

WePress

**NOTICE OF 2019 ANNUAL GENERAL MEETING
of the
WePress Community Arts Space Society**

**Sunday, March 3, 2019 at 2:30 pm
9 W. Hastings Street, Vancouver, BC V6B 1G4
on the unceded and occupied Coast Salish territories of the
xʷməθkwəy̓əm (Musqueam), Sk̓wx̓wú7mesh (Squamish),
and səliłwətaʔt (Tsleil-Waututh) Nations**

1. Call to Order of the Third AGM of the WePress Community Arts Space Society
2. Approval of the Agenda
3. Approval of the 2017 AGM and 2018 AGM minutes
4. Report of the President/Board/Administrators for 2018, including plans for 2019:
Acceptance
5. Treasurer's Report – presentation of the 2018 Financial Statements for approval and
sharing of 2019 budget: Acceptance
6. Approval of Special Resolution –
Motion: Move to adopt the draft Bylaws as submitted in the AGM package.
7. Appointment of Quantum Accounting Services Inc. to prepare Financial Statements for
the year ending December 31, 2019
8. Nominations Committee Report (minimum of 3):
 - a. Call for additional nominations
 - b. Election/confirmation of board (ballot of election or motion if acclimation)
9. Other business arising from the AGM
10. Adjournment

A Vancouver Downtown Eastside Community Arts Space on the occupied territories of the
xʷməθkwəy̓əm (Musqueam), Sk̓wx̓wú7mesh (Squamish), and səliłwətaʔt (Tsleil-Waututh) Nations

9 W. HASTINGS STREET, VANCOUVER, BC V6B 1G4

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**MINUTES OF 2018 ANNUAL GENERAL MEETING
of the
WePress Community Arts Space Society**

Sunday, June 3, 2018

1:30 pm to 2:00 pm

**9 W. Hastings Street, Vancouver, BC V6B 1G4
on the unceded and occupied Coast Salish territories of the
xʷməθkwəy̓əm (Musqueam), Skwxwú7mesh (Squamish),
and səliłwətaʔt (Tsleil-Waututh) Nations**

Present: Tresa Nelson; Linda Peng; Koko Yamamoto; Maria Stanciulescu; Hetaher Pelles; Gurui; Aman Chandi; Gregor Reid; Diane Kadota; Diane Wood; Emily Riddle; Kathy Shimizu; Cara Seccafien; Linda Uyehara Hoffman; Michael Clague; Nina Yañez; Shauna Butterwick; Shirley Lum; Karen Ward

Chair: Michael Clague

Minutes: Kathy Shimizu

Start time: 1:30 pm

1. Call to Order of the Second AGM of the WePress Community Arts Space Society
 - a. Names, acknowledgement
2. Approval of the Agenda
 - a. Add approval of Minutes of 2017 AGM
 - b. Moved by Diane Kadota, seconded by Tresa Nelson `
3. Approval of Minutes from 2017 AGM
 - a. Moved by Linda Uyehara Hoffman, Seconded by Diane Kadota
4. Report of the President/Board for 2017: Acceptance
 - a. Moved by Emily Riddle; Seconded by Tresa Nelson
5. Treasurer's Report – presentation of the 2017 Financial Statements for approval and sharing of 2018 budget: Acceptance
 - a. Moved by Diane Kadota; Seconded by Cara Seccafien
 - b. Notes:
 - i. We are financially sustainable for the next two years and our goals include longer-term financial planning.

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- ii. Projected earned revenue (6%) is very conservative because we are trying to decide if this is a priority for us. The business plan with Lori may affect this. It could be good to aim for at least 15%.
 - iii. Vancouver Foundation is matching grant; so we have to raise \$75,000 to match.
- 6. Appointment of Quantum Accounting Services Inc. to prepare Financial Statements for the year ending December 31, 2018
 - a. Moved by Cara Seccafien; Seconded by Tresa Nelson.
- 7. Nominations Committee Report (minimum of 5):
 - a. Call for additional nominations
 - i. Shauna Butterwick; Michael Clague; Ann Hepper; Diane Kadota; Shirley Lum; Emily Riddle
 - b. Election/confirmation of board (ballot of election or motion if acclimation)
 - c. Motion to Accept the Nominations: Kathy Shimizu moved; Tresa Nelson seconded.
- 8. Other business arising from the AGM
- 9. Adjournment
 - a. Motion to Adjourn: Emily Riddle moved; Kathy Shimizu Seconded.

