

Grand River Blues Society

April 17, 2016

A By-law relating generally to the organization and conduct of the affairs of the *Grand River Blues Society*.

WHEREAS by Letters Patent, dated March 3, 2004, the *Grand River Blues Society*, was incorporated;

BE IT ENACTED as a by-law of the *Grand River Blues Society* as follows:

1. INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of the *Grand River Blues Society*, unless the context requires otherwise:

- a) The singular means the plural;
- b) The masculine shall mean the feminine ;
- c) 'Act' means the Corporations Act of Ontario, as amended and any statute enacted in substitution therefore from time to time;
- d) 'Board' means the Board of Directors of the *Grand River Blues Society*;
- e) 'The Corporation' means the *Grand River Blues Society* as incorporated under the Act;
- f) 'Immediate family' means parent, spouse, son or daughter and brother or sister;
- g) 'Member' means a member as defined in articles **7.01** and **7.02**;
- h) 'Society' means the *Grand River Blues Society*;

2. HEAD OFFICE

The head office of the *Society* shall be in the *City of Kitchener*, in the province of Ontario at such place therein as may from time to time be determined by the Board.

3. TERRITORIAL JURISDICTION

The *Society* shall have jurisdiction in the *Province of Ontario* under the authority of its Letters Patent.

4. CORPORATE SEAL

The seal impressed on the right (or left) margin of this by-law shall be the corporate seal of the *Society*.

5. PURPOSE

The purpose of the *Society* is to encourage creative expression through blues music in the Grand River Area. It will also contribute to the overall creative musical experience in the region. The Grand River area is defined by the blues society as an area of Ontario that includes the cities of Brantford, Cambridge Guelph, Kitchener, Stratford and Waterloo.

6. OBJECTIVES

The Objectives of the Society are:

- a. To organize (or participate in organizing) opportunities for youth to develop their musical creativity.
- b. To conduct public education
- c. To organize (or participate in organizing) public events that include the presentation of blues music.
- d. To provide social activities to members.
- e. To collaborate with organizations interested in other activities and other musical genres to provide the community with a deeper and wider overall creative experience.
- f. To organize (or participate in organizing) activities and programs to support creative expression through blues music in the Grand River area of Ontario.

7. MEMBERSHIP

Members are individuals with an interest in creative expression through blues music in the Grand River area. The Grand River area is defined by the blues society as an area of Ontario that includes the cities of Brantford, Cambridge, Guelph, Kitchener, Stratford and Waterloo.

7.01 Classes of Members and Entitlements

The Corporation shall have three classes of membership – regular, youth, and honorary.

- a) A ‘Regular’ member shall be an individual who supports the objectives of the Society OR an incorporated (or unincorporated) organization (or group) whose objects are similar to those of the Corporation and carries on related business or activities in a municipal, provincial or regional sub-district within the geographic jurisdiction of the Society. A Regular member shall have full rights to vote in the affairs of the Corporation and otherwise enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors;
- b) A ‘Youth’ member shall be an individual (or organization) that generally supports the objectives of the Society but is under the age of 19 and not able to enjoy certain events in licensed establishments. A ‘Youth’ member may enjoy all other benefits of membership as from time to time defined by resolution of the Board of Directors but also shall not have a right to vote in the affairs of the Corporation;
- c) An ‘Honorary’ member shall be any person or organization that, by resolution of the Board of Directors, is deemed to have given distinguished service or support to the Society or blues music in the Grand River area. An Honorary member shall enjoy such entitlements to benefits and votes as from time to time defined by resolution of the Board of Directors;

7.02 Eligibility for Membership

Membership in the Corporation is open to any person who:

- a) who has an interest in the creation and performance of blues music in the Grand River area.
- b) Has paid the membership dues set by the Board of Directors;
- c) Has, in the opinion of the Board, a genuine interest in the objectives of the Society and whose application for membership has been approved by the Board;

8. CHAPTERS

The Grand River area is hereby divided into six geographical districts as follows:
District 1 (Lower Grand) the County of Brant (including the city of Brantford) and other municipal regions and counties south of Brant along the Grand River.
District 2 (Six Nations) the Six Nations Reserve.
District 3 (Upper Grand) the County of Wellington (including the City of Guelph).
District 4 (Perth) the County of Perth (including the City of Stratford).
District 5(North Waterloo) the part of Waterloo Region that lies north of the 401 (including the cities of Kitchener and Waterloo).
District 6 (South Waterloo) the part of Waterloo Region that lies south of the 401 (including the City of Cambridge).

For the purpose of assuring adequate geographical representation on the Board of Directors, a district may establish a chapter if it has a minimum of 20 members. A chapter must maintain the minimum number of members in the date of the Annual General Meeting to be considered active.

