



**THE  
CONSTITUTION  
&  
BYLAWS  
OF  
THE VICTORIA  
GILBERT AND SULLIVAN  
SOCIETY**

Revised: June 23<sup>rd</sup> 2018



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Includes amendments:

- August 17, 2008 – Article 2, bylaw 3
- June 7, 2009 – Article 3, bylaws 11 & 13
- June 12, 2011 – Article 5, bylaw 30
- June 23, 2018 – Constitution Items 3 & 4 to Bylaws Article 11, bylaw 53 & 54**



## CONSTITUTION

1. The name of the society is **THE VICTORIA GILBERT AND SULLIVAN SOCIETY** (the “society”).
2. The purposes of the society are:
  - 2.1 to act as a promoter of the arts in Victoria;
  - 2.2 to encourage amateur talent to develop further by offering scholarships for musical education;
  - 2.3 to provide a training ground in arts management and board participation;
  - 2.4 to provide grants and donations to other societies and festivals within the city; and
  - 2.5 to promote the work of Gilbert and Sullivan by:
    - 2.5.1 producing operettas and other public entertainment;
    - 2.5.2 cooperating with other societies and groups having similar objectives; and
    - 2.5.2 such other programs as are consistent with these objectives.

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## BYLAWS

### ARTICLE 1 - INTERPRETATION

1. In these bylaws, unless the context otherwise requires:

“Society” means The Victoria Gilbert and Sullivan Society;

“Board” means the all the directors of the society;

“Director” means an elected member of the board of the society;

“Member” means a member of the society in good standing, being a person whose membership fees are paid in full on or before the date of the annual general meeting of the society; and

“Chair” means the person chairing a meeting.

### ARTICLE 2 - MEMBERSHIP

2. Membership fees are determined by the board.
3. The fiscal year of the society is May 1 to April 30. Annual membership fees are for a period of one year from June 1 to May 31. A new member paying first-time membership fees after January 1 will receive a 50% discount on the fees for the following membership year.
4. Membership in the society, except for an honorary or life membership, is attained by payment of annual membership fees.
5. The board may confer an honorary or life membership on any person who has made a substantial contribution to the society. An honorary or life member will receive 2 tickets to each show produced by the society.
6. The board may invite individuals to be patrons of the society for a specified term. A patron will receive the newsletter and 2 tickets to each show produced by the society during the patron’s term, but does not have any other privileges of a member.

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7. Members, including honorary and life members, are:
  - (a) eligible to participate in society productions;
  - (b) entitled to one vote per membership at general meetings of the society;
  - (c) entitled to nominate and second members for election to the board; and
  - (d) entitled to receive the newsletter of the society.
8. Each member has a single vote on all proceedings at all general meetings of the society. Each member must cast his or her vote in person. No proxy votes are permitted.
9. A person ceases to be a member of the society:
  - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on non-payment of membership fees.
10. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### **ARTICLE 3 – MEETINGS OF THE SOCIETY**

11. The annual general meeting of the society must be held in the Capital Regional District on a date after April 30 and no later than June 30.
12. Subject to bylaw 11, the board must set the date and location for the annual general meeting.
13. The board must give each member not less than 14 days written notice of any general meeting of the society. A written notice may be sent electronically, given personally or by mail to the member at the member's registered address.

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14. The notice must contain the place, date and time of the meeting and, in the case of special business, state the nature of the business. Included with the notice must be a list of board nominees (see bylaw 40).
15. The order of business at the annual general meeting is:
  - (a) minutes of the last general meeting of the society;
  - (b) the chair's annual report;
  - (c) the fiscal report and presentation of the financial statement;
  - (d) annual committee reports;
  - (e) other business;
  - (f) election of the new board members;
  - (g) installation of the new board members; and
  - (h) new business.
16. The board, or at least 10% of society members, may at any time call an extraordinary general meeting of the society in the Greater Victoria area. The notice must specify the place, date and hour of the meeting and, in case of special business, the general nature of that business.
17. At all general meetings of the society, a quorum is 25 members, or 25% of the total number of members, whichever is less. However, a quorum must never be less than 10 members.
18. No business, other than the election of the chair and the adjournment of the meeting, may be conducted at a general meeting of the society unless a quorum is present.
19. If within 30 minutes from the time appointed for the general meeting a quorum is not present, the members then present constitute a quorum, but no amendments to the constitution or bylaws of the society may be made.
  1. Subject to subsection (2) following, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
  2. At a general meeting, the members present must choose one of their numbers to be the chair if:
    - i. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
    - ii. the president and all the other directors present are unwilling to act as the chair.

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20. If required by a majority of the members present, a resolution at a general meeting of the society may be voted on by secret ballot.
21. Only members may vote at a general meeting of the society. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

#### **ARTICLE 4 – THE BOARD**

22. The board must consist of no fewer than 7 and no more than 11 members.
23. Only members may serve on the board.
24. The board may create committees and the chair of each committee must be approved by the board.
25. A quorum at a meeting of the board is a majority of its members. The directors may from time to time set the quorum necessary to conduct business and, unless so set, the quorum is a majority of the directors then in office.
26. Members and guests may attend board meetings at the invitation of the board.
27. Every board member who fails to attend 3 consecutive board meetings without due cause may be deemed by the board to have resigned as a board member.

#### **ARTICLE 5 – DIRECTORS AND OFFICERS**

28. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to:
  - (a) all laws affecting the society;
  - (b) these bylaws; and
  - (c) rules, not being consistent with these bylaws, that are made from time to time by the society in a general meeting.A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

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29. The officers of the society will be elected by and from the directors. The officers shall include the president, vice president, secretary, and treasurer.
- (1) The president presides at all meetings of the society and of the directors, and must supervise the other officers in the execution of their duties.
  - (2) The vice president must carry out the duties of the president during the president's absence.
  - (3) The secretary must:
    - i. conduct the correspondence of the society;
    - ii. issue notices of meeting of the society and directors;
    - iii. keep minutes of all meetings of the society and directors;
    - iv. have custody of all records and documents of the society except those required to be kept by the treasurer;
    - v. have custody of the common seal of the society;
    - vi. maintain the register of members.
  - (4) The treasurer must:
    - i. keep the financial records, including books of account, necessary to comply with the Society Act;
    - ii. render the financial statements to the directors, members and others when required.
30. Each director, other than the president, shall be elected for an initial term of up to two (2) years and thereafter for a further term of up to two (2) years. A director, other than the president, may not hold office as a director of the society for more than two (2) consecutive terms, not including time served as an appointee to fill a vacancy on the board. The president may hold office as president for up to three (3) consecutive years subject to annual election as president by the board pursuant to bylaw 29, and may not hold office as a director for more than six (6) consecutive years.
31. The directors may, at any time, appoint a member as a director to fill a vacancy on the board. A director so appointed holds office until the holding of board elections at the next annual general meeting of the society, and is then eligible for election in accordance with the provisions of bylaw 30.

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32. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
33. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
34. A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
35. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. The directors may from time to time set the quorum necessary to conduct business and, unless so set, the quorum is a majority of the directors then in office. The president is the chair of all meetings of the directors but, if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting. A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
36. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes. In the case of a tie vote, the chair does not have a casting or second vote.
37. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **ARTICLE 6 – ELECTION OF DIRECTORS AND OFFICERS**

38. At least 30 days before each annual general meeting of the society, the board must appoint a board member as nominations chair, who may appoint a nominating committee.

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39. The nominations chair (or nominating committee) must:
  - (a) receive nominations for candidates for election to the board;
  - (b) ensure that each nomination is duly seconded; and
  - (c) ascertain that all nominees are willing to be candidates for election to the board.
  
40. The board must include with the notice of the annual general meeting a list of the nominees willing to be candidates for election to the board.
  
41. Only members may nominate and second candidates.
  
42. At the annual general meeting of the society, the nominations chair must:
  - (a) chair the meeting during the election of the board; and
  - (b) appoint scrutineers, who must not be members of the nominating committee.
  
43. The election procedure is as follows:
  - (a) the nominations chair must announce the names of candidates already nominated and seconded for election to the board, and invite further nominations from the floor;
  - (b) the nominator of each candidate may speak in support; at the discretion of the nominations chair, the candidates may also speak; speeches must not exceed 1 minute each;
  - (c) the election may be by secret ballot if required by a majority of the members present; members must not indicate on their ballots more candidates than there are board positions being filled; the nominations chair may vote only to break a tie; and
  - (d) the scrutineers must count the ballots; the candidates with the highest numbers of votes are elected.

## **ARTICLE 7 - HONORARIA**

44. The board may offer honoraria as gestures of appreciation for services rendered.

## **ARTICLE 8 – CONTROL OF SOCIETY FUNDS**

45. The funds of the society must be deposited in the name of The Victoria Gilbert and Sullivan Society.

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46. Any expenditure or withdrawal of society funds must be by cheque, signed by 2 duly authorized directors.
47. The society may not borrow money unless the proposed borrowing has previously been authorized by a resolution of the members at a general meeting of the society. The notice of the general meeting must set out the purpose of the proposed borrowing. A debenture must not be issued without authorization of a special resolution.
48. Society funds may be placed in term deposits.

## **ARTICLE 9 – BOOKS AND RECORDS OF THE SOCIETY**

49. The board must prepare and retain minutes of all meetings of the society and the board.
50. A member may inspect the books and records of the society at any reasonable time after giving a written request to the board.

## **ARTICLE 10 - BYLAWS**

51. On being admitted to membership, each member is entitled to, and the society must give on request, without charge, a copy of the constitution and bylaws of the society.
52. These bylaws must not be altered or added to except by special resolution.

## **ARTICLE 11 - UNALTERABLE PROVISIONS (That Existed Before November 28, 2016)**

53. In the event of the dissolution of the society, all assets remaining after payment of all debts and obligations shall be distributed to another non-profit conservation and recreation oriented society in British Columbia, this clause being unalterable.
54. The purposes of the society must be carried out without purpose of gain for its members, and any profits or other accretions to the society must be used for promoting its purposes, this clause being unalterable.

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