

PROVINCE OF BRITISH COLUMBIA

SOCIETIES ACT

CONSOLIDATED BY-LAWS OF

*THE VANCOUVER INTERNATIONAL WRITERS FESTIVAL
SOCIETY*

Part 1 – Interpretation

1. (1) In these by-laws, unless the context otherwise requires:
 - (a) “directors” means the directors of the Society for the time being;
 - (b) “*Societies Act*” means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means the member’s address as recorded in the register of members.
- (2) The definitions in the *Societies Act* on the date these by-laws become effective apply to these by-laws.
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 have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
4. A person that applies to the directors for membership in the Society in accordance with the policies adopted by the Society from time to time, and who pays the membership fee or receives membership as a benefit after providing a financial gift, must be accepted as a member unless that person has acted or is acting contrary to the best interests of the Society as determined by the directors.
5. Every member shall uphold the constitution and comply with these by-laws.
6. Each member shall:
 - (a) pay annual membership dues in the amount determined by the directors from time to time or
 - (b) provide a financial gift that, in accordance with the Society's policies, qualifies as a financial gift with benefits that include membership."

7. A person shall cease to be a member of the Society:
 - (a) by delivering the member's resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society; or
 - (b) on the member's death or in the case of a corporation on dissolution; or
 - (c) on being expelled; or
 - (d) on failing to renew the member's membership, in accordance with the Society's policies, when that membership expires.
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 shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion shall 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 the required current annual 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 and Members

10. General meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, whenever they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting shall specify the place, the day and the hour of 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 the meeting.

(3) If the Society has more than 100 members, notice of a general meeting will be deemed to have been sent to all members if:
 - (a) notice is sent to every member for whom the Society has an email address in the register of members, by email to that email address; and

(b) notice of the meeting is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

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 that is transacted at an annual general meeting, except:

(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; and

(vii) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (1) 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.

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

(3) A quorum is 3 members present or such greater number as the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

18. Subject to By-law 19, the chair of the Society, the vice-chair, or in the absence of both, one of the other directors present shall preside as chair of a general meeting.
19. If at a general meeting:
 - (a) there is no chair, vice-chair or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the chair and all the other directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.
20. (1) 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 for which the adjournment took place.
 - (2) Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21. (1) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
 - (2) 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.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands.
 - (3) Voting by proxy is not permitted.
23. 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.

Part 5. – Directors and Officers

24. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society;
- (b) these by-laws; and
- (c) rules, not being inconsistent with these by-laws, which are made for time to time by the Society in general meeting.

(2) 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.

25. The number of directors shall be at least three and not more than fifteen directors, with the number determined by the directors of the Society.

26. (1) Directors shall be elected by the members at a general meeting from among the names submitted to the general meeting by the Nominating Committee pursuant to these by-laws. Directors shall take office commencing at the close of such meetings.

(2) At the first annual general meeting after this by-law comes into effect, the slate of up to 15 directors shall be presented to the annual general meeting proposing that one third hold office for one year, one third hold office for two years, and one third hold office for three years. At each subsequent annual general meeting, a director shall be elected for a term of three years unless the directors determine that some or all vacant elected directors' positions shall have a term of less than three years, the length of such term to be determined by the directors in their discretion. To calculate the duration of a director's term of office, the term shall be deemed to commence at the close of the annual general meeting at which such director was elected.

(2.1) Subsequent to the first annual general meeting at which this by-law comes into effect, no director shall hold office for longer than nine consecutive years, except that:

- (a) an incumbent chair, vice-chair, treasurer, or secretary who has not yet served the full two year term of that office may serve longer than nine consecutive years for the purpose of completing that term; and
- (b) a director whose term as Chair expires at or beyond the nine-year limit may continue as a director in the role of Past Chair for one year.

(3) Where there are more candidates than vacant positions for directors, the election shall be held by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes. If two or more candidates receive an equal number of votes and there are more candidates than there are vacant positions, the candidate or candidates elected shall be determined by lot.