9. DIRECTORS

9.01 Board of Directors

The affairs of the Society shall be governed by a Board of Directors comprised of 12 Directors. Directors are elected by the members of the Society.

9.02 Eligibility

Any person is eligible to be a Director of the Corporation who:

- a) Meets the eligibility requirements for 'Regular' membership in the corporation set out in Article 7.02;
- b) Is not an employee of the Corporation; and
- c) Is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces.

9.03 Term of Office

Directors shall hold office for a term of two years so long as they remain eligible under the terms of Article **8.02**. Terms of office shall be staggered so that 50% percent of the terms expire each year. No director shall be eligible to serve more than two consecutive terms.

No director shall be allowed to serve more than 2 consecutive two year terms, without first receiving approval of both the Board of Directors, prior to the Annual General Meeting, at which time the Director's term expires and the members at said meeting. Upon approval of both the Board and the members, the tenure of the director would be extended for another 2 year term, if re-elected, and said individual would again be subject to the two consecutive term maximum, before again seeking approval for a further extension.

9.04 Election of Directors

Directors are elected by established and active chapters of the Society or elected by a majority of the members in attendance personally at the annual general meeting of the Society. The election of Directors shall be conducted by secret ballot. The candidate or candidates with the largest number of votes shall fill director vacancies where the number of candidates exceeds the number of vacancies to be filled. Active chapters of the Society can elect one director to represent them. The vote to elect Directors to represent active chapters is conducted prior to general elections

9.05 Nomination of Directors

Nominations for vacant Director positions shall be submitted in writing to the Chair of the committee responsible for nominations at least 2 days in advance of the meeting at which the vote is to be held. It shall contain the signature of two members of the corporation in good standing and a signed acceptance of the nomination by the nominee. Any nominee elected as a Director to represent an active chapter will be removed from the general election.

9.06 Vacancies

Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining directors so long as a quorum of directors remains in office. A Director so elected shall remain in office for the duration of the vacant term. The directors shall not fill a vacancy in the manner specified in this clause during the ninety-day period immediately preceding an annual general or special meeting. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacant Director positions.

9.07 Meetings

Meetings of the Board of Directors may be held at such times and at such places within the territorial jurisdiction of the corporation as the board may from time to time determine. The Board shall meet at least nine times each year. The Board may use teleconferencing as an alternative to meetings in person but, in no instance, shall it meet in person less than three times a year.

9.08 Removal of a Director

A director shall automatically cease to hold office if:

- a) A resolution to that effect is passed by a two-thirds majority of the members of the Corporation voting at a meeting duly called for that purpose; or
- b) The director otherwise ceases to be eligible as a member under the terms of clause 7.02 of this by-law.

9.09 Conflict of Interest

Where a director, either on his behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a director, he:

- a) Shall disclose his interest fully at a meeting of the directors in the manner prescribed by the Corporations Act of Ontario;
- b) Shall disclose his interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c) Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- d) Shall not in any way whether before, after or during the meeting to influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the director, be deemed to be also the pecuniary interest of the director. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

9.10 Remuneration of Directors

The directors shall receive no remuneration for acting as such and no director shall directly or indirectly receive any profit from his position. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

9.11 Additional Clauses re: Directors

Additional clauses should be inserted to provide for Notice of Meetings, Attendance at Board and committee meetings, Voting, Quorum, Minutes and Special Meetings.

10. POWERS OF DIRECTORS

10.01 General and Specific Powers

The directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the *Corporations Act*, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding charities and, without limiting the generality of the foregoing, shall have the following powers in particular:

- a. Accumulate; Invest;
- b. Solicit Donations and Grants;
- c. Hold and Dispose of Real and Personal Property;
- d. Hire Employees and Engage Agents;
- e. Sue and Settle Claims;
- f. Set Remuneration and Fees;
- g. Issue Cheques;
- h. Make Policies, Rules and Regulations;
- i. and any Restriction on such Powers.

10.02 Powers of Individual Directors

No individual director shall have any authority to act on behalf of the Board with respect to agents or employees of the Society except as provided in this by-law or by resolution of the Board. No individual director shall have any authority to act on behalf of the Society with respect to the transaction of the affairs of the Society except as provided in this by-law or by resolution of the Board.

10.03 Directors' Accountability

The Board and individual directors represent the membership of the Society and are directly accountable to said membership. They also have a fiduciary duty to those who provide funds to the Society and to its staff for the sound administration of the Society. In addition, they have a general duty of trust to those served by the Society and to the general public.

Every director of the Society shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of the Society, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

11. OFFICERS AND DUTIES

11.01 General

The Board shall annually, or as often as may be required, elect a President, Vice-President, Secretary and Treasurer or Secretary-Treasurer from among its members.