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WePress Report for 2018

WePress acknowledges that its space is and activities take place on the unceded and occupied territories of the xʷməθkwəy̓əm (Musqueam), Skwxwú7mesh (Squamish), and səliłwətaʔ (Tsleil-Waututh) Nations.

WePress offers historic and contemporary methods of print- and art-making in a safe and welcoming space, particularly to those marginalized by systems of class, sexuality, gender, race, culture, disability, mental health, addictions, and colonization. We seek to support them to voice their stories, lived experience, and dreams, and to build community capacity and resilience through art-making.

Highlights of 2018

- 73 workshops were offered:
 - 59 free
 - 12 paid on a sliding scale
 - 2 co-presented
- Total of 208 hours of instruction for 775+ participants
- 39+ artists were paid \$33,000 in fees to lead workshops
- Over \$8,500 was paid in interpreter and documentation contract fees
- Workshop Topics include: painting, decoupage, letterpress printing, Queering Selfies (3D printing, block printmaking, and letterpress), 3D printing, block printmaking, crazy quilt-making, button bracelet making, Coptic binding (bookmaking), life drawing, paper cut-outs, Chinese brush painting, collage, Star Blanket creation, fan-making, paper animal sculptures/piñatas, poetry, salmon-decorating, flower-making, fan-making, banner-making, and knitting.
- 5 free events attended by 520+ people
- 16+ new regular volunteers

Activities and Major Projects (see images on pages 3 and 4)

Neighbourhood Sketchbook Project

- Participants created and filled sketchbooks with artwork, and exhibited their sketchbooks at the end.
- Collaboration with Gallery Gachet and the Powell Street Festival Society
- Offered low-barrier art-making workshops to Downtown Eastside (DTES) and Chinatown community members who face multiple systems of marginalization. Dinner, art supplies, a \$20 honorarium, and Mandarin- and Cantonese-translation were provided at each workshop.
- Closed with an exhibition at Gallery Gachet.

Chinese Seniors Project

- Chinese Seniors and young Chinese Canadians worked with WePress to create ten inclusive, art-making workshops during which stories were shared and recorded. Connections were made between individuals and communities.
- Next steps are preparing the artwork and stories for publication. Project which will continue in 2019.

Organizational and Financial Sustainability and Development

- Continue to establish administrative systems and develop our Database.
- Working to finalize Business Plan with Lori Baxter Consulting.

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- Professional development workshops include Boundaries and Self Care, Trans 101, and Values Development. Professional Development will continue in 2019 with further Boundaries and Self Care workshops and Values workshops, as well as Mental Health First Aid, and Queer Competency.
- Continue to collaborate with Powell Street Festival Society to enhance their year-round presence in the Downtown Eastside through PSFS' Advocacy & Outreach Committee.
- Developed new and deepened existing working relationships with other organizations and individuals in the Downtown Eastside and beyond and collaborated on many other projects with new and existing partners.

In 2019, Looking ahead

- Complete *The Art & Stories of Chinese Seniors in Vancouver's Chinatown* project
- Indigenous Languages + Art Making Project: Received BC Arts Council to support project development and Emily Riddle to begin research and outreach this Spring.
- Improving Accessibility: Seeking funding for this.
- Resource Sharing Project: Staff will organize resource sharing sessions, based on experience participating in the Culture Saves Lives townhall, Disrupting Barriers panel and drawing inspiration from the Allied Media Conference (and related projects) in Detroit.
- Open Studio Sessions: Continue to run regular drop-in art sessions every Monday.
- Home is Where the Art Is: Making Art with People Where They're At (Collaboration with Gallery Gachet).
- Paid Workshops: WePress collective will continue to support local artists and work with them to improve our paid workshop format.

Many Thanks to Everyone Who Supported Us

Special Thanks to our Supporters: Cecily Nicholson, Anthony Meza-Wilson, Kristin Lantz, Micaela Kwiatkowski, and everyone at Gallery Gachet; Emiko Morita and everyone at the Powell Street Festival Society (PSFS); Eric Rhys Miller, Kelty McKerracher, and everyone at the Community Arts Council of Vancouver (CACV); Michael Flanigan, John Breckner, Gordon Reid, Herman Mah at BC Housing and David LePage and Shaugn Schwartz at Community Investment Real Estate; Brian McBay and 221A; and Cindy Patton, Janice Whitehead, Janice Wong, Shirley Lum, Sharyn Yuen, William Pope, Karen Ward, Margaret Nakamura, Judy Hanazawa, Linda Hoffman, Gregor Reid, Chick Rice, William Lim, and Janet Yeo.

