

**CONSTITUTION AND BY-LAWS**  
**WHITE ROCK CITY ORCHESTRA SOCIETY**  
**INCORPORATED AS A SOCIETY # S-0065672 VICTORIA B.C. March 27, 2020**

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**CONSTITUTION**

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**