

CONSTITUTION & BY-LAWS OF THE VANCOUVER FOLK SONG SOCIETY

As amended and filed with BC Registry, April 2024 (SED)

Certificate of Incorporation No. 11,873 (Society # S0011873)

CONSTITUTION

The name of the Society is THE VANCOUVER FOLK SONG SOCIETY.

The objects of the Society are:

- a) to encourage the study, appreciation, and enjoyment of all aspects of the folk music of Canada and other countries,
- b) to promote publication and performance of Canadian folk music,
- c) to stimulate intercultural understanding through a common interest in folk music.

This society is a member-funded society. It is funded primarily by its members to carry out activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

BY-LAWS

Conditions of Membership

1. The Seal of the Society shall be in such form as shall be prescribed by the Board of the Society and shall have the words "Vancouver Folk Song Society" endorsed thereon.
2. Membership in the Society shall be open to persons interested in folk music in Canada upon payment of the membership fee to the Treasurer. Members shall be strongly encouraged to take an active part in their Society and to join one of the Society's committees.
3. The individual membership fee shall be five dollars (\$5.00) per annum, or such other sum as may be determined from time to time by the members in a General Meeting.
4. Any member may withdraw from the Society by delivering a written resignation to the Secretary of the Society.
5. Any member may be required to resign by a vote of three-quarters of the members present at a Special General Meeting or at the Annual General Meeting of the Society.
6. The Society, at its Annual General Meeting, and on recommendation by the Board may designate as life members certain members who are deemed to have made an extraordinary contribution to the Society. The total number of life members, at any time during the life of the

Society, shall not exceed six (6). Such life members are exempted from the payment of membership fees. When a vacancy occurs, the Board shall publicize the fact that it is accepting recommendations and the date of the Board meeting where such recommendations shall be discussed.

Head Office

7. The head office of the Society shall be located in the City of Vancouver, or in a locality neighbouring thereon, in the Province of British Columbia, at a place therein where the business of the Society may be carried on from time to time.

8. The Society may establish offices or agencies elsewhere within British Columbia as the Board may deem expedient.

Board

9. The property and business of the Society shall be managed by a Board comprising a President, a Vice President, a Secretary, a Treasurer, and no fewer than five (5) and no more than seven (7) other Directors, to be elected at the Annual General Meeting. The Past-President shall be *ex officio* a member of the Board.

10. Only members of the Society shall be eligible for election to the Board.

11. The quorum of the Board shall be six (6) Directors.

12. The office of Director shall be automatically vacated:

a) if a Director shall resign her office by delivering a written resignation to the Secretary of the Society,

b) if a Director is found to be unable to fulfill her duties,

c) if, at a Special General Meeting of members, a resolution is passed by three-quarters of the members present at the meeting that she be removed from office, or

d) on death,

provided that, if any vacancy shall occur for any reason contained in this paragraph, the Board, by resolution, may fill the vacancy with a member of the Society. There shall be a presumption that a Director is unable to fulfill her duties when she shall have missed three consecutive Board meetings without adequate notification.

13. A Director shall hold office until the next Annual General Meeting of members following her election or appointment.

14. Meetings of the Board may be held at any time and place to be determined by the Board, provided that notice of such meeting shall be conveyed to each Director. No formal notice in writing shall be necessary.

15. The Board may exercise all such powers of the Society as are not required by the *Societies Act* or by these By-Laws to be exercised by the members at General Meetings.

16. The Directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate, by resolution to an officer or officers of the Society, the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of persons having made notable contributions to folk music in Canada in accordance with such terms and conditions as the Board may prescribe.

17. For the purpose of carrying out the objects of the Society, the Directors may borrow or raise money, with or without security, or secure the payment of money in such manner as they see fit.

18. The Board shall take such steps as it may deem requisite to enable the Society to receive donations and benefits for the purpose of furthering the objects of the Society.

19. The officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person simultaneously.

20. The remuneration of all officers, agents, and employees shall be fixed by the Board. All remuneration so determined and paid shall be reported to the members of the Society at the following Annual General Meeting.

21. The Directors of the Society shall hold office for one year.

22. Any member of the Society may attend meetings of the Board and shall have voice, but no vote, at such meetings.

Duties of Officers

23. The President shall be the chief Board Officer of the Society. She shall:

- a) preside at all meetings of the Society and of the Board.
- b) see that all orders and resolutions of the Board are carried into effect,
- c) sign, with the Secretary or other officer appointed by the Board for the purpose, all By-Laws and other documents requiring the signature of the officers of the Society,
- d) be the custodian of the Seal of the Society.

