SOCIETY ACT

"ARROWSMITH" POTTER'S GUILD CONSTITUTION"

1. The name of the Society is "The Arrowsmith Potter's Guild"

2. The purposes of the Society are:
    a) To promote, assist and improve the education of the public and the society in ceramic arts and ceramic art work and the education and training of ceramics artists and students;
    b) The dissemination of knowledge and information concerning quality, design and excellence in ceramic art;
    c) The maintenance and improvement of standards in ceramic art;
    d) The establishment of workshops, seminars and training activity, together with educational institutions, where the skill in artistry in ceramic arts may be learned and practiced;
    e) The establishment of affiliated organizations or centres for ceramic arts for the furtherance of the Society's activities and objects;
    f) The sponsorship, arrangement and promotion of exhibitions, shows, meetings, workshops, lectures and classes;
    g) The promotion and encouragement in organizing of research design and experimental work in ceramic art;
    h) To affiliate or become affiliated with any charitable body having similar objects or purposes as a Society. To do all such acts or things as are incidental to the attainment of the objects of the Society.

3. The operations of the Society are to be chiefly carried on in the area known as Central Vancouver Island.

4. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same or similar purposes of this Society, meaning a non-profit registered Arts Society at the direction of the board, and agreed upon by the members of the Society at the time of winding up or dissolution.

5. The above purpose of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes and all of the above purposes shall be carried out on an exclusively charitable basis.

6. No Director or Officer shall be remunerated for being or acting as a Director or Officer but a Director or Officer may be reimbursed for all expenses necessarily and reasonable incurred by him(her) while engaged in the affairs of the Society.

7. Paragraphs 3, 4, 5, and 6 of the Constitution are unalterable in accordance with the Society Act.

BY-LAWS

Here set forth, in numbered clauses, are the By-Laws provided for the matters referred to in Section 6(1) of the Society Act and any other By-Laws.

PART 1 – INTERPRETATION

1. In these By-Laws, unless the context otherwise requires,
a) "Directors" means the directors of the Society for the time being;
b) "Society Act" means the Society 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 his (her) address as recorded in the register of members;
d) "Term" means the time between the annual general meeting and the immediate next general meeting;
e) "Officer Term" has the same meaning as "Term";

2. The definition in the Society Act on the date these By-Laws become effective apply to these By-Laws.
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 may apply to the Board of Directors or their designate and upon acceptance by the Directors or their designate, the person becomes a member.

5. Every member shall uphold the constitution and comply with these By-Laws.

6. The Directors may determine the membership dues, if any.

7. A person shall cease to be a member of the Society
a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivery to the address of the Society at:
600 Alberni Highway, Parksville, B.C. V9P 1J9.
OR BY ELECTRONIC MAIL to the active e-mail address.
b) on his death or in the case of a corporation on dissolution, or
c) on being expelled, or
d) on having been a member not in good standing for a period of twelve (12) consecutive months.

8.
a) A member may be expelled by a special resolution of the members passed at a general meeting.
b) The notice of special resolution for the expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
c) The person who is the subject of the proposed resolution for the 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 his current annual membership fee or other subscription or debt due and owing by him to the society.

PART 3 – MEETINGS OF MEMBERS

10. The Annual General Meetings of the members of the Society shall be held in the month of October in every calendar year, at such time and place as may be prescribed by the Directors, or, in default, at such time in the month of November and at such place as the Directors shall appoint. In default of the meetings being so held, the meeting may be convened by 10% of the members in the same manner, as nearly as possible, as that in which the meetings are to be convened by the Directors.

11. The Annual General Meetings shall be called ordinary meetings, and all other general meetings shall be called extra-ordinary meetings.

12. The directors may, whenever they see fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened by the directors on the requisition of members of the Society, or, in default, may be convened by the requisitionists, representing at the date of the deposit of the requisition 10% or more of the membership of the Society as at the date of the deposit.

