

Safe Amplification Site Society
Annual General Meeting #2 – Tuesday, August 16, 2011 – 7:00pm
at 1885 Venables Street, Vancouver, BC

AGENDA

Arrival and welcome

The report of the directors to the members (Caitlin Gilroy, chair)

The presentation of the financial statement of the society (Aaron McHattie, chair)

Consideration of a special resolution to change the society's constitution and bylaws to the attached, as proposed by the Constitutional Review Task Force and recommended by the Board of Directors (Aaron McHattie and Ryan McCormick, co-chairs)

Gathering of Information for our Feasibility Study (Corbin Murdoch, chair)

Election and Re-election of Directors (Ryan McCormick, chair)

Safe Amplification Site Society: *FINAL DRAFT of the new Constitution proposed by the Constitutional Review Task Force and recommended by the Board of Directors*

- 1 The name of the society is Safe Amplification Site Society.

- 2 The purposes of the society are:
 - (1) to educate and increase the public's understanding and appreciation of music by:
 - (a) providing musical performances on an ongoing and regular basis, and
 - (b) providing lessons, workshops, and seminars dedicated to the performance and production of music.
 - (2) to establish, maintain, and operate publicly accessible facilities in the City of Vancouver in which to carry out the activities stated above.

- 3 Upon the society's dissolution, all remaining assets after debt repayment will be transferred to one or more qualified donees, the definition of which shall be determined from time to time by the Canadian Revenue Agency.

- 4 Provisions 3 and 4 are unalterable.

Safe Amplification Site Society: *FINAL DRAFT of the new Bylaws proposed by the Constitutional Review Task Force and recommended by the Board of Directors*

Part 1 — Membership

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

- 2
 - (1) Any person may become a member of the society, provided they indicate their wish to do so and provide the secretary with their email address and other information required by the Society Act.
 - (2) A group may become a member of the society, provided the directors approve of the group membership and an authorized representative of the group indicates the group's wish to become a member and provides the secretary with their email address and other information required by the Society Act. The board of directors may restrict the membership rights of group members as they see fit.
 - (3) Any person or group who has previously been expelled from the society may only become a member again if the board of directors approve.

- 3 Whenever acting on behalf of the society, every member must uphold its constitution and follow its bylaws, policies and procedures.

- 4 A person or group ceases to be a member of the society
 - (a) by submitting their resignation letter to the secretary of the society,
 - (b) on his or her death,
 - (c) on being expelled, or
 - (d) on having not paid their membership fee within one year of becoming a member.

- 5 The amount of the membership fee is determined by the directors and described in a policy document.

- 6
 - (1) A member may be expelled from the society if the directors determine that the member has violated any of the society's constitution, bylaws, policy documents or other rules that may have been created from time to time.

- (2) The member will be invited to participate in the directors meeting where this determination is made, and will be notified of the meeting at least one week in advance.
- (3) Details of the expulsion procedure are described in a policy document.

Part 2 — General Meetings of the Members

- 7 All members of the society must be given notice of every general meeting unless they have submitted to the secretary a waiver of notice of general meetings. A member who has waived notice may withdraw the waiver at any time, and until the waiver is withdrawn,
 - (a) a notice of a general meeting is not required to be sent to that member, and
 - (b) any and all general meetings, notice of which has not been given to that member, if a quorum is present, are valid and effective.
- 8 General meetings will be held at the time and place, in accordance with the Society Act, that the directors decide.
- 9 Annual general meetings are general meetings that fulfil all of the Society Act's requirements for an annual general meeting.
- 10
 - (1) Notice of a general meeting must specify the place, day and hour of the meeting, and may also contain an agenda or general description of the business to be considered at the meeting.
 - (2) The accidental omission to give notice of a meeting, because of a member's registered email address being outdated, a technical failure or some other accidental reason, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate proceedings at that meeting.
- 11
 - (1) The quorum for a general meeting is 3 members including at least half of the directors then in office.
 - (2) Business other than the adjournment or termination of the meeting must not be conducted at a general meeting at a time when a quorum is not present.
 - (3) 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.
 - (4) If a quorum has not been present within 60 minutes from the time appointed for a general meeting, the meeting must be adjourned or terminated.