Thank you to our funders and sponsors Vancouver Foundation, the Government of Canada's New Horizons for Seniors Program, City of Vancouver through a DTES Capital Grant and Cultural Services Community Arts Grant, BC Arts Council, Community Impact Real Estate, and Opus Art Supplies.

Thanks to everyone we worked with Aboriginal Front Door, BC Housing, Carnegie Community Centre & Oppenheimer Park, Community Arts Council of Vancouver, Culture Saves Lives, Gallery 221A, Gallery Gachet, Powell Street Festival Society, Qmunity, SFU's Vancity Office of Community Engagement, Vancouver Moving Theatre and DTES Heart of the City Festival, Yarrow Intergenerational Society for Justice, Ray-Cam Co-operative Centre, Queer ASL, náćá?mat ct Strathcona Branch of the Vancouver Public Library, and many others.

Thanks to all our volunteers - Too many to name!

Current Collective Members: aly de la cruz yip, Cara Secaffien, Helen Kang, Kathy Shimizu, Linda Hoffman, Nina Yañez

Current Board of Directors: Michael Clague (President), Emily Riddle (Vice President), Ann Hepper (Treasurer), Diane Kadota (Secretary), Shauna Butterwick, Shirley Lum.

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Top: (left to right) Sketchbook Project poster by Kathy Shimizu, Workshop photo's by Lenée Son.
 Bottom: Sketchbook Project show at Gallery Gachet (courtesy Gallery Gachet), Opening at Gallery Gachet by Tom Quirk.

Starblanket Medicine Mural Visions for our Community

Free Drop-In Workshops:

Thurs. Mar 8th, 5-8pm
 WePress - 9 West Hastings St.

Sat. Mar 17th, 1-3pm
 Carnegie Community Centre - 401 Main St.
 (3rd Floor Classroom)

Sun. Mar 18th, 1-3pm
 Oppenheimer Park - 400 Powell St.

Mon. Mar 26th, 6-8:30pm
 Cultural Sharing at Carnegie - 401 Main St.



Led by artist Jeska Slater, a series of community workshops to create Starblankets, to be installed at Carnegie Community Centre. Bring hopes and intentions for your community!

with support from:



Above: Starblanket Project poster by Nina Yañez. Center: Starblanket workshop photo's by Tom Quirk.



Above: Starblanket Project Installed at Carnegie Community Center, photo by WePress.

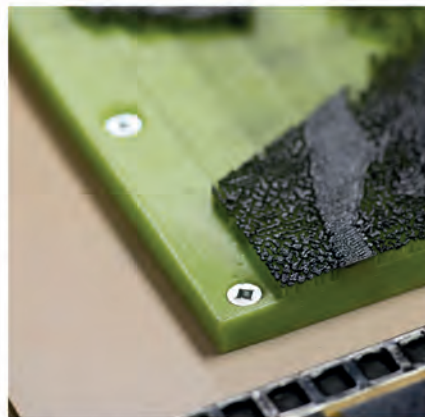


报名参加研讨会!

工作坊有艺术和讲故事。
我们将一起分享一顿饭。
你的故事将被记录。
艺术和故事将成为一本书。



Above: (left) Cover of info sheet for the Art & Stories of Chinese Seniors project by aly de la cruz yip and Meris Ngan Colby. (center + right) Art & Stories of Chinese Seniors workshop photo's by: Annette Cheung, Kayla Isomura, Lenée Son, Tracy Moromisato.



Above: 4 Colour CMYK test print using 3D printed letterpress plate's for Queering Selfies workshop.

Above: Selfie for Queering Selfies using a 3D printed letterpress plate.

Above: aly and Kathy running the letterpress for the Gallery Gachet, Mad Pride Parade sign making workshop.

WePress Community Arts Space Society

Financial Statements

December 31, 2018

Prepared by

Quantum Accounting Services Inc



NOTICE TO READER

We have compiled the Balance Sheet for WePress Community Arts Space Society as at December 31, 2018 and the Statement of operations for the year then ended from information provided by the management.

We have not audited, reviewed or otherwise attempted to verify the accuracy or completeness of such information. Readers are cautioned that these statements may not be appropriate for their purposes.

