

DUPLICATE

CANADA  
PROVINCE OF BRITISH COLUMBIA

NUMBER

S-19952



**Province of British Columbia**  
Ministry of Consumer and Corporate Affairs  
REGISTRAR OF COMPANIES

SOCIETY ACT

# Certificate of Incorporation

I HEREBY CERTIFY THAT

DENMAN ISLAND ARTS AND CRAFTS SOCIETY

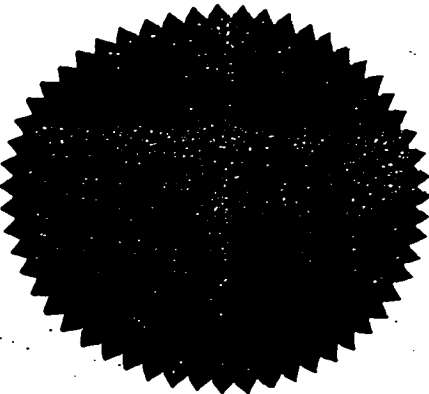
HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT

GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 25TH DAY OF FEBRUARY, 1985

M. A. JORRE DE ST. JORRE  
REGISTRAR OF COMPANIES



**BYLAWS OF  
ARTS DENMAN SOCIETY**

**2004**

Certificate of Incorporation No. S 19952  
Registered Charitable No. 082-8012-22

**ARTICLE 1**

**INTERPRETATION**

- 1.01 "Act" shall mean the Society Act of British Columbia
- 1.02 "By-Laws" shall mean any by-laws of the Society from time to time in force and effect.
- 1.03 "Board" shall mean the Board of the Directors of the Society.
- 1.04 "General Meetings" shall include the Annual General Meeting (A.G.M.) and Special General Meetings.
- 1.05 "Special Resolution" means a resolution passed by a majority of no less than three quarters of such members entitled to vote as they are present in person at a General Meeting of which notice specifying the intention to propose the resolution as a Special Resolution, has been duly given.
- 1.06 "Officers" shall comprise the following:
- President
  - Immediate Past President
  - First Vice-President
  - Second Vice-President
  - Secretary
  - Treasurer
- or such further officers the Board shall determine.
- 1.07 "Society" means Arts Denman Society.
- 1.08 "Director" means a member of the Board
- 1.09 "Associate" means a member of the Society appointed to the Board.
- 1.10 The masculine shall include the feminine and where applicable shall include the neuter.
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## **ARTICLE 2**

### **HEAD OFFICE AND RECORDS**

- 2.01 The head office of the Society shall be fixed by the Board from time to time or be that of the Secretary or Treasurer.
- 2.02 The Boards shall cause to keep records and books of the activities and finances of the Society these shall be kept at the head office. The records and books of the Society may be inspected by the Members at a time and place mutually agreed to by the Secretary or Treasurer.
- 2.03 In accordance with the Personal Information Protection Act (Bill 38) all personal information pertaining to the Board and Society Membership collected by the Society will not be used for purposes other than specified when collected, without informed consent of the individuals affected. All personal information collected by the Society will be kept at the head office.

## **ARTICLE 3**

### **MEMBERSHIP**

- 3.01 Membership shall be available to any person or entity paying the required fees as may be established by the Board from time to time.
- 3.02 The Society shall have 2 classes of membership: a) Individual, b) Honourary.
- 3.03 A voting member of the Society shall be entitled to notice of and vote at any General Meeting of the Society.
- 3.04 The Board may also in its discretion create other honorary positions or titles, including all necessary terms and conditions and appoint one or more persons thereto. Such honorary position or titles shall not in any event include the right to vote.
- 3.05 Any member desiring to withdraw from the Society may do so by submitting to the Secretary his written resignation and he thereupon ceases to be a member.
- 3.06 A member ceases to be in good standing when his membership is in arrears.
- 3.07 Any member may be expelled from membership for any reason which is deemed to be prejudicial to the best interest of the Society by a majority vote of members of the Board. Prior to the vote being taken, the person proposed for expulsion shall be given 14 days notice in writing of the proposed expulsion and shall be afforded the opportunity to make a representation at a regularly constituted meeting of the Board.