- 12 The directors may appoint a chair for each general meeting.
- 13 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at a reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for less than 10 days, it is not necessary to give notice of the adjournment or of the business to be conducted at the reconvened general meeting. When a meeting is adjourned for 10 days or more, notice of the reconvened meeting must be given as in the case of the original meeting.
- 14 Unless advance notice is required by law, by these bylaws, by a policy document, or by a previous decision of the society made at a general meeting, any member present at a general meeting may propose a resolution, and a proposed resolution need not be seconded.
- (1) Decisions made at general meetings may concern issues brought forward by the membership and/or those determined by the directors to require discussion from the general membership.
- (2) At their discretion, the directors present at a general meeting may decide to delay an issue brought forward by a member until a future general meeting, but if this decision is made, another general meeting must be held within sixty days, and the delayed issue must be resolved at that meeting.
- 15 (1) When a question, issue, policy, decision or resolution is proposed or discussed at a general meeting, the members present must attempt to reach consensus on the matter.
- (2) If consensus cannot be reached, decisions may be made by a majority of votes. Each member is entitled to one vote. Voting by proxy is not permitted. In the case of a tie vote, the proposed resolution does not pass.
- (3) Details of the decision making process at general meetings of the members are described in a policy document.

Part 3 — Directors

- 16 The directors are members of the society who must manage and supervise the affairs of the society. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, except for those things that are required
- (a) by law,
- (b) by these bylaws,
- (c) by decisions, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting, or

(d) by policy document,

to be done by the society at a general meeting.

17 The actions of the directors are subject to

(a) all laws affecting the society,

(b) these bylaws,

(c) decisions, not being inconsistent with these bylaws, that are made by the society in a general meeting, and

(d) policy documents.

18 A decision made by the society in a general meeting does not invalidate a prior act of the directors that would have been valid if that decision had not been made.

19 The society's membership will elect the directors at a general meeting, and the election process is described in a policy document.

20 A director ceases to be a director at the first general meeting of the society after two years has passed since that director's most recent election. If the former director would like to continue serving as a director, they immediately become a candidate for election and this election must be held at that same general meeting. If other items of business are to be considered at the general meeting before elections are held, the director continues to be a director until the moment immediately preceding elections.

21 A director may resign from being a director at any time by submitting their letter of resignation to all of the other directors.

22 (1) A director may be removed from being a director if the members so decide at a general meeting.

(2) The director who is the subject of the proposed removal must be given notice of the proposed removal at least two weeks before the date of the general meeting where the removal will be considered. This notice must include an explanation of the reasons for the proposed removal.

(3) The director who is the subject of the proposed removal must be given an opportunity to be heard at the general meeting before the resolution to remove them is decided upon.

(4) The procedure by which a director may be removed from office is outlined in a policy document.

- 23 (1) The minimum number of directors is three.
- (2) If at any time there are only two directors, the existing directors must appoint a member as an interim director, notify the membership of their appointment, and declare a general meeting as soon as possible.
- (3) If at any time there is only one director, the existing director must appoint two members as interim directors, notify the membership of their appointment, and declare a general meeting as soon as possible.
- (4) If at any time there are no directors, three members must appoint themselves as interim directors, notify the membership of their appointment, and declare a general meeting as soon as possible.
- (5) Interim directors cease to be an interim director at the first general meeting after their appointment. If the interim director would like to serve as a director, they immediately become a candidate for election and this election must be held at that same general meeting. If other items of business are to be considered at the general meeting before elections are held, the interim director continues to be an interim director until the moment immediately preceding elections.

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

Part 4 — Meetings of the Directors

25 The directors may meet at the places and times they think fit to conduct business, and may also discuss business via email.

26 Any director may request a meeting of the directors at any time as long as all directors are given at least twenty four hours notice of the meeting. This notice may be waived if all of the directors agree.

27 The secretary, at the request of any member, must convene a meeting of the directors with that member, to be held within one month of the date the request was made.

28 The quorum for a meeting of the directors is half of the directors then in office.

29 (1) When a question, issue, policy, decision or resolution is proposed or discussed at a meeting of the directors, the directors present must attempt to reach consensus.