13. The requisition shall state the objects of the meeting, and shall be signed by the requisitionists and deposited at the address of the Society, and may consist of several documents in like form, each signed by one or more of the requisitionists. If the directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one-half of the total of all of them may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

14. If at any time there are not sufficient directors capable of acting to form a quorum, any 3 Directors or 10% of the members of the Society may convene an extraordinary meeting.

15. Any meeting convened by the requisitionists or by any 3 Directors or 10% of the members of the Society shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors.

16. Whether or not a special resolution is to be proposed at a general meeting, notice of not less than 21 days (exclusive of the day in which the notice is given whether personally delivered, mailed or electronically mailed), specifying the place, the day, and the hour of the meeting, and , in case of special business, the general nature of that business shall be given of such meeting in manner hereafter mentioned, whether previous notice thereof has been given or not, to all members at their last known address; but the accidental non-receipt of the notice by any member shall not invalidate the proceedings at any general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETING

17. Special business shall be all business that is transacted at an extraordinary meeting and all that is transacted at any ordinary meeting, with the exception of sanctioning the consideration of the accounts, balance sheets and the ordinary report of the Directors and auditors, the appointment of and the fixing of the remuneration of the auditors ***IF REQUIRED*** and business for which by these By-Laws no notice is required to be given.

18. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided a quorum shall be members present not being less than 5% of the membership of the Society, but never less than three (3) persons.

19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of the members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

20. The President, or in his absence the first Vice-President or other Director, of the Society, shall preside as chairman at every general meeting of the Society, but if at any meeting neither of them or any Director is present within fifteen minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the members present shall choose someone of their numbers to be.

20.1 ***IN THE EVENT THE SECRETARY IS NOT PRESENT, ANOTHER DIRECTOR SHALL PRESIDE AS THE SECRETARY AT EVERY GENERAL MEETING, BUT IF AT ANY MEETING AN ALTERNATE DIRECTOR IS UNAVAILABLE OR UNWILLING THE MEMBERS PRESENT SHALL CHOOSE SOMEONE OF THEIR NUMBERS TO BE SECRETARY.***

21. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or in or on the declaration of the result of the show of hands) demanded by at least one member entitled to vote, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on show of hands, been carried, or carried unanimously, or be a particular majority, or lost, and an entry thereof in the minute book of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

22. If a poll is duly demanded it shall be taken at that time and in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. A member of the Society is entitled to attend any general meeting.

24. Subject to the Constitution and to these By-laws, in a show of hands or on a poll every member shall have one vote.

25. 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

26. 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 By-laws, which are made from 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.

27. 1) The President, First Vice-President, Secretary, Treasurer and one or more appointed upon incorporation or as determined by the members shall be officers of the Society.

2) An officer must be a Director and ceases to be an officer when he ceases to be a Director.

3) A majority of those Directors shall form a quorum for the transaction of business, unless the Directors from time to time by resolution set some other number as a quorum in which event the number so set shall be the quorum.

28. 1) The number of Directors shall be seven (7) and one alternate.

29. 1) (a) The Directors elected at any annual general meeting shall hold office for ***ONE (1) YEAR.*** At each annual general meeting Directors shall be elected to replace those retiring. At each annual general meeting two (2) of the Directors shall retire from office. A retiring Director is eligible for re-election.

(b) ***The President must remain as a Director in the role of Past President for a term of one (1) year.***

(c) When there is no President to take the position of Past President, at least one Director must serve another term to help provide continuity with the new Board.

2) If a vacancy occurs on the Board of Directors it may be filled by ***APPOINTMENT BY*** THE Directors but any person so appointed shall retain the office only until the next annual general meeting. The vacancy thereby created shall be filled in accordance with Section 29(1).

3) All Directors must be a member of the Society.

4) If at any time at which an election of Directors ought to take place the vacant places are not filled up, the vacating Directors shall be deemed to have been re-elected.

5) No Director or Officer shall be remunerated for being or acting as a Director or Officer but a Director or Officer may be reimbursed for all expenses incurred by him while engaged in the affairs of the Society (as per paragraph 6 of the Constitution).

30. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by them as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Society, but for no other purpose.