(4) No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

- (5) Every director shall retire from office at the close of the annual general meeting in the year in which the director's term expires.
27. (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 following general meeting of the Society.
28. The members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
29. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Part 6. – Proceedings of Directors

30. (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be majority of the directors then in office.
- (3) The chair shall be chair of all meetings of the directors; but if at any meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the vice-chair shall act as chair, but if neither is present the directors present may choose one of their number to be chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
31. (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
32. A committee shall elect a chair of its meeting; but if no chair is elected, or if at any meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.
33. The members of a committee may meet and adjourn as they think proper.
34. For a first meeting of directors held immediately following the appointment or election of

a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

35. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, fax, or cable, of why meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

(a) no notice of meetings of directors shall be sent to that director; and

(b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

36. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chair does not have a second or casting vote.

37. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.

38. A resolution in writing, approved of by a majority of the directors in writing, including but not necessarily limited to approval communicated by email, is as valid and effective as if regularly passed at a meeting of directors when:

(a) the written resolution; and

(b) all written correspondence evidencing the approval of the written resolution by a majority of the directors;

is placed with the minutes of the directors (including but not limited to electronic document placement or storage).

39. (1) The directors shall appoint a Nominating Committee which shall consist of not less than three persons and shall be chaired by a director. The Nominating Committee shall nominate from among the members in good standing persons for election as directors and shall ensure that the number of persons nominated is at least equal to the number of vacancies for which an election is to be held.

(2) The Nominating Committee shall provide the names of the persons nominated for election as directors to the Secretary of the Society at least 21 days prior to each general meeting at which elections will be held.

(3) The officers of the Society shall, subject to By-law 44, consist of a chair, vice-chair, secretary and treasurer. Subject to By-law 44, the directors shall elect from amongst their

number the chair, the vice-chair, the secretary and the treasurer. An officer elected by the directors shall hold office until the close of the next annual general meeting of the Society unless earlier removed as an officer by a resolution passed at a meeting of the directors by a majority of not less than 75% of the directors present.

(3.1)

(a) A director elected chair, vice-chair, treasurer, or secretary will serve for a term of two years.

(b) No chair, vice-chair, treasurer, or secretary shall hold that office for longer than four consecutive years.

(4) Meetings of the board may be held, or any director may participate in the meeting of the board, by conference call or similar communication equipment or device, so long as all directors participating in the meeting can hear and respond to one another. All such directors so participating in any such meeting shall be deemed to be present in person at a meeting.

Part 7. – Duties of Officers

40. (1) The chair shall preside at all meetings of the Society and of the directors.

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

41. The vice-chair shall carry out the duties of the chair during the chair's absence.

42. The secretary shall:

(a) conduct the correspondence of the Society;

(b) issue notices of meetings of the Society and directors;

(c) keep minutes of all meetings of the Society and directors;

(d) have custody of all records and documents of the Society except those required to be kept by the treasurer;

(e) have custody of the common seal of the Society;

(f) maintain the register of members; and

(g) the secretary may delegate some or all of the duties more particularly described above in (a) through (f), inclusive, to such other directors and/or Society staff members as may be reasonably necessary, appropriate or convenient from time to time.

43. The treasurer shall:

(a) keep such financial records, including books of account, as are necessary to comply with the *Societies Act*; and

(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 three or the greater number that may have been determined under bylaw 25.

44. In the absence of the secretary for a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8. – Seal

45. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

46. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribe4d in the resolution or if no persons are prescribed, in the presence of the chair and secretary or chair and secretary-treasurer.

Part 9. – Borrowing

47. 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 a manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

48. No debenture shall be issued without the sanction of a special resolution.

49. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

Part 10. – Auditor

50. This Part applies only where the Society is required or has resolved to have an auditor.

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

52. At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is reelected or a successor is elected at the next annual general meeting.

53. An auditor may be removed by ordinary resolution.

54. An auditor shall be informed forthwith in writing of appointment or removal.

55. No director and no employee of the Society shall be auditor.

56. The auditor may attend general meetings.

Part 11. – Notices to Members

57. A notice may be provided to a member personally, by mail to the member at the member's address as it appears in the Society's membership records, or by electronic mail at the electronic mail address as it appears in the Society's membership records.
58. A notice sent by mail shall be deemed to have been provided on the second day following that on which the notice is posted. A notice sent by electronic mail shall be deemed to have been provided on the day on which the notice was sent.
59. (1) Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

Part 12. – By-Laws

60. On being admitted to membership, a member is entitled to and the Society shall give the member, without charge, a copy of the constitution and by-laws of the Society.
61. These by-laws shall not be altered or added to except by special resolution.

End of By-Laws