11.02 President

The President shall, when present, preside at all meetings of the Society and, along with the Board, generally oversee and supervise the governance of the Society including the signing of by-laws, special resolutions and other such documents requiring his signature and such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office. The President shall be elected for a term of two years and shall not be eligible for re-election for more than two consecutive terms.

11.03 Vice-President

The Vice-President shall, in the absence of the President, preside over meetings of the Society and of the Board and its Executive Committee and otherwise exercise all the powers and duties of the President. The Board, in the absence of the President and Vice-President, may appoint from among its numbers, an Acting Chairperson.

11.04 Secretary

The Secretary shall be responsible for giving notices; keeping the corporate seal; keeping records of all meetings of the members, the Board and its Executive Committee; signing of minutes; and, such other duties as may from time to time be assigned by resolution of the Board.

11.05 Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board.

The Treasurer shall, under the direction of the Board, disburse the funds of the Society, taking proper vouchers therefore and shall render to the Board at regular meetings thereof, or whenever required, an account of all such transactions and the financial position of the Society.

11.06 Executive Director

The Board may appoint an Executive Director to manage the affairs of the Society under the general direction of the Board. The Executive Director shall hold office at the pleasure of the Board or until he resigns the office.

He shall be accountable to the Board for the proper and legal conduct of the business of the Society according to the policies from time to time established by the Board. He shall be responsible for the organization of the work of the Society and for the engagement,

supervision, direction and discharge of all employed personnel in accordance with the personnel policies from time to time established by the Board.

11.07 Executive Director an Officer

The Executive Director shall, ex officio, also be an officer of the Society and shall be entitled to receive notice and attend all meetings of the Board and its Executive Committee.

12. INDEMNIFICATION

Every director or officer of the Society and his executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Society, from and against:

a) All costs, charges and expenses whatsoever that the director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution, in good faith, of the duties of his office or in respect of any such liability;

b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default. The Society shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Society.

13. OTHER COMMITTEES

The Board may, from time to time, by resolution, establish such other ad hoc committees with such duties and powers as it deems to be in the interests of the Society. Except as otherwise established in this by-law, each such committee shall be chaired by a director, have the committee membership and terms of reference approved by resolution of the Board, shall consider such matters as are referred to it by the Board, shall keep records of its activities and recommendations, and, shall report to the Board at such intervals as required by the Board.

14. MEETINGS OF MEMBERS

14.01 Annual Meeting

The annual meeting of the Society shall be held within fifteen (15) months of the last preceding annual meeting at such date, time and place within the territorial jurisdiction of the Society as determined by the Board for the purpose of:

a) Considering and approving the minutes of the previous annual meeting and any special general meeting that may have been held since the last annual meeting;

b) Receiving and considering audited financial statements for the preceding fiscal year;

- c) Receiving and considering such other reports and statements as are required by the Corporations Act;
- d) Electing directors;
- e) Appointing the auditors for the next fiscal year;
- f) Transacting any other business properly brought before the meeting.

14.02 Special General Meeting

The Secretary shall call a special general meeting of members at the request of the Board or upon receiving a written request signed by ten (10) percent of the members and stipulating the purpose of such meeting. Such meeting shall be scheduled within thirty days of receipt of the request at a date, time and place within the territorial jurisdiction of the Corporation as determined by the Secretary.

14.03 Notice and Agenda

Notice for any meeting of members shall be given at least fifteen days in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of business to be transacted. Only business on the agenda or related thereto shall be transacted at such meeting unless:

- a) A notice of motion to place an item on the agenda shall have been delivered to the Secretary at least ten days prior to such meeting; or
- b) Subject to the Corporations Act, the notice provision is waived by a majority vote of those present and entitled to vote at such meeting.

15. ADJOURNMENTS

15.01 Notice

Further notice of any adjourned meeting of the Board and its committees or the annual meeting of the Corporation is not necessary if the date, time and place of such adjourned meeting has been announced at the meeting which was adjourned and if this has been properly recorded in the minutes of that meeting.

15.02 Transaction of Business

Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place.

16. ERRORS OR OMISSIONS IN NOTICE

An accidental error or omission in giving notice of any meeting required by this by-law or the non-receipt of such notice by any director or by the auditor or any error in any notice not affecting its substance shall not invalidate such meeting or void the proceedings and decisions of that meeting. Any director, member or the auditor of the

Corporation may waive notice of any such meeting and may ratify and approve of any or all proceedings taken at such meeting.

17. ADDITIONAL ARTICLES

17.01 Keeping of Books and Records

17.02 Execution of Documents

17.03 Banking

17.04 Borrowing

17.05 Appointment of Auditors

17.06 Rules of Procedure

17.07 Dissolution of the Corporation.