

# **Langley Community Music School**

## **Constitution & Bylaws**

(New 2016 BC Societies Act Format)

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# LANGLEY COMMUNITY MUSIC SCHOOL

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## **Constitution**

1. The name of the Society is “LANGLEY COMMUNITY MUSIC SCHOOL”.
2. The objects of the Society are:
  - (a) To provide the community with a recognized school for music instruction and performance that offers a consistently high standard of music teaching and concerts.
  - (b) To provide students with an atmosphere conducive to the development of musical awareness through interaction with their peers and teachers.
  - (c) To provide musicians and teachers with a centre where they are able to work together rather than in isolation, so that they may benefit from an interchange of ideas, experience, and musical abilities.
  - (d) To purchase any real or personal property and hold or dispose of the same for the other purposes and objects of the Society.
  - (e) To do such other things and acts as are conducive to the attainment of the above objects.

## BY-LAWS OF THE LANGLEY COMMUNITY MUSIC SCHOOL SOCIETY (the "Society")

### Part 1-Definitions and Interpretation

#### Definitions

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 altered from time to time;

the "**Founders**" are Peter Ewart, Keith Lamont, Marilyn Lamont, Leonard Woods and Linda Bickerton-Ross;

"**immediate family**" means a person's parent, step-parent, grandparent, step-grandparent, grandchild, step-grandchild, former guardian, guardian, wife, husband, common law spouse, child, step-child, brother, step-brother, sister, step-sister, father-in-law, mother-in-law, fiancée, aunt, uncle, son-in-law, daughter-in-law, brother-in-law, sister-in-law, and any other individual residing in a person's household or with whom a person resides.

"**impartial director**" means a director who is not a current teacher, student or employee of the Society or a member of the immediate family of any of the aforementioned persons.

"**ordinary resolution**" means either of the following:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members; or
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least  $\frac{3}{4}$  of the voting members;

"**registered address**" of a member means his or her address as recorded in the register of members, and may include his or her electronic mail address.

"**special resolution**" means either of the following:

- (a) a resolution passed at a general meeting by at least  $\frac{3}{4}$  of the votes cast by the voting members; or
- (b) a resolution consented to in writing by all of the voting members.

"**student**" means a person receiving instruction given under the auspices of the Society;

“**teacher**” means a person offering instruction under the auspices of the Society.

### **Definitions in Act apply**

- 1.2 Save and except the definitions for “ordinary resolution” and “special resolution”, which definitions are set out in the above Article 1.1, the definitions in the Act apply to these Bylaws.

### **Conflict with Act or Regulations**

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

## **Part2-Members**

### **Application and criteria for membership**

- 2.1.1 An individual may apply to the Board for membership in the Society, and the individual becomes a member of the Society on the later of: (a) 30 days following the application being made, or (b) the Board's acceptance of the application.
- 2.1.2 A member must be at least 19 years of age, and a natural person. No members of the society may be corporations, partnerships, businesses, societies, or any other such entity.

### **Duties of members**

- 2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Honourary Life Members**

- 2.3.1 The members may by special resolution elect persons to the office of Honourary Life Member, and persons so elected shall hold office for life.
- 2.3.2 The Honourary Life Members shall be those persons elected to office under these Bylaws and those persons elected as Honourary Life Members under the previous Bylaws of the Society and the Founders.
- 2.3.3 The Honourary Life Members may meet during the 30 day period immediately preceding every second annual general meeting and at that meeting elect an Honourary Life Member to serve as a director of the Society.
- 2.3.4 The Honourary Life Member elected as a director pursuant to Article 2.3.3 shall take office at the annual general meeting immediately following their election and shall serve for a term of two years.
- 2.3.5 Should a director elected pursuant to Article 2.3.3 resign or cease to hold office prior to the end of his or her term, the Honourary Life Members may elect another

Honourary Life Member to serve as a director for the balance of the term.

2.3.6 An Honourary Life Member shall have all of the rights of a member.

#### **Amount of membership dues**

- 2.4.1 The amount of the annual membership dues, if any, must be determined by the Board.
- 2.4.2 Without a special resolution, the Board may not increase the annual membership dues by more than 100% of the previous year's amount.
- 2.4.3 No Honourary Life Member shall be required to pay any amount on account of the annual membership dues.
- 2.4.4 The annual membership dues shall run to June 30 of each calendar year. To maintain a membership in good standing, a member must renew their membership by paying the prescribed annual fee on or before June 30 of each calendar year.

