

malaspinaPRINTMAKERS

constitution

1. The name of the Society is Malaspina Printmakers Society
2. The purposes of the Society are:
 - a. To increase the public's understanding and appreciation of the arts by curating exhibitions and managing a public gallery for the display of contemporary art that pushes the boundaries of, and expands discourse around, print media;
 - b. To promote the development of, and excellence in, print media by providing studio facilities, which includes specialized equipment and tools, to enable artists to practice and produce their work, thereby increasing the affordability of, and accessibility to, resources that are otherwise rare or unavailable;
 - c. To advance education by providing structured learning activities, such as workshops, classes, demonstrations, and/or lectures, about print media, and by providing opportunities for students and artists to research and practice their work in conjunction with these learning activities;
 - d. To increase public knowledge and interest, and feature contemporary movements, in print media by archiving and/or collecting and making viewable to the public examples of high-quality works.
3. The operations of the Society shall be chiefly carried on in the City of Vancouver, Province of British Columbia.
4. If the Society shall accumulate any profits not immediately required for use in furtherance of its objects, such profits shall not be distributed to the members or any thereof but shall be kept or invested in accordance with the By-laws of the Society for the ultimate use in furtherance of the objects of the Society. This Clause 4 is unalterable.
5. If upon winding up or dissolution of the Society there remains, after the satisfaction of all debts be given or transferred to such other organization or organizations having objects similar to the objects of the Society, as may be determined by the members of the Society at the time not be given to the foregoing, then such property shall be given or transferred to some charitable organization, charitable corporation or 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 Clause 5 is unalterable.
6. Pursuant to article 5, the organization to which the assets are distributed must also be a charity registered under the Income Tax Act (Canada) in Canada. This Clause 6 is unalterable.

bylaws

Part 1 - Interpretation

1 (1) In these bylaws, unless the context otherwise requires: "directors" means the directors of the Society for the time being; "Society Act" means the Society Act of British Columbia from time to time to in force and all amendments to it; "registered address" of a member means the member's address as recorded in the register of members.

(2) The definitions in the Society Act on the date of these bylaws become effective apply to these bylaws.

2 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

3 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4 A person may apply to the directors for membership in the Society and on acceptance by the directors is a member.

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount of the membership dues must be determined by the directors and the board of directors must approve any changes to the dues.

7 A person ceases to be a member of the Society:

- a. By mailing or delivering her or his resignation in writing to the address of the Society;
- b. On her or his death or, in the case of a corporation, on dissolution;
- c. On being expelled;
- d. On having been a member not in good standing for six consecutive months.

8 (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 resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9 All members are in good standing except a member who has failed to pay her or his membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

10 General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the directors decide.

11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12 The directors may, when they think fit, convene an extraordinary meeting.

13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(2) 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.

14 An annual general meeting must be held at least once in every calendar year and not more than six months after the fiscal year end.

Part 4 - Proceedings at General Meetings

15 Special business is:

- a. All business at an extraordinary general meeting except the adoption of rules of order;
- b. All business conducted at an annual general meeting, except the following:
 - i. The adoption of rules of order;
 - ii. The consideration of the financial statements;
 - iii. The report of the directors;
 - iv. The report of the auditor, if any;
 - v. The election of directors;
 - vi. The appointment of the auditor, if required;
 - vii. The other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is ten members present.

17 If within twenty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, must be terminated, but in any other case, it must 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 twenty minutes from the time appointed for the meeting, the members present constitute a quorum.

18 Subject to bylaw 19, 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.

19 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for ten days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

20 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) 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.

21 (1) Each person who was a member on a date sixty days prior to the date of any general meeting of the Society and who is in good standing on the date of such general meeting shall be entitled to attend any such general meeting of the Society. Every such member present shall be entitled to one vote.

(2) Voting by a show of hands unless otherwise agreed upon prior to a vote.

(3) Voting by proxy is not permitted.

22 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 must be considered as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors and Officers

23 (1) 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;
- c. Rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.

(2) 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.