## **ARTICLE 4**

### **MEETING OF MEMBERS**

- 4.01 The A.G.M. of the Society shall be held within four months of the fiscal year end of the Society at such time and place as the Board may decide, to consider the reports of the previous year's activities, to transact such business as may be required and to cause the election of its Directors, which in the case of more than one nomination per post shall be
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~~previous year's activities, to transact such business as may be required and to cause the election of its Directors, which in the case of more than one nomination per post shall be done by secret ballot.~~

- 4.02 Special General Meetings of members may be called at any time by the President or Board. They may also be called by 10% or more Members of the Society on written notice to the Secretary and such notice shall specify in detail the reasons for the request, and the matter to be discussed at the meeting, and no other matters shall be raised without the concurrence of the Chairman.
- 4.03 Publication of notice of any General Meeting called by the President of the Board shall be made as follows by:
- a) Notice in writing to each voting member by mail no later than 30 days prior to the proposed date of the meeting, or
  - b) Publication of such notice in any publication or periodical produced by the Society and remitted to all members thereof no later than 30 days prior to the date of the proposed meeting, or
  - c) Publication of a notice specifying time, date and place of any General Meeting in at least one newspaper or newsletter circulated in the community of Denman Island for two publication dates no later than 14 days prior to the date of the proposed meeting.
- 4.04 For each and any Special General Meeting as the result of a requisition from the members the only notice required shall be in accordance with Article 4.03.c and such notice shall include the reasons for the request as quoted from the notice received by the Secretary.
- 4.05 20 Members in good standing shall constitute a quorum at a General Meeting or Special General Meeting. In the event that no quorum is present within 30 minutes from the time appointed for the meeting, if convened upon the requisition of the members, shall be dissolved; in any other case, upon expiration of 30 minutes the members present shall constitute a quorum.
- 4.06 No voting by proxy shall be permitted at any General Meeting.
- 4.07 At any General Meeting the President shall be the Chairman. In his absence, the First Vice-President shall be the Chairman and their absence the Second Vice-President shall be the Chairman.
- 4.08 At any General Meeting a resolution put to vote shall be decided on a show of hands, unless a poll is, before or on the declaration of result of the show of hands, demanded by at least 15 members entitled to vote, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on the show of hands, been carried or lost, shall be conclusive evidence of the fact, without proof as to the number or proportion of the votes recorded in favor of / or against that resolution.

- 4.09 If a poll is duly demanded, it shall be taken in such a manner as the Chairman directs, and the result thereof shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 4.10 The Chairman shall cast a vote only in case of a tie.
- 4.11 Resolutions are decided by simple majority vote of the members present.

## ARTICLE 5

### DIRECTORS AND ASSOCIATE DIRECTORS

- 5.01 No less than 90 days prior to the A.G.M., the Board shall establish the number of Directors to be elected at the Meeting. This number shall remain until changed by the Board at a General Meeting of the Members.
- 5.02 A Director's term shall be three years more or less, with the provision that the person may serve for a maximum of 3 consecutive terms (9 years ), after which time he is ineligible for election for one year, unless nominated for election as an Officer, in which case, he may remain there until he cease to be an officer. He may be proposed for election again after one year has passed.
- 5.03 The Board shall consist of such numbers of Directors as may be determined annually under Article 5.01, by resolution of the Board, provided that the minimum number of Directors shall be 6.
- 5.04 The Board may from time to time establish the criteria for the appointment of Associate Directors, who is or was a member of a committee of the Society. They are entitled to attend all regular meetings of the Board and to express their views and take part in the debate, provided they shall have no right to vote at a Board meeting.

## ARTICLE 6

### NOMINATING PROCEDURE

- 6.01 No less than 90 days prior to the A.G.M. the Board shall appoint a Nominating Committee, who must be members, consisting of a Chairman and no less than two members to present nominations for qualified Directors of the Society to the A.G.M..
- 6.02 The appointment of a member to the nominating Committee shall not disqualify that member from nomination as a Director.
- 6.03 The Nominating Committee shall communicate its recommendation to the President no less than 30 days prior to their A.G.M..