(2) If consensus cannot be reached, decisions may be made by a majority of votes. Each director is entitled to one vote. In the case of a tie vote, the proposed resolution does not pass.

(3) If at least one director is absent from a meeting where a vote is required, the vote may only be held when all of the directors have had at least three days notice on the matter being decided upon. This notice may be waived if all of the directors agree.

(4) Details of the decision making process at meetings of the directors are described in a policy document.

30 Directors may invite or allow other people to attend and participate in their meetings. These attendees may take part in discussion and consensus building, but in the event that a vote is required, they are not entitled to vote.

31 A decision put into writing, 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.

Part 5 — Officers

32 One director must be the society's treasurer. The treasurer must do the following:

(a) keep the financial records, including books of account, necessary to comply with the Society Act;

(b) ensure that the society complies with all other legal requirements relating to finances including taxes and business licenses;

(c) render financial statements to the directors, members and others when requested or required;

(d) fulfill the treasurer's other duties and responsibilities as described in a policy document.

33 One director must be the society's secretary. The secretary must do the following:

(a) conduct the society's correspondence with the Province of British Columbia as required by the Society Act;

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

(c) write agendas for and keep minutes of all meetings of the society and directors;

(d) maintain all records and documents of the society except those required to be maintained by the treasurer;

(e) admit new members to the society and maintain the society's register of members;

(f) fulfill the secretary's other duties and responsibilities as described in policy document.

34 The offices of treasurer and secretary may be held by a single person who is known as the secretary-treasurer.

35 If any officer is temporarily unable to fulfil their duties, one of the other directors must take their place.

Part 6 — Committees

36 From time to time, members of the society may form committees in order to do specific portions of the society's work.

37 The directors may delegate responsibilities to committees as they think fit. Each committee is required to conform to the mandate that the directors have determined for it. Each committee must make regular reports to the directors on its progress and activities.

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

39 (1) When a question, issue, policy, decision or resolution is proposed or discussed at a committee meeting, the members present must attempt to reach consensus.

(2) If consensus cannot be reached, questions will be forwarded to the directors to decide.

(3) Details of the decision making process at committee meetings are described in a policy document.

Part 7 — Borrowing

40 The society may not borrow any monies except as detailed in the Society Act.

Part 8 — Auditor

41 If the society is required or resolves to have an auditor, this auditor must fulfil all of their requirements and responsibilities as described in the Society Act.

42 A director or regular employee of the society must not be its auditor.

43 The procedures by which an auditor assumes and is removed from office is outlined in a policy document.

44 The auditor may attend and must be given notice of general meetings.

Part 9 — Notice

45 “To submit,” “to notify,” or “to give notice” means to communicate in writing through any of the following means:

- (a) an email sent to the member’s registered email address – notice sent by email is deemed to have been given immediately, and in proving that notice has been given, a copy of the email must be kept on file electronically by the secretary;
- (b) a letter printed on paper and mailed to the member’s registered postal address – notice sent by mail is deemed to have been given on the date postmarked on the letter’s envelope, and in proving that notice has been given, a copy of the letter must be kept on file by the secretary;
- (c) a letter printed on paper and handed to the member in person – notice given in person is deemed to have been given immediately, and in proving that notice has been given, a copy of the letter must be kept on file by the secretary.

46 “Registered email address” and “registered postal address” mean the email address and postal address provided at the time the member joined the society, unless the member has provided the secretary with an updated email or postal address, in which case it means the latest email or postal address that the member has provided.

Part 10 — Bylaws

47 On being admitted to membership, each member must be referred to an electronic copy of the constitution and bylaws of the society.

48 These bylaws may be altered in the manner described in the Society Act.

Part 11 — Interpretation

49 (1) In these bylaws, unless the context otherwise requires:

- (a) “**members**” means the members of the society for the time being;
- (b) “**directors**” or “**board of directors**” means the directors of the society for the time being;

(c) “**officers**” means directors who have a special set of responsibilities within the society;

(d) “**Society Act**” means the Society Act of British Columbia from time to time in force and all amendments to it;

(e) “**policy document**” means a written rule, decision, resolution or policy that has been approved and agreed upon by the board of directors and placed with the minutes of the directors.

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

50 Words importing the singular include the plural and vice versa.