Quantum Accounting Services Inc.

Quantum Accounting Services Inc.

Vancouver, British Columbia
February 19, 2019

**WePress Community Arts Space Society
Statement of Financial Position
As at December 31, 2018**

	2018	2017
ASSETS		
Current Assets		
Cash (Note 1)	69,614	55,494
Accounts Receivable (Note 2)	2,374	4,487
Pre-paid Rent	-	636
Total Current Assets	71,988	60,617
TOTAL ASSETS	71,988	60,617
LIABILITIES		
Current Liabilities		
Accounts Payable (Note 3)	4,331	315
Total Current Liabilities	4,331	315
Other Current Liabilities		
Deferred Revenue (Note 4)	63,470	57,000
Total Current Liabilities	63,470	57,000
TOTAL LIABILITIES	67,801	57,315
EQUITY		
Earnings		
Retained Earnings Previous Year	3,302	2,696
Current Earnings	886	606
Total Earnings	4,187	3,302
TOTAL EQUITY	4,187	3,302
TOTAL LIABILITIES AND EQUITY	71,988	60,617

Approved by the Board:

Position: _____

Position: _____

Signature: _____

Signature: _____

WePress Community Arts Space Society
Statement of Operations
For the Year Ended December 31, 2018

	2018	2017
REVENUE		
Earned Revenue		
Workshop Fees, Rentals, and Other	10,668	11,585
Other	116	50
Total Earned Revenue	10,784	11,635
Fundraising		
Vancouver Foundation	69,000	28,000
In-Kind Donations (Note 5)	10,000	13,710
Donations	1,014	4,084
Total Fundraising	80,014	45,794
Public Funding (Note 6)		
Government of Canada New Horizons Seniors Program	14,955	-
BC Arts Council	10,500	-
City of Vancouver DTES Capital Grant	20,000	20,000
City of Vancouver Community Arts Grant	11,000	-
	56,455	20,000
TOTAL REVENUE	147,254	77,428
 EXPENSES		
Artist Salaries + Fees	35,917	6,597
Admin Salaries + Fees	10,781	6,067
Production Management Salaries	16,973	6,221
Organizational Development Salaries + Fees	23,818	8,295
Publicity Salaries + Fees	2,642	2,074
Technical Fees	6,909	-
Documentation Fees	1,669	-
In-Kind Administrative Fees	-	7,360
In-Kind Consulting	-	4,750
Programming Expenses	30,192	19,994
Rent	2,055	9,361
In-Kind Rent	10,000	1,600
Administrative Expenses	5,414	4,504
TOTAL EXPENSES	146,368	76,822
 NET INCOME	886	606

WePress Community Arts Space Society
Notes to 2018 Financials
At December 31, 2018

		2018
Note 1:	CASH	
	Cash balance is represented by the following:	
	Petty Cash	110
	Vancity Chequing Account	66,835
	Vancity Contingency Savings	2,615
	Vancity Membership Shares	5
	PayPal Account	49
	Total	<u><u>69,614</u></u>
Note 2:	ACCOUNTS RECEIVABLE	
	Workshop Fees	374
	Remainder of City of Vancouver DTES Capital Grant	2,000
	Total	<u><u>2,374</u></u>
Note 3:	ACCOUNTS PAYABLE	
	Payroll Deductions Payable	2,933
	WorkSafe BC	1,083
	Quantum Accounting	315
	Total	<u><u>4,331</u></u>
Note 4:	DEFERRED REVENUE	
	Vancouver Foundation	38,500
	Government of Canada New Horizons Seniors Program Grant	9,970
	BC Arts Council Arts-Based Community Development Grant	8,500
	City of Vancouver Community Arts Grant	6,500
	Total	<u><u>63,470</u></u>
Note 5:	In-Kind	
	Donations in-kind are valued at fair market value. Contributed services are only recognized when their fair value can be reasonably estimated. Both donated goods and services are recognized only when used in the normal course of the Society's operations and would otherwise have been purchased	
	Rent (through Community Impact Real Estate)	10,000
	Total	<u><u>10,000</u></u>

