CONSTITUTION AND BYLAWS

As on file with Province of British Columbia, as per Societies Act
Date of incorporation September 25, 1967
Society Certificate No. S7793
Most recent amendment date: August 29, 2026

CONSTITUTION

NAME The name of the Society is Timberlane Fine Arts Association

PURPOSES The purposes of the Society are:

(a) Promotion of fine arts and crafts
(b) Fostering appreciation of arts in the community
(c) Encouragement of good fellowship among the members

BYLAWS of Timberlane Fine Arts Association (the “Society”)

Part 1 – Definitions and Interpretation

1.1 In these Bylaws:

“Act” means the *Societies Act* of British Columbia as amended from time to time; “Board” means the directors of the Society;
“Bylaws” means these Bylaws as altered from time to time;
“Special resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

1.4 The operations of the Society are to be chiefly carried out in the City of Powell River and qathet Regional District in the Province of British Columbia.

Part 2 – Members

2.1 Membership in the Society shall be open to all, regardless of race, colour or creed. This provision was previously unalterable.

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.3 Membership annual dues, fees, and assessments for all members shall be determined by the Board.

2.4 All membership annual dues, fees, and assessments shall be payable September 1 for the ensuing year.

2.5 When a proposed member applies to join, the member shall pay the membership fee for the balance of the year, or such other amounts as may be set by the Board.

2.6 A member is not in good standing if the member fails to pay the member's membership annual dues, fees, and assessments, if any, and the member is not in good standing for so long as those dues remain unpaid.

2.7 A member who is not in good standing

(a) may not vote at a general meeting,

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members

(c) may not use the Society's facilities

2.8 A person's membership in the Society is terminated if the person is not in good standing for six (6) weeks.

2.9 The Society shall have the power, by vote of three fourths (3/4) of the Board to expel or suspend any member whose conduct shall have been determined to be improper or unbecoming or likely to endanger the interests or reputation of the Society, or who willfully commits a breach of the Constitution and/or Bylaws. No member shall be expelled, suspended or otherwise disciplined without seven (7) days prior notice of the complaint or charge in writing. An appeal from the ruling of the Board may be taken to a general meeting by special resolution (Refer to 3.3).

2.10 A member may resign by notice in writing and the resignation shall be effective upon acceptance by the Board. In case of resignation, a member shall remain liable for any outstanding dues, fees, or assessments.

Part 3 – Meetings of Members

3.1 A general meeting must be held at the time and place, in accordance with the Act, that the Board determines.

3.2 The Annual General Meeting shall be held not more than six (6) months from the August 31 fiscal year end, and at least annually.

3.3 A general meeting to discuss a special resolution shall be held at the call of the Secretary at any time on receiving direction from the Board or on a requisition signed by not less than five (5) members of the Society. A minimum of seven (7) days notice of such a meeting shall be given to each member. The notice must state the nature of the special resolution in sufficient detail to permit a member to form a reasoned judgment concerning the resolution.

3.4 **Ordinary business** at a general meeting is the following:

a) adoption of rules of order
b) consideration of any financial statements of the Society presented to the meeting c) consideration of the reports, if any, of the directors or members
d) election or appointment of the directors
e) appointment of an accountant to prepare annual financial statements, if any f) business arising out of a report not requiring the passing of a special resolution

3.5 The **order of business** at a general meeting is as follows:

a) elect an individual to chair the meeting, if necessary
b) determine that there is a quorum
c) approve the agenda
d) approve the minutes from the last general meeting
e) deal with unfinished business from the last general meeting
f) if the meeting is an annual general meeting,
    i) receive the directors' report on the financial statements of the Society for the previous financial year
    ii) receive any other reports of activities and decisions since the previous annual general meeting
    iii) elect or appoint directors, and
    iv) appoint an accountant, if any
g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting
h) terminate the meeting

3.6 The president is entitled to preside as the chair of a general meeting. If the president is unable to preside as the chair, one of the other directors present at the meeting is entitled to preside.