- 6.04 The report of the Nominating Committee shall be made accessible to the Members no later than 15 days prior to the A.G.M.
- 6.05 Additional nominations may be made in writing by the submission of a nomination signed by not less than 10 nominators being members in good standing of the Society, and also signed by the nominee signifying acceptance, such nominations shall be delivered personally to any Officer and a copy shall be provided to the head office of the Society. Such nominations must be delivered to the Secretary no less than 7 days prior to the A.G.M.
- 6.06 All nominations by virtue of Article 6.03 or Article 6.05 shall be alphabetically arranged by surname on reports and ballots.

## ARTICLE 7

### DIRECTORS. CONDITIONS

- 7.01 No Board Member shall directly or indirectly contract with the Society, or have pecuniary interest in any contract with the Society unless approved by the Board.
- 7.02 The position of Director shall be vacated upon the holder thereof being advised by the Board for:
- a) Being habitually absent without excuse.
  - b) Ceasing for any reason to be a voting Member
  - c) Contracting with the Society in contravention of Article 7.01, or
  - d) Upon majority vote under Article 3.06.
- 7.03 If a vacancy arises for any reason the Board may appoint a person to fill such position.
- 7.04 As volunteers, Directors may not receive financial remuneration for their efforts on behalf of the Society.

## ARTICLE 8

### BOARD OF DIRECTORS. POWERS

- 8.01 The Board shall determine the policies of the Society.
- 8.02 The Board shall govern the affairs of the Society including making rules and regulations for the governing of the Society consistent with these By-Laws.

## ARTICLE 9

### BOARD OF DIRECTORS. MEETINGS

- 9.01 The Board shall convene at the call of any Committee constituted under Article 11.01 or the President or on demand by 5 Directors, who must deliver their request in writing to the Secretary 3 weeks prior to the proposed meeting.
- 9.02 At any meeting of the Board one third of the Directors shall form a quorum for the transaction of the business.
- 9.03 If there is no quorum within 1/2 hour after the time for which the meeting had been called, the meeting shall stand adjourned to such time and place as may be determined by the President, and thereafter the Directors present shall constitute a quorum. The meeting shall be conducted and its conclusions and resolutions are binding.
- 9.04 Reasonable notice shall be given to each Board Member of each Board Meeting unless these Meetings are regularly scheduled over a long period of time.
- 9.05 At all Board Meetings, the President shall be the Chairman. In his absence the First Vice-President and in the absence of both the Second Vice-President shall be the Chairman.
- 9.06 At all Board Meetings majority vote by hand decides, unless a ballot is required. A ballot may be requested by any Director. The Chairman shall cast a vote only in the event of a tie.

## ARTICLE 10

### OFFICERS. ESTABLISHMENT

- 10.01 The Officers are elected by the Board in a meeting immediately following the A.G.M.
- 10.02 Each Officer shall be and remain during his term of office a Director in good standing of the Society.
- 10.03 In the event of vacancy of an Officer the Board shall appoint a replacement Officer.
- 10.04 All Officers shall assume their duties immediately after their election or appointment.
- 10.05 The President shall:
- a) be the Chairman of the Board of the Society.
  - b) endeavor to preside at all meetings of the Society and its Board.
  - c) be the official spokesman of the Society, but may delegate this responsibility .

- d) be responsible for all of the Societies functions and activities,
- e) be ex officio a member of each Committee;
- f) execute all contracts and other documents binding upon the Society provided, however, that he may designate others to execute the same under his terms and conditions.
- g) cause that all matters affecting the well-being of the Society be brought to the attention of the Society and its operations.
- h) delegate special areas of responsibility to the members of the Board.

10.06 The First Vice-President and the Second Vice-President shall do all things reasonably required of them by the President and in his stead for the better functioning of the Society.

