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**Pacific Opera Victoria Association Special Resolution
For the Annual General Meeting
December 4, 2017, 5 pm
at the Baumann Centre, 925 Balmoral Road, Victoria, BC.**

The following special resolution will be put before the Members at the AGM:

BE IT RESOLVED that the existing bylaws of the Pacific Opera Victoria Association be deleted in their entirety and the attached Bylaws be adopted as the Bylaws of the Association.

The proposed bylaws below will bring the POV Association's bylaws into compliance with the new BC Societies Act.

PACIFIC OPERA VICTORIA ASSOCIATION

*Registered under the Societies Act of B.C.
Certificate No. 11,833
September 3, 1975*

Be it enacted as a bylaw of Pacific Opera Victoria Association (hereinafter referred to as “the society”) as follows:

I. Interpretation

1. In these bylaws, unless the context otherwise requires, “Act” means the Societies Act of British Columbia, and amendments thereto; “Board” and “Board of Directors” means the Board of Directors of the society as elected, appointed and constituted from time to time in accordance with these bylaws; “registered address” of a member means his address as recorded in the register of members; “special resolution” means a resolution passed by a vote of not less than two thirds of members present at a duly constituted general meeting of members of which proper notice has been given.
2. The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

II. Membership of the Society

4. Members are those natural and corporate persons who, at any given date,
 - a) have made a donation to the society during the past 15 months;
 - b) or were subscribers to the society’s opera season during the past 15 months;
 - c) or have supported the society with significant volunteer efforts in the past 15 months, as determined by the Board.
5. The Board of Directors may designate by resolution from time to time various classes of membership.
6. Where contributions have been made by a corporation, partnership or other legal entity, such body may nominate as its representative a person to hold the appropriate class of membership.
7. Each member shall be entitled to one vote on each question arising at any general meeting.
8. 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.

III. Meetings of the Members of the Society

9. General meetings of the society shall be held at the time and place, in accordance with the Societies Act, that the directors decide.

10. An annual general meeting shall be held at least once in every calendar year.
11. Every general meeting other than the annual general meeting is an extraordinary general meeting.
12. An extraordinary general meeting may be convened by the directors when they think fit.
13. The directors shall convene an extraordinary general meeting when requested to do so in writing by the lesser number of 10% of the voting members or 25 or more members of the society.

IV. Notices to Members of the Society

14. Notice of a general meeting shall specify the place, day, and hour of the meeting and, in case of special business, the general nature of that business.
15. Special business is
 - a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - b) all business transacted at an annual general meeting except the adoption of rules of order; and
 - i. the consideration of financial statements;
 - ii. the report of the officers;
 - iii. the report of the auditor;
 - iv. the election of directors;
 - v. the appointment of the auditor; and
 - vi. such other business as ought to be transacted at an annual general meeting under the provisions of these bylaws.
16. Notice of the date, time, and location of a general meeting shall be provided at least 21 days before the meeting.
 - a) Notice shall be deemed to have been sent if
 - i. notice of the meeting has been sent by e-mail to every member of the society who has provided an email address to the society, by email to that email address, and
 - ii. notice of the meeting is posted on the society's website.
17. Notice may also be given to a member personally, by facsimile, or by mail to him at his registered address.

V. Proceedings at General Meetings

18.
 - a) The quorum at a general meeting is 20 members present.
 - b) No business other than the election of a chair and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
 - c) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- d) If within 30 minutes of the time appointed for a general meeting a quorum is not present, the meeting, if convened at the request of members, shall be terminated; but in any other case it shall stand adjourned to a day, time, and place to be determined by the chair of the meeting in consultation with the members present.
- 19. Subject to the provisions of Section 20, the President or in his absence, a Vice-President or, in the absence of both, one of the other directors present shall preside as chair of the general meeting.
- 20. If at a general meeting there is no President, Vice-President, or other director present within 15 minutes after the time appointed to hold the meeting, or if none of the above wish to act as chair, the members present shall choose one of their number to act as chair.
- 21.
 - a) 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.
 - b) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - c) Except as provided in this bylaw it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 22.
 - a) The chair of a meeting may move or propose a resolution.
 - b) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
- 23.
 - a) A member present at a meeting of members is entitled to one vote.
 - b) Voting is by show of hands.
 - c) Voting by proxy is not permitted.
- 24. 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.

VI. Board of Directors

- 25.
 - a) The affairs of the society shall be governed by a Board of not less than 15 and not more than 25 elected directors, who shall be elected from the membership in accordance with these bylaws, and those directors designated under sub-section(e) of this section.
 - b) Nominations to fill any vacancies on the Board will be made in accordance with the Board Recruitment Process approved by the Board.
 - c) Nominations may also be made by any person who is a member of the Society and submitted to the chair of the Governance Committee not later than 60 days prior to the date of the annual general meeting. Such nominations must be in writing, signed by at least three members and accompanied by a written statement from the nominee confirming his willingness to serve on the Board.