3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an alternate chair from the individuals present at the meeting to preside as the chair.

3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

3.9 The **quorum** for the transaction of business at a general meeting is **ten (10) voting members** present, except where the membership is twenty-five (25) members or less; this quorum shall be thirty-three and one-third (33 1/3) percent of the membership.

3.10 If, within 30 minutes from the time set for holding a general meeting, there is a lack of quorum, a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

3.11 If, at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.12 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.13 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.14 No error, omission in giving notice of any meeting or any such adjourned meeting shall invalidate such a meeting or make void any proceeding taken, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all business transacted.

3.15 Each member of the Society in good standing shall have one (1) vote at general meetings.

3.16 At a general meeting voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if before or after such a vote 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot.

3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.18 Voting by proxy is not permitted.

Part 4 - Directors

4.1 The Society must have no fewer than three and no more than eight directors.

4.2 At each annual general meeting the members entitled to vote must elect or appoint the directors.

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, suspension, expulsion, death or incapacity of a director during the director's term of office. A director who is absent without reasonable excuse for 3 or more meetings shall be asked to resign.

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.5 The qualification of a director shall be coincident with qualification for membership. A director ceases to be a director at the time he or she ceases to be a member of the Society.

4.6 The directors shall have and exercise all powers of the Society as fully and completely as the Society could in general meetings, subject to the provision of the Act.

Part 5 – Board Positions

5.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position: President (Chair), Vice President (Vice Chair), Secretary, Treasurer, Past President, and Director(s) at Large.

5.2 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The president will preside at all meetings, and enforce the Constitution and the Bylaws.

5.3 The vice president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

5.4 The secretary is responsible for doing, or making the necessary arrangements for, the following: a) issuing notices of general meetings and directors' meetings
b) taking minutes of general meetings and directors' meetings
c) keeping the records of the Society in accordance with the Act
d) conducting the correspondence of the Board
e) filing the annual report of the Society and making any other filings with the registrar under the Act.

5.5 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

5.6 The treasurer is responsible for doing, or making the necessary arrangements for the following: a) receiving and banking monies collected from the members or other sources b) keeping accounting records in respect of the Society's financial transactions
c) preparing the Society's financial statements
d) making the Society's filings respecting taxes (if any)

5.7 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Part 6 – Directors' Meetings

6.1 A directors' meeting may be called by the president or by any 2 other directors.

6.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

6.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

6.4 The directors may regulate their meetings and proceedings as they think fit.

6.5 The quorum for the transaction of business at a directors' meeting is three (3).

Part 7 – Other matters

7.1 Custody and Use of Seal

The Board shall appoint one director, generally the Secretary, to be custodian of the Seal. The President and Secretary, or other such appointed director, shall affix the seal of the Society to any document of the Society requiring the same.

7.2 Signing Authority

A contract or other record to be signed by the Society must be signed on behalf of the Society a) by the president, together with other director

b) if the president is unable to provide a signature, by the vice president together with one other director

c) if the president and vice president are both unable to provide signatures, by any 2 other directors, or

d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society

7.3 Remuneration of directors

These Bylaws do not permit the Society to pay a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

7.4 Borrowing

For the purpose of carrying out the objectives of the Society, the Board may borrow or raise or secure the payment of money in such a manner as they think fit and in particular for the issue of debentures, provided the debentures shall not be issued without the sanction of a special resolution of the Society.

7.5 Financial Statement preparation

The Board shall have the annual financial statements of the Society prepared by a Chartered Professional Accountant for such a period as the Board may determine.

7.6 Inspection of Records and Books

The books and records of the Society may be inspected by application to the Board from two (2) or more members at any reasonable time at the Society's premises.

7.7 The fiscal year of the Society shall be from September 1 to August 31.

7.8 Alteration of Constitution and Bylaws

The Constitution and Bylaws shall not be altered or added to except by a special resolution of the Society in accordance with the Act (Part 2, Division 4).