#### **Register of members**

- 2.5 The Society shall maintain a register of all members and Honourary Life Members.

#### **Member not in good standing**

- 2.6 A member is not in good standing if the member fails to pay the member's annual membership dues, if applicable, and the member is not in good standing for so long as those dues remain unpaid.

#### **Rights of members**

- 2.7.1 Each member is entitled to a single vote at a general meeting.
- 2.7.2 Each member is entitled to, without charge, inspect the records the Society is required to keep under section 20(1) of the Act, and, on payment of a reasonable copying fee, obtain copies of those records requested. Members are not entitled to inspect any other records of the Society other than those to which the member is otherwise specifically entitled under the Act.
- 2.7.3 The Board, by directors' resolution, may set reasonable fees for the inspection of records by members, and impose a reasonable notice period before which, and reasonable restrictions on the times during which a member, other than a director, may inspect a record. The Board, by directors' resolution, may also restrict members' rights to inspect the Society's register of members if the Board is of the opinion that the inspection would be harmful to the Society or the interests of one or more of its members.
- 2.7.4 Individuals who are not members or directors are not entitled to inspect any records of the Society, other than those to which such an individual is otherwise specifically entitled under the Act.

**Member not in good standing may not vote**

- 2.8 A member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

**Termination of membership**

- 2.9 A person's membership in the Society terminates when:
- (a) the member is not in good standing for three consecutive months;
  - (b) the member delivers a resignation in writing to the Secretary of the Society or mails or delivers that resignation to the Society;
  - (c) the member is expelled in accordance with these Bylaws; or
  - (c) the member dies.

**Expulsion of member**

- 2.10 A member, including an Honourary Life Member, may be disciplined or expelled by a special resolution passed at a general meeting. The process for discipline or expulsion shall be as set out in the Act.

**Part 3- General Meetings of Members****Time and place of general meeting**

- 3.1 A general meeting must be held at the time and place the Board determines.

**Ordinary business at general meeting**

- 3.2 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of an auditor, if any; and
  - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

**Notice of special business**

- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

**Chair of general meeting**

- 3.4 The following individual is entitled to preside as the chair of a 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.

**Alternate chair of general meeting**

- 3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a 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.

**Quorum required**

- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

**Quorum for general meetings**

- 3.7 The quorum for the transaction of business at a general meeting is 15 voting members.

**Lack of quorum at commencement of meeting**

- 3.8 If within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, 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.

### **If quorum ceases to be present**

- 3.9 If, at any time during a 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.

### **Adjournments by chair**

- 3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

- 3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

- 3.12 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; and

- (h) terminate the meeting.

### **Methods of voting**

- 3.13.1 At a 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, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 3.13.2 In respect of the election of directors at a general meeting, voting must be by secret ballot.

### **Announcement of result**

- 3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

- 3.15 Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

- 3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **Part 4 - Directors**

### **Number of directors on Board**

- 4.1 Including the director elected by the Honourary Life Members, the Society must have no fewer than five and no more than eleven directors.

### **Election or appointment of directors**

- 4.2.1 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the directors on the Board, other than those directors for whom their term has not yet expired.
- 4.2.2 Directors are elected for a term of two years.
- 4.2.3 If the total number of candidates for the Board, including those directors whose term has not expired, is equal to or less than eleven, an election may be by acclamation, otherwise it shall be by done pursuant to Article 3.13 above.

### **Qualification of Directors**

- 4.3.1 Only members in good standing may be elected as a director.

- 4.3.2 No director shall be elected who is either an employee of the Society or a teacher.
- 4.3.3 At least three directors shall be impartial directors.
- 4.3.4 Nominations for candidates as directors of the Society must be received by the Board no later than 22 days prior to the date of the annual general meeting, and must bear the signature of the proposer and seconder. Nominations must be accompanied by a written statement by the proposed candidate confirming their willingness and eligibility to serve as a director of the Society.
- 4.3.5 Directors may not be nominated other than as set out in Article 4.3.4 above. For greater clarity, directors may not be nominated from the floor at an annual general meeting.

#### **Teacher Attendee on the Board**

- 4.4 Notwithstanding Article 4.3.2, the teachers may elect a teacher to attend meetings of the Board. That person shall have the right to attend the directors' meetings and engage in the discussion, but shall not be permitted to vote at the directors' meetings.