24. The Vice-President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties, from time to time, as shall be required of her by the Board.

25. The Treasurer, or her agent, duly appointed by the Board, shall:

- a) collect and receive, on behalf of the Society, all fees, dues, assessments, donations, gifts, grants, and monies due or made to the Society,
- b) have the custody of the Society's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society,
- c) deposit all monies in the name and to the credit of the Society and in such depositories

as may be designated by the Board from time to time,

d) disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements,

e) render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an account of all her transactions as Treasurer and of the financial position of the Society,

f) if required by the Board, give the Society a bond for the faithful performance of the duties of the office and for the restoration to the Society, in case of her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in her possession or under her control belonging to the Society,

g) perform such other duties, from time to time, as may be determined by the Board.

26. The Secretary shall:

a) attend all meetings of the Board and all meetings of the members and act as clerk thereof and record votes and minutes of all proceedings in the books to be kept for that purpose,

b) give, or cause to be given, notice of all meetings of the members and of the Board,

c) perform such other duties, from time to time, as may be prescribed by the Board.

Meetings

27. The Annual General Meeting of the members of the Society shall be held during the month of March at the head office of the Society or elsewhere in British Columbia as the Board shall designate, at such time and date as is decided by the Board. At such meeting, the members of the Society shall elect a new Board, and the President shall present her report. The first item of business at the Annual General Meeting shall be the adoption of the agenda.

28. At least fifteen (15) days' prior written notice shall be given to each member of any Annual or Special General Meetings of members. Ten (10) members present in person at the meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote.

29. The Board shall convene a Special General Meeting on written request of not less than five (5) members of the Society, the object of which shall be stated in the request.

Amendment of By-Laws

30. The By-Laws of the Society may be repealed or amended by a majority of not less than 75% of the votes of the members present at an Annual General Meeting, or at a Special General Meeting duly called for the purpose of amending the By-Laws, provided there is a quorum, and provided that fourteen (14) days' notice of the proposed amendments be given in writing to every member of the Society, and provided that the enactment, repeal, or amendment of such By-Law shall not be enforced or acted upon until the approval of the Registrar of Companies has been obtained.

31. At all meetings of members of the Society, every question shall be determined by a majority of votes unless otherwise specifically provided by the *Societies Act* or by these By-Laws.

32. The financial year of the Society shall be from the 1st of January, or such other time as the members, from time to time, may determine by a resolution passed at an Annual General Meeting or Special General Meeting. The Board shall make available the books and records of the Society for inspection upon written request by any member of the Society.

Auditors

33. At each Annual General Meeting a non-Board member shall be appointed to examine the financial accounts of the Society prior to approval of the financial statement by two Directors.

Signature and Certification of Documents

34. Contracts, documents, or any instruments in writing requiring the signature of the Society, shall be signed by two officers, one of whom shall be the Treasurer, and all contracts, documents, and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. When required, the Seal of the Society may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers other than the President appointed by resolution of the Board.

Rules and Regulations

35. The Board may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of the Society when they shall be confirmed or, in default of confirmation at such Annual General Meeting of members, shall cease to have force and effect at and from that time.

36. In these By-Laws, the singular shall include the plural and the plural the singular; the masculine shall include the feminine and the feminine the masculine.

37. The Society will indemnify and save harmless every Director and other Officer and servant of the Society, and his heirs and assigns, from and against all losses, costs, charges, and expenses whatsoever by reason or in respect of any act, deed, matter or thing whatsoever made, done, permitted by, in, or about or in relation to the proper discharge of his duties; and the Directors shall pay or retain the same out of the funds of the Society. If any Director or other Officer or servant of the Society is guilty of actual fraud, willful negligence or dishonesty, whereby the Society incurs any loss or such damages, such Director or other Officer or servant shall be liable to the Society for any loss, damages, costs or expenses that may happen to be incurred by the Society in consequence of any act, omission, or default by such Director or Officer while purporting to act as such. This is in addition to any criminal proceeding that may arise.

Adopted 26 June 1975; Society incorporated 30 September 1975 #11,873.

Amended 5 January 1977; 12 January 1978; 27 March 1991; 30 March 1994; 24 March 1999; 29 March 2000; 26 March 2003; 27 March 2024.