- d) The status of Honorary Director may be granted by the directors to a person or persons who made extraordinary contributions to the Society. Honorary directorships shall not expire. Honorary directors shall receive regular communications from the Society and shall be entitled to participate in meetings as non-voting members of the Board of Directors.
 - e) The Chair for the time being of the Pacific Opera Victoria Foundation shall be a member of the Board of Directors of the society with full voting privileges.
 - f) The Board of Directors shall annually nominate two (2) Directors to the Board of the Pacific Opera Victoria Foundation, one of whom shall be the President.
- 26.** No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 27.** An elected director shall hold office for an initial term of three years. At the end of the three-year term, following self-evaluation and discussion with the President or his or her designate, and on the recommendation of the Governance Committee, the director may be re-elected for a further term of three years. There shall be no limit placed on the number of such additional terms.
- 28.** Any vacancy on the Board of Directors which may occur by reason of death, resignation or for any other reason may be filled by a member of the society to be appointed by the President after consultation with and approval of the Board, and the person so appointed shall serve only until the next annual general meeting, at which time he shall be eligible for election.
- 29.**
- a) The election or appointment of a director is valid only if the individual consents in writing to be a director or is present at the meeting at which the election or appointment is made and does not refuse at the meeting to be a director.
 - b) A director who intends to resign before the completion of his term must give his or her resignation to the society in writing, and the resignation will be effective as of the later of the date his resignation is delivered to the society or the date specified in the written notice of resignation.
- 30.**
- a) Should any member of the Board of Directors be absent for three consecutive meetings thereof without reasonable excuse, then the Board at its discretion may declare his office vacant.
 - b) Notwithstanding Bylaw 30 a), the Board of Directors may designate up to three of their number as "Out of Town Directors," who shall be exempt from the provisions of Bylaw 30 a).
- 31.** No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

VII. Proceedings of Directors

- 32.** The directors shall meet together regularly and not less than 8 times in each calendar year at a convenient time and place designated by the President.

33. The directors shall, as soon as is practicable following the annual general meeting, fix the quorum necessary to transact business, and until so fixed the quorum shall be a majority of all the directors then in office.
34. A special meeting of the Board of Directors may be called by the President or upon written request of 3 or more directors.
35. If neither the President nor one of the Vice-Presidents are present within 15 minutes after the time appointed for a meeting, the directors may choose one of their number to preside at that meeting.
36. The CEO and the Artistic Director, or the General Director if any, shall attend and participate in discussions at board meetings at the invitation of the Board.

VIII. Voting at Board Meetings

37.
 - a) Questions arising at a meeting of directors or of a committee shall be decided by a majority of votes.
 - b) The President or the Chair of a committee shall have a vote but in case of an equality of votes he shall not have a second or casting vote.
 - c) To a maximum of once per calendar year, each director shall be entitled to appoint a proxy to act on his or her behalf at a meeting of the board of directors, or any adjournment thereof. A proxy given by a director that exceeds this one meeting per year limit is void.
 - d) The directors may conduct a meeting wholly or partly by telephone conference call or a similar communication device, and take a vote by means of a telephone or e-mail poll. Any business conducted at any such telephone or e-mail meeting shall forthwith be reduced to written minutes and circulated to all the directors. Any resolution passed at any such meeting is valid and of full force and effect notwithstanding that it has not been reduced to writing as aforesaid.
 - e) A resolution in writing, signed by a majority of the directors then in office and placed with the minutes, is as valid and effective as if passed at a meeting of the board.
38. Any director including the President may move or propose a resolution at a meeting of directors and any member of a committee including the chair may move or propose a resolution at a meeting of a committee.

IX. Powers of the Board of Directors

39.
 - a) The directors shall have the power to set general policy, approve budgets and exercise all the powers and do all the acts that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised and done by the society in general meeting, but subject, nevertheless to
 - i. all laws affecting the society;
 - ii. these bylaws; and
 - iii. rules, not being inconsistent with these bylaws which are made from time to time by the society in a general meeting.

- b) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

40.

- a) The directors shall select and employ a Chief Executive Officer who shall be the direct representative of the Board in the management, revenue generation, and marketing of the society and in the employment and severance of personnel, within the parameters set by the budget and by the strategic plan as approved by the Board.
- b) The directors shall select and employ an Artistic Director who in consultation with the CEO and within the parameters set by the budget and by the strategic plan shall be responsible for the musical and artistic direction of the society and will maintain the highest artistic standards.
- c) The CEO and the Artistic Director shall be given the necessary authority and be held responsible for all operations and the administration of the affairs of the society subject to such policies as may be adopted from time to time by the directors.

41. From time to time the Board may in lieu of appointing a CEO and an Artistic Director appoint one individual to be designated the General Director.