31. 1) The office or Director shall ipso facto be vacated if, in the opinion of the Board of Directors, the Director:

32. 1) a) by notice in writing to the Society resigns his office; or
b) Is incapacitated or unable to act as a Director.
2) If a Director acts in a manner which is detrimental to the interest of the Society the Directors of the Society can, by majority vote, remove the said Director from office until a special meeting of the Society can be convened to consider the Director's behaviour, such meeting to take place within eight weeks of his/her removal.

33. The Society may from time to time by special resolution remove any Director before the expiration of his period of office, and may elect another member in his stead.

34, a) The Board of Directors shall choose the officers from their number immediately following the annual general meeting.
b***) If no member of the Board is willing to take on a particular Officer position after the elections, the directors will either appoint a group of directors to share that position, or the whole Board will agree to share in fulfilling the duties of that Officer position.***

c) If a member of the Society agrees to fill an officer position that has not been filled, the Board members will be polled to see if one wishes to vacate their position. If that occurs, the remaining board members can appoint the member as a Board member and then the member will also take on the vacant officer position. If none of the existing board members wish to resign, the member will be nominated at the next annual general meeting when elections are being held

PART 7 – DUTIES OF OFFICERS

34. 1) The President ***OR DESIGNATE*** shall preside at all meeting of the Society and the Directors unless the members or Directors otherwise decide, shall preserve order in the Society and apply and enforce the By-laws of the Society;

2) The President is the Chief Executive Officer of the Society;

3) The President ***OR DESIGNATE*** shall appoint members of the Board of Directors to all committees, approve all accounts, bills or commitments against the Society before payment, countersign all cheques and other orders for payment of money by the Society;

4) The President ***OR DESIGNATE*** shall be an ex officio member of all committees;

5) The President ***OR DESIGNATE*** shall watch over assets and records of the Society and perform such other acts and duties as may be incident to his office and properly required by him from time to time by the Board of Directors.

35. The Vice-President shall carry out the duties of the President during his absence.

36. The Secretary ***OR DESIGNATE*** shall:

1) conduct the correspondence of the Society;
2) issue notice of meetings of the Society and Directors,
3) keep minutes of all meetings of the Society and Directors,
4) have custody of all records and documents of the Society except those required to be kept by the Treasurer,
5) have custody of the common seal of the Society, and
6) maintain the register of members, including the name, address, occupation, date of admission, date of cessation of membership and category of membership.

37. The Treasurer ***OR DESIGNATE*** shall:

1) Keep in accordance with sound accounting principles and at all reasonable times as required, exhibit accurate records of all the income, expenditures, assets and liabilities of the Society and control the same under direction from the Board of Directors and an Auditor as required;
2) collect and account for all membership fees and annual dues and keep accurate records thereof;
3) deposit all receipts of cash and cheques in the bank of the Society and draw cheques for payment of the liabilities and expenditures of the Society and sign such cheques with the President or a Director so authorized by the board of Directors.

PART 8 – PROCEEDINGS OF DIRECTORS

38. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

39. The Secretary may, and the Secretary on the requisition of two or more Directors shall, at any time summon a meeting of the Directors.

40. The President of the Society, shall by the Chairman of the Board of Directors. If at any meeting the President or Vice-President are not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.

41. The Directors may delegate any of their powers to a committee or committees consisting of such member or members of their body and others as they think fit. Any committee so formed shall in the exercise of powers so delegates conform to any regulations that may be imposed on it by the Directors.

42. A committee may elect a Chairman and if no such Chairman is elected, or if at any committee meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same the members present may choose one of their number to be Chairman of the meeting.

43. The members of the Committee may meet and adjourn as they think proper. Questions arising at any committee meeting shall be determined by a majority of votes of the members present and in case of equality of votes the Chairman shall have a second or casting vote.

44. All acts done by and meeting of the Directors or of a Committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

45. Notwithstanding anything in the By-Laws contained relating to resolutions by the Directors, a resolution in writing signed by all Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and such resolutions shall be entered in the minute book of the Society. Such a resolution may be in counterparts each signed by one or more Directors.