WePress Operating Budget for 2019		
EXPENSES		
Item	Subtotal	Notes
Artists' Contract Fees	\$ 35,772.00	
Artists' Salaries	\$ 5,650.00	
Artist fees in-kind	\$ 2,720.00	
Admin Salaries	\$ 12,084.00	
Admin Contract Fees	\$ 300.00	
Production Management Salaries	\$ 15,044.00	
Organizational Development Salaries	\$ 29,730.00	
Professional fees – (Chinese and ASL Interpreters, consultants)	\$ 22,529.00	
Photographer and Documentation Fees	\$ 1,100.00	
Volunteers - in-kind	\$ 400.00	
Art Supplies	\$ 1,915.00	
Equipment	\$ 300.00	
Venue Rental	\$ 2,100.00	
Rent in-kind (workshops)	\$ 480.00	
Snacks + Drinks	\$ 3,640.00	
Transportation	\$ 100.00	
Subscriptions	\$ 450.00	
Book Printing	\$ 5,000.00	
Print Promo	\$ 880.00	
Website, Social Media	\$ 400.00	
Website in-kind	\$ 400.00	
Rent	\$ 2,255.00	
Rent in-kind (BC Housing)	\$ 10,000.00	
Office Supplies	\$ 950.00	
Utilities	\$ 1,500.00	
Accounting + Legal Fees + Licences	\$ 550.00	
Insurance	\$ 915.00	
Equipment Rental/Maintenance/Repairs	\$ 1,040.00	
Contingency	\$ 2,400.00	
TOTAL PROJECT EXPENDITURES	\$ 160,604.00	

WePress Operating Budget for 2019		
REVENUE		
Source of Funds	Subtotal	Funding Status
EARNED REVENUE		
Workshop Fees	\$ 4,570.00	
Partnerships fees	\$ 5,038.00	\$3,038 confirmed
PUBLIC SECTOR REVENUES		
New Horizons Seniors Program Grant	\$ 9,970.00	confirmed
BC Arts Council Arts-Based Community Development Grant	\$ 8,500.00	confirmed
BC Arts Council Community Development Grant	\$ 10,000.00	confirmed
City of Vancouver Community Arts Grant	\$ 16,500.00	\$6500 confirmed
BC Community Gaming Grant	\$ 15,000.00	
BC Housing rent in-kind	\$ 10,000.00	confirmed
PRIVATE + OTHER REVENUE		
Vancouver Foundation	\$ 75,966.00	confirmed
Corporate & Individual Donations	\$ 1,500.00	
Artist Volunteers in-kind	\$ 2,880.00	
Website in-kind	\$ 400.00	
Venue Rental in-kind	\$ 180.00	
Bank Interest	\$ 100.00	
TOTAL PROJECT REVENUE	\$ 160,604.00	

Schedule B Bylaws (*Society Act 1996*)

Bylaws of WePress Community Arts Space Society

Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - "directors"** means the directors of the society for the time being;
 - "Society Act "** means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - "registered address"** of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 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 become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 **The amount of the annual membership dues, if any, must be determined by the Board.**
- 7 A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or

(d) on having been a member not in good standing for 12 consecutive months.

- 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 must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion must 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 or her 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 of Members

- 10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- 13 (1) Notice of a general meeting must specify the place, day and hour of the 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 that meeting.
- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must 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, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (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;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not 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 then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that 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, must be terminated, but in any other case, it must 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 bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.
- 20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does 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 must be considered 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 the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25 The Society must have no fewer than 3 and no more than 11 directors.**
- 26 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
 - (3) An election may be by acclamation, otherwise it must be by ballot.
 - (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 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 annual general meeting of the society, but is eligible for re-election at the meeting.
- 28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 29 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

30 A director must not be remunerated for being or acting as a director but a director must 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

31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a 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 must choose one of their number to be the chair of the meeting.

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

35 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 constituted, if a quorum of the directors is present.

- 36 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, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39 A resolution in 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 7 – Duties of Officers

- 40 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 41 The vice president must carry out the duties of the president during the president's absence.
- 42 The secretary must do the following:
- (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.

- 43 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.
- 44 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- 45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Seal

- 46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Borrowing

- 48 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 49 A debenture must not be issued without the authorization of a special resolution.
- 50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

- 51 This Part applies only if the society is required or has resolved to have an auditor.
- 52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

Schedule B Bylaws (*Society Act 1996*)

- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the society must not be its auditor.
- 57 The auditor may attend general meetings.

Part 11 — Notices to Members

- 58 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 60 (1) Notice of a general meeting must 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 a general meeting.

Part 12 — Bylaws

- 61 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 62 These bylaws must not be altered or added to except by special resolution.