24 (1) The president, vice president, secretary, treasurer, and one or more persons other persons are the directors of the Society.

(2) The number of directors must not be less than seven and not more than eleven.

25 A person shall cease to hold the office of a director if she or he resigns by notice in writing to the secretary of the Society or if she or he is absent for more than three consecutive meetings of the board without the consent of the board.

26 (1) At least sixty days prior to each annual general meeting, the board shall appoint a nomination committee, consisting of at least three members who will nominate persons as directors to fill all vacancies on the board.

(2) The hour for the close of nominations shall not be less than three days before the date of the annual general meeting.

(3) Nominations may also be made in writing by any two members of the Society in good standing and delivered to the Society's address.

27 Two days prior to the annual general meeting the list of nominees shall be posted in the studio.

28 (1) The directors are elected for a term of two years and must retire from office at the end of the two-year term. They may be re-elected at the end of a term.

(2) The directors may not be elected and serve more than three consecutive two year terms.

(3) Separate elections must be held for each office to be filled.

(4) An election may be by acclamation; otherwise it must be by ballot.

29 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for election at the meeting.

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

(2) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in the office.

(3) The board must consist of a majority of elected directors. If at any time the number of elected directors by less a majority, then the whole board must be re-elected at a general meeting called for such purposes.

31 (1) The members may, by special resolution, remove a director, before the expiration of her or his term of office, and may elect a successor to complete the term of office.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed removal.

(3) The director who is the subject of the proposed resolution for the expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

32 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all the expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Part 6 - Proceedings of Directors

33 (1) 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, provided that all can hear proceedings in real time via teleconferencing, videoconferencing, or in person.

(2) Quorum for all board meetings is four. Questions arising at any meeting shall be decided by a majority of votes and the chairperson shall not have a second or casting vote.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within twenty 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.

(4) A director may at any time, and the secretary, on the request of a director, may, convene a meeting of the directors.

34 (1) The directors may delegate any, but not all, of their powers to the committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

35 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within thirty minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their numbers to be the chair of the meeting.

36 The members of a committee may meet and adjourn as they think proper.

37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

39 A resolution in writing or via email, 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. The signature block must be one sheet of paper with original signatures received within twenty-four hours of the decision regarding the resolution.

Part 7 - Duties of Officers

40 (1) The president presided at all meetings of the Society and of the directors.

(2) The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

41 The vice president must carry out the duties of the president during the president's absence.

42 (1) The secretary must keep minutes of all meetings of the Society and directors.

(2) The secretary is responsible for overseeing the following and may delegate all or some duties required for implementation to staff or other directors:

- a. Conduct the correspondence of the Society;
- b. Issue notices of meeting of the Society and directors;
- c. Have custody of all records and documents of the Society except those required to be kept by the treasurer;

- d. Have custody of the common seal of the Society;
- e. Maintain the register of members.

43 The treasurer must:

- a. Keep the financial records, including books of account, necessary to comply with the Society Act;
- b. Render financial statements to the directors, members and others when required.

44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).

45 In the absence of the secretary from the meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 - Seal

46 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 - Borrowing

48 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

49 A debenture must not be issued without the authorization of a special resolution.

50 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 10 - Auditor

51 This part applies only if the Society is required or has resolved to have an auditor.

52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

53 At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

54 An auditor may be removed by ordinary resolution.

55 An auditor must be promptly informed in writing of the auditor's appointment or removal.

56 A director or employee of the Society must not be its auditor.

57 The auditor may attend general meetings.

Part 11 - Notices to Members

58 A notice may be given to a member, either personally, by mail or email to the member at the member's registered address.

59 A notice sent by mail or email is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and in a Canadian post office receptacle or sent via email.

60 (1) Notice of a general meeting must be given to:

- a. Every member shown on the register of members on the day notice is given;
- b. The auditor, if part 10 applies.

(2) No other person is entitled to receive a notice of a general meeting.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members, does not invalidate proceedings at any meeting.

Part 12 - Bylaws

61 On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.

62 These bylaws must not be altered or added to except by special resolution.