#### **Directors may fill casual vacancy on Board**

- 4.5 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. In doing so, any vacancies may be filled only on condition that Article 4.3.3 continues to be satisfied.

#### **Term of appointment of director filling casual vacancy**

- 4.6 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.

### **Part5-Directors' Meetings**

#### **Calling directors' meeting**

- 5.1 A directors' meeting may be called by the president or by any two other directors.

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

- 5.2 At least two 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**

- 5.3 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**

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

### **Quorum of directors**

- 5.6 The quorum for the transaction of business at a directors' meeting is a majority of the directors then in office who are not required to abstain from voting, but in no case shall be less than three directors.
- 5.7 The directors may pass a directors' resolution without a meeting of all the directors if, after being sent to all the directors, the resolution is consented to in writing by at least  $\frac{3}{4}$  of the directors.

### **Disclosure of Interest**

- 5.7.1 A director of the Society 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 other director.
- 5.7.2 Without limiting the generality of the foregoing, Article 5.7.1 applies to employees, teachers, students, and members of their immediate families in matters relating to the establishment of rates of tuition, rates of remuneration for teachers and employees, and in any matters relating to scholarships, bursaries, or like awards.
- 5.7.3 A director referred to in Article 5.7.1 shall disclose his or her interest as required by that Article and abstain from voting on the approval of the proposed contract or transaction.
- 5.7.4 A director referred to in Article 5.7.1 may be counted in the quorum at a meeting at which the proposed contract or transaction is approved, providing that he or she absents himself or herself from the meeting while the contract or transaction referred to in Article 5.7.1 is discussed and voted upon.

### **Failure to attend**

- 5.8 Should a director miss three consecutive meetings of the directors without a valid excuse, the other directors may remove that director by way of a resolution passed by at least  $\frac{3}{4}$  of the other directors, and a successor may be appointed by the Board pursuant to Article 4.5.

## **Part6-Board Positions**

### **Election or appointment to Board positions**

- 6.1.1 Directors must be elected or appointed to the following Board positions for two year terms, and a director, other than the president, may hold more than one position:
- (a) president;

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

6.1.2 Directors may be elected or appointed to the positions of president, vice-president or secretary for no more than two consecutive terms. Directors may be elected or appointed to the position of treasurer for no more than three consecutive terms.

### **Directors at large**

6.2 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.

### **Role of president**

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

6.4 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.

### **Role of secretary**

6.5 The secretary is responsible for doing, or making the necessary arrangements for the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

6.7 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; and
- (d) making the Society's filings respecting taxes.

## **Part 7 - Remuneration of Directors and Signing Authority**

### **Remuneration of directors**

- 7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. The Society may also reimburse a director for expenses necessarily incurred by the director in performing his or her duties as a director.

### **Signing authority**

- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) if the president and vice-president are both unable to provide signatures, by any two other directors, or
  - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **Part 8 – Notice to Members**

### **Manner of delivery**

- 8.1.1 A notice or record may be sent to a member by sending the written notice to the member by regular mail or electronic mail to any of the registered addresses for that member.
- 8.1.2 A notice sent by regular mail shall be deemed to have been given on the seventh 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.

### **Entitlement to Notice**

- 8.2 Notice of a general meeting shall be provided not less than 14 days prior to the date of the annual general meeting. Such notice shall be given to every member

shown on the register of members on the day notice is given.

## **Part 9 – Operations, Activities and Dissolution**

### **Place of Operations**

- 9.1 The operations of the Society are to be carried on chiefly in and about the areas covered by Langley City and the Township of Langley, in the Province of British Columbia.

### **Non-Partisanship**

- 9.2 The Society shall be a non-partisan organization and shall not oppose or endorse a named candidate, party or politician in a federal, provincial or municipal election. The Society's resources shall not be devoted to nor in any way utilized for such activities, nor shall the Society's resources be devoted or in any way utilized indirectly through provision of resources to a third party engaged in partisan political activities.

### **Dissolution**

- 9.3 Upon dissolution of the Society, and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to one or more qualified recipients that:
- (a) are registered charities or qualified donees, both as defined in the *Income Tax Act* (Canada);
  - (b) have objects that are not inconsistent with the objects set out in Articles 2(a), (b) and (c) in the Constitution of the Society; and
  - (c) operate, in whole or in part, in or about the areas covered by Langley City and the Township of Langley, in the Province of British Columbia.