given; and
- b. the auditor, if Part 10 applies.

122. No person, other than those mentioned in the above paragraph, is entitled to receive a notice of general meeting.

Part 13 – By-Laws

123. After being admitted, a member is entitled to a hard copy of the Constitution and By-laws. Subsequently, members may not be required to pay more than \$1 for a copy of the bylaws and constitution. If the Constitution and By-laws are available in electronic format, the member is entitled to an electronic copy of the Constitution and By-laws at no cost.

Part 14 – Previous Constitution Provisions

124. The points below have been moved to the by-laws from the Constitution, to comply with the transition to the NEW Societies Act.

- a. In the event of the winding up or dissolution of the Society its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to a Canadian charitable institution registered under the provisions of the INCOME TAX ACT.
- b. Notwithstanding clause 2 of the Constitution, all activities and purposes shall be organized and operated exclusively on a non-profit basis.
- c. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but with the approval of the Board, A Director or Officer, may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- d. No part of the income of the Society shall be payable or otherwise available for the personal benefit of any proprietor, member, Director, Officer or shareholder.
- e. Paragraphs a, b, c, d, and e are alterable in accordance with the Society Act.