10.07 The Secretary shall:

- a) ensure that accurate minutes of the meetings of the Society, the Board and the Committees are maintained,
- b) ensure that accurate Membership records are maintained,
- c) be responsible for the transmission of all notices on the direction of the President,
- d) ensure that all documents prescribed by the Society Act of British Columbia and Revenue Canada be maintained and filed,
- e) be responsible for the safe keeping of the seal and documents of the Society.

10.08 The Treasurer shall:

- a) ensure the maintenance of all proper accounting records,
- b) control all expenditures,
- c) be responsible for the preparation of budgets for the approval of the Board,
- e) ensure that the operations of the Society are conducted in accordance with the approved budget,
- f) perform such other financial duties as may be delegated to him by the Board .

10.09 One person can hold more than one office. The above duties may be re-assigned at the discretion of the President.

## ARTICLE 11

### COMMITTEES

11.01 The Board may appoint a committee of Directors and may delegate to such committee any of the powers or the Board except those which, under the Act, a committee of Directors has no authority to exercise.



11.02 The Board may, from time to time, appoint from the members such other committees as it may be advisable and shall provide the terms of reference for the functioning of such committee.

11.03 Committees shall be chaired by a Director or Associate Director.

11.04 Unless otherwise determined by the Board, each Committee shall have the power to fix its quorum at no less than a majority of its members and to regulate its procedure.

11.05 The Board may appoint any person, whether or not they are a Member, in an advisory capacity, but such person shall not be entitled to vote.

## ARTICLE 12

### FINANCE

12.01 The fiscal year of the Society shall be determined by the Board from time to time provided, however, until such determination is made the fiscal year of the Society shall commence on the first day of January and terminate on the last day of December of the same year.

12.02 All money belonging to the Society shall be deposited in its name in a special account at a branch of a chartered bank, trust company or credit union by any Officer of the Board.

12.03 Funds surplus to the day to day operation of the Society may be invested pursuant to the policies established by the Board.

12.04 No cheque or other order for the payment of money shall be valid unless signed in accordance with a resolution made from time to time by the Board.

12.05 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of Debentures. Provided however that such Debenture shall not be issued without the sanction of a Special Resolution of the Society.

12.06 Unless otherwise required by the Act the Society shall not be required to have an auditor. If in the opinion of the Board, it is in the best interest of the Society to have an auditor, the first auditor shall be appointed by the Board. Thereafter the auditor will be elected to audit the records of the Society at the next A.G.M. The auditors report will be presented to the following A.G.M. for approval of the records by the Members.

## ARTICLE 13

### AMENDMENTS TO THE CONSTITUTION OR BY-LAWS

13.01 The constitution and/or the by-laws may be amended by Resolution of the Board subject to ratification by a Special Resolution of the Society at its next Annual General Meeting, provided the membership is duly informed of the proposed special resolution as outlined in Article 4.

## ARTICLE 14

### DISSOLUTION OF THE SOCIETY

14.01 In the event of dissolution of the Society, accumulated assets shall not be distributed among its Members, but shall, after all debts have been paid or provisions for payment have been made, be transferred to a recognized charitable organization with similar objectives.



NUMBER: S-19952

**CERTIFICATE  
OF  
CHANGE OF NAME**  
*SOCIETY ACT*

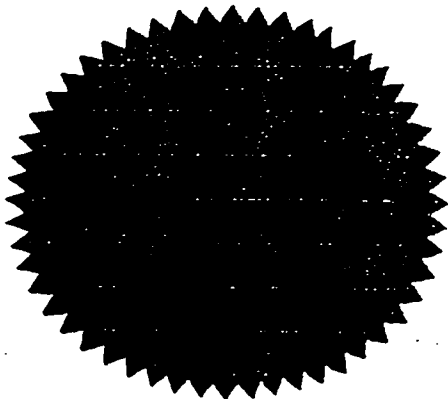
*I Hereby Certify that*

DENMAN ISLAND ARTS AND CRAFTS SOCIETY

has this day changed its name to

**ARTS DENMAN**

*Issued under my hand at Victoria, British Columbia  
on January 16, 2004*



**JOHN S. POWELL**  
*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA

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P. B.