42. The directors may delegate any, but not all, of their duties to committees consisting of a director or directors and such other persons as may be invited from time to time to contribute their expertise to the work of the society.

X. Committees of the Board

43. Standing committees of the Board shall be

- a) Governance
- b) Finance
- c) One or more Development Committees

44. Development committees shall give leadership to the Board in developing close ties between the society and the community it serves and in securing the necessary funds for the accomplishment of the work of the society.

45. All committees of the Board shall have detailed written terms of reference approved by the Board and in the exercise of the powers delegated to them shall conform to those terms of reference and to any other rules imposed upon them by these bylaws or by resolution of the Board and shall report in writing every action done in exercise of those powers at the next regular meeting of the directors to be held after it has been done.

XI. Officers of the Society

46.

- a) The officers of the society shall consist of the President, the Vice-Presidents, the Secretary, the Treasurer and such other officers as may be elected from time to time.
- b) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.
- c) The officers of the society shall be elected each year by the directors from their own number at the first Board of Directors meeting.

XII. Duties of Officers

47.

- a) The President shall preside at all meetings of the society; shall enforce due observance of bylaws, shall direct all other officers and directors in the execution of their duties; shall be responsible for the effective functioning of the Board and its committees; shall maintain regular communication with the CEO and the Artistic Director, or the General Director if any, and shall be the sole spokesperson on behalf of the Board.
- b) The President shall be an *ex officio* member of all Board committees.

48. The Vice-Presidents shall carry out the duties of the President in his absence and shall undertake such special tasks as may be assigned from time to time by the President.

49.

- a) The Secretary shall:
 - i. take the minutes of all *in camera* meetings of the directors and ensure that the minutes are distributed to the directors and placed in safekeeping;
 - ii. ensure that the society makes all filings with the Registrar of Companies required under the *Societies Act*;
 - iii. collect and tabulate all information submitted by the directors for board self-evaluations and report the results to the directors.
- b) In the absence of the Secretary from an *in camera* meeting of the directors, the directors present may appoint another of their number to take the minutes of the meeting.

50.

- a) The Treasurer shall:
 - i. ensure the safe custody of the funds of the Society;
 - ii. ensure a true and correct account is kept of the financial affairs of the society;
 - iii. report on the financial affairs of the society to each meeting of the directors and at each annual general meeting of the members;
 - iv. ensure that the society makes all filings with Canada Revenue Agency required under the Income Tax Act.
- b) Subject to subsection (a) of this section and pursuant to sections 39 and 40 of these bylaws, the individual appointed as CEO or General Director of the society shall be delegated the responsibility for the financial operations of the society, working with the Treasurer and the Finance Committee within the parameters and the reporting procedures established by the Board.

XIII. Borrowing

- 51.** In order to carry out the purposes of the society the directors may, on behalf 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 the foregoing, by the issue of debentures.
- 52.** No debenture shall be issued without the sanction of a special resolution.
- 53.** The members may by special resolution restrict the borrowing powers of the directors, but any restriction so imposed shall expire at the next annual general meeting.

XIV. Auditor

54. A firm of Chartered Professional Accountants qualified to practice in the Province of British Columbia and with an office in the Greater Victoria area shall be appointed as auditors for the ensuing year at each annual general meeting of the society.
55. An auditor may be removed by ordinary resolution.
56. An auditor shall be informed in writing of appointment or removal.
57. No director and no employee of the society shall act as auditor.
58. The auditor may attend general meetings of the society.

XV. Fiscal Year

59. Unless otherwise determined by the Board, the fiscal year of the Society shall terminate on the 30th day of June in each year.

XVI. Registered Office of the Society

60. The registered office of the society shall be located in the Greater Victoria area in the Province of British Columbia.

XVII. Inspection of Documents and Records

61. The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.
62. A Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to examine any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:
 - a) the Constitution and these Bylaws, and any amendments thereto;
 - b) the statement of directors and registered office of the Society;
 - c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
 - d) resolutions of the Members in writing, if any;
 - e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
 - f) the register of Directors;
 - g) the register of Members;
 - h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
 - i) copies of orders made by a court, tribunal or government body in respect of the Society;
 - j) the written consents of Directors to act as such and written resignations of Directors; and
 - k) the disclosure of a Director or of the CEO regarding a conflict of interest.
63. Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to

such policies as the Board may establish, a Member may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

64.

- a) Copies of documents which a Member is allowed to examine may be provided on request by the Member for a fee to be determined by the Board.
- b) Members are entitled to receive without charge one copy of the current constitution and bylaws and the most recent audited financial statements.

XVIII. Bylaws

65. These bylaws shall not be cancelled, altered, or added to except by special resolution.

XIX. Winding up and Dissolution

66. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations registered under the provision of the Income Tax Act (Canada) as may be determined by the members of the Society at the time of winding up or dissolution. ***This clause was previously unalterable.***