46. A member of the Directors shall:
a) act honestly and in good faith and in the best interests of the Society;
b) exercise the care, diligence and skill of a reasonable and prudent person, in exercising power and performing functions as a member of the Directors.

47. A member of the Directors who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his interest to each member of the directors and otherwise comply with the requirements of the Society Act.

48. The Directors ***OR DESIGNATE*** shall enter in the register the names of Applicants for incorporation and the name of every other person admitted as a member of the Society together with the following particulars of each:
a) the name and residence address;
b) the date on which a person is admitted as a member;
c) the date on which a person ceases to be a member.

49. The Directors shall prepare all reports including financial reports required by law to be prepared by the Society for the Annual Meeting.

50. The directors shall on behalf of the Society file all financial reports and other reports that have to be filed after the Annual Meeting as required by the Society Act and Income Tax Act or other law.

51. The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

52. The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
a) all money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;
b) every asset and liability of the Society;

c) every other transaction affecting the financial position of the Society.

PART 9 – BORROWING

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

PART 10 – SEAL

54. The Directors shall provide for the safe custody of the common seal of the Society which shall not be affixed to any instrument except in the presence of:

a) the President and one other Director; or

b) any one or more of the Directors of the Society as may be authorized from time to time by resolution of the Board of Directors.

PART 11 – AMENDMENTS OF THE CONSTITUTION AND BY-LAWS

55. The Constitution and By-laws shall not be altered or added to except by a special resolution of the Society. For these purposes "special resolution" shall mean a resolution passed by a 75% majority of the members present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution has been given in writing to members at least 21 days prior to such meeting.

PART 12 – INSPECTION

56. All books, accounts and records of the Society shall be open for inspection by the Directors at all reasonable times, and for inspection by members of the Society upon application to the President or the Secretary ***OR DESIGNATE*** at such reasonable times and places as the Board of Directors shall deem fit.

PART 13 – AUDITORS

57***. IF AND WHEN THE SOCIETY BECOMES A REPORTING SOCIETY AS DEFINED BY THE SOCIETY ACT***, the accounts of the Society shall as soon as practicable after the end of each fiscal year be examined and their correctness ascertained by one or more auditor or auditors who shall be appointed annually at the Annual General Meeting.

PART 14 – GENERAL

58. Where the context so permits, words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include the female and words importing persons shall include bodies corporate.

PART 15 – NOTICES TO MEMBERS

59. A notice may be given to a member, either personally, by mail, ***OR ELECTRONICALLY*** to him at his registered address.

60. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle, ***OR PROPERLY ADDRESSED ELECTRONICALLY AND EMAILED.***

61. 1) Notice of a meeting will be given to:
a) every member ***IN GOOD STANDING*** shown on the register of members on the day notice is given, and
b) the Auditor, if Part 13 applies.

2) No other person is entitled to receive a notice of general meeting.

PART 17 – BY-LAWS

62. After being admitted a member is entitled to a copy of the Constitution and By-olaws upon paying the sum ***of $5, OR NO FEE FOR AN ELECTRONIC COPY.***

PART 18 – PROXY VOTING

63, Unless the Directors otherwise determine, the instrument appointing a proxy holder, and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting of which the proxy holder proposes to vote, or shall be deposited with the Chair of the meeting prior to the commencement of the meeting.

64. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the members or revocation of the proxy or of the authority under which the proxy was executed, provided no intimation in writing of the death, incapability, or revocation has been received at the registered office of the |Society or by the Chair of the meeting before the vote was given.

65. Unless, in the circumstances, the Society Act requires another form of proxy, an instrument appointing a proxy holder, whether for a specified meeting or otherwise, shall be in the form following or in any other form that the Directors shall approve.

The undersigned hereby appoints
_____ of _____

(or failing him/her) _____ of _____ as proxy for and on behalf of the undersigned to attend at and vote for an on behalf of the undersigned at the General Meeting of the Society to be held on the _____ day of _____, _____

Signed this _____ day of _____, _____

66. A proxy is valid for only one meeting or any adjournment thereof.