

# British Columbia Youth Music Society

## Constitution

1. The name of the society is the "British Columbia Youth Music Society."
2. The objects of the Society (the "Objects") are to foster, encourage, and support music, musical projects, and musical activities in Richmond, Delta, Metro Vancouver, and beyond, by helping and coordinating the working programs of musical groups in the district. The BCYMS thereby increases opportunities for citizens to enjoy and participate in musical activities and promotes public understanding and support for music, musical projects, and musical activities.
3. The operations of the Society are to be chiefly carried out in the City of Richmond, Province of British Columbia.

## By-laws

### Definitions

In these by-laws, unless the context otherwise requires:

- "Society" means the BC Youth Music Society;
- Words imparting the singular include the plural and vice-versa; and words imparting male person include a female person, a firm, society, and corporation.

### 1.0 Membership

1.1 Membership in the Society shall be open to anyone who meets the requirements of one of the following sections of these by-laws pertaining to membership. Members are required to uphold the constitution and to abide by these by-laws as amended from time to time.

1. **Ordinary Member**—an individual who has been accepted by the Board of Directors for membership in the Society and who is in good standing in respect of payment of the yearly and in respect of these by-laws.

2. **Life Member**—granted on prepayment of membership fees to a minimum of one hundred dollars (\$100.00), and on application for membership to the Board of Directors, life members will be granted the same privileges as an Ordinary Member for life.
  3. **Honorary Member**—one who, in recognition of outstanding service to the Society, shall have been elected by unanimous vote of the Board of Directors. Honorary members are not required to pay membership fees to retain Honorary Membership, and as such shall be entitled to vote.
- 1.2 A member in good standing is one whose membership fee is paid up to the end of the fiscal year, and who is not in violation of these by-laws.
  - 1.3 Termination of a membership if member is not in good standing. A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.
  - 1.4 Termination may occur if a member's fees remain in arrears for six (6) months, or if they act in any manner which, in the opinion of the Directors, brings the Society into disrepute or circumvents the Objects of the Society. Such expulsion shall not come into effect until it has been confirmed by a Special Resolution passed at an Annual or Special meeting.
  - 1.5 Voting members shall always comprise fifty-one percent (51%) of the Society membership as a minimum.
  - 1.6 A maximum of three (3) Honorary members may be elected in any one (1) fiscal year.
  - 1.7 A member may withdraw from membership at any time but shall forfeit any claim to any part of the fees already paid.

## **2.0 Membership Fees**

- 2.1 Membership Fees shall be set annually by the Board of Directors and shall be payable in advance on the first day of the fiscal year.
- 2.2 There shall be no fee for Honorary Members.
- 2.3 Fees shall be for the period of the current fiscal year and shall not be pro-rated.

## **3.0 Board of Directors**

3.1 The Board of Directors shall include the Executive offices of:

1. President
2. Vice-President
3. Second Vice-President
4. Secretary
5. Treasurer
6. Immediate Past-President

plus a minimum of five (5) Directors at large and a maximum of ten (10) Directors at large.

3.2 The Board of Directors shall manage the affairs of the Society according to the requirements of these by-laws and in keeping with the Societies Act as amended.

3.3 A Board of Directors meeting shall be held monthly between September and June, including a meeting following each General meeting, as well as such other times as the President sees fit, or as required.

3.4 A quorum for the Board of Directors meetings shall be a majority of the Directors.

3.5 The Board of Directors may, from time to time, appoint a member as a Director to fill a vacancy in the Directors, and a Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, and is eligible for re-election at that meeting.

3.6 All Board members must agree to abide by RDYO's Code of Conduct (include a conflict of interest policy), Child Protection Policy, and Privacy Policy and any other policies as adopted by the Board.

The Conflict of Interest policy is as follows: Conflict of interest arises when a person participates in a decision about a matter (including any contract or arrangement of employment, leasing, sale, or provision of goods and services) that may benefit or be seen to benefit that person, or an organization to which that person belongs, or an organization of which that person is a board member, because of his/her direct or indirect monetary or financial interests affected by or involved in that matter.

It is the duty of any person taking part in the operations of the Richmond Delta Youth Orchestra, including board members, to formally disclose a potential conflict of interest. At Board of Directors meetings, a Director in a conflict of interest position may be asked to leave the meeting.

#### **4.0 Election of Directors**

- 4.1 The election of Directors shall be by simple vote at the annual general meeting.
- 4.2 The term of office for all Directors shall be for one (1) fiscal year or the remaining part thereof.
- 4.3 Any Director of the Society may be removed from office by vote at a board meeting and another officer appointed to serve during the balance of the fiscal year.
- 4.4 Any Director unable to complete his or her term of office for any reason other than removal shall be replaced by holding an election at a membership meeting at which a notice of election has been given as per these by-laws.
- 4.5 Nominees for executive positions must be members of the Board of Directors.
- 4.6 Nominees for the Board of Directors must have been members in good standing for a minimum of six (6) months.

#### **5.0 Duties of the Board Executive**

- 5.1 The President shall be the Chair of the Board of Directors and shall be entitled to preside over all General or Special meetings of the Society. The President shall be an ex-officio member of all committees, and of the trustees of the Harry Gomez Memorial Fund, except the nominating committee. Except as such time as when the President may delegate such authority for a specified time, the President shall be the sole authorized spokesperson for the Society. By the authority of the President or by request of any two (2) members of the Board of Directors, any or all Past Presidents can be called to consider or offer advice on any matter(s) raised at a meeting of the Society requiring action by the Society or by the Board of Directors.
- 5.2 The First Vice-President shall act on behalf of the President when so directed by the President, or in the absence of the President, or in the inability of the President to act. The First Vice-President shall perform administrative duties as designated by the President.

- 5.3 The Second Vice-President shall act on behalf of the President or the First Vice-President when so directed by the President, or in the absence of or inability to act of the President or the First Vice-President as the case may be. The Second Vice-President shall perform administrative duties as designated by the President.
- 5.4 The Secretary shall conduct the correspondence of the Board of Directors, issue notices of meetings of the Society, and the Board of Directors, and keep the minutes of those meetings, have custody of all records and documents of the Society except those required by kept by the Treasurer or the Archivist, and have custody of the Seal of the Society.
- 5.5 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.
- 5.6 The Treasurer shall keep such financial records including books of account as are necessary to comply with the Societies Act, and render financial statements to the Board of Directors, members, and others as required, and shall be assisted by an assistant Treasurer, if so required.
- 5.7 An Assistant Treasurer shall be appointed from the Board of Directors if required and shall act on behalf of the Treasurer as directed by the President, and only in the absence of the Treasurer.
- 5.8 The Treasurer shall present a budget for Board approval, in each fiscal year. For items that are not budgeted, the Board may have spending authority up to and including but not in excess of two thousand dollars (\$2,000.00) on any single item as approved by motion passed with a majority vote. Any expenditure on a single item in excess of two thousand dollars (\$2,000.00) shall be referred to the General membership for their consideration at a Special or General meeting.
- 5.9 The Society shall not issue a debenture unless the issuance of the debenture is authorized by Special resolution which may confer a general power on the Directors to issue debentures for a period of time not exceeding one (1) year from the date the resolution is passed.

## **6.0 Meetings**

### **Calling directors' meeting**

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

### **Notice of directors' meeting**

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

### **Proceedings valid despite omission to give notice**

- 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.

### **Conduct of directors' meetings**

- 6.4 The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 6.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

### **General or Special Meetings**

- 6.6 The annual general meeting of the Society shall be held in the month of September in each year and written notice of the time and place of such meeting shall be sent in electronic form to every member in good standing in advance of said meeting.
- 6.7 In the same manner also, notice shall be sent to all members in good standing of all General and Special membership meetings, but in the case of Special membership meetings the order of business shall be included.
- 6.8 The order of business at a 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 general meeting;
  - (e) deal with unfinished business from the last general meeting;
  - (f) if the meeting is an annual general meeting,
    - (i) 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,

(ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

(iii) elect or appoint directors, and

(iv) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

6.9 A minimum of ten (10) members in good standing present in person or by proxy shall constitute a quorum at any General or Special or annual meeting of the Society membership. In the event that a quorum is not present within thirty (30) minutes of the time called for the meeting, the meeting shall stand adjourned until a further meeting can be scheduled. A quorum at such further meeting shall be the members present in person or by proxy providing that at least two (2) persons are present in person.

6.10 Each Ordinary and Honorary member in good standing shall have one (1) vote.

6.11 Proxy votes shall be allowed providing such proxies are in such form as follows or in any other form that the Directors shall approve:

The undersigned hereby appoints \_\_\_\_\_, of \_\_\_\_\_ (or failing him \_\_\_\_\_, of \_\_\_\_\_) as proxy for the undersigned to attend at and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Signature of member: \_\_\_\_\_

Proxies must be duly signed by both parties and handed to the Chair at the start of the meeting. A proxy vote may only be assigned to one (1) person for the duration of the designated meeting.

#### Requisitions

6.12 The Directors of the Society, on the requisition of 10 percent (10%) or more of the voting members of the Society, in this section called the requisitionists, shall convene a general meeting of the Society without delay.

The requisition shall:

1. State the purpose of the general meeting;
2. Be signed by the requisitionists; and
3. Be delivered or sent by registered mail to the address of the Society, and may consist of several documents in similar form each signed by one or more requisitionists.
4. If, within twenty-one (21) days after the date of delivery of the requisition, the Directors do not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within four (4) months after the date of delivery of the requisition.

A general meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as general meetings are convened by the Directors. For the purpose of this section, a member who has the right to vote, whether at a general meeting or in a system of delegate or indirect voting or voting by mail allowed under this Act, is a voting member.

## **7.0 Seal**

- 7.1 The Society seal shall be in the custody of the Secretary and shall not be affixed to any other instrument except in the presence of the President and any other Executive officer so authorized by the Board of Directors.

## **8.0 Banking**

- 8.1 The funds of the Society shall be kept in account with a chartered bank and/or registered credit union, and the books of account shall be kept with the Treasurer, or in the absence of the Treasurer, the Assistant Treasurer.

## **9.0 General**

- 9.1 In these by-laws a Special resolution shall require a three-quarters majority of the members entitled to vote, present in person or by proxy, and such resolution shall be presented to the members in keeping with Articles 7.1 and 7.2 of these by-laws.
- 9.2 In the event of the dissolution of the Society, all assets and funds remaining after paying the then existing debtors, will be dispersed by the current Board of Directors by the funds being given to the Delta Arts Council and the assets to Societies whose objects are in general the further of music training and/or the performance of music.



In the event that the Delta Community Arts Council has ceased to exist at the time of dissolution and the dispersal of funds, said funds shall be dispersed at the discretion of the Board of Directors but all such funds shall be given to existing music arts Societies.

**10.0 Auditors**

10.1 Accounts and books of the Society shall be examined at the close of each fiscal year and the corrections certified by two (2) or more auditors. The Board of Directors shall appoint such auditors as are required by the Societies Act.

**11.0 Fiscal Year**

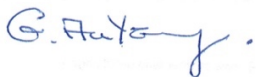
11.1 The fiscal year of the Society shall be from July first to June thirtieth of the following calendar year.

Signatures:



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Kathleen Ellsworth, President



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Gary Au-Yeung, First Vice-President



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Cindy Liu, Treasurer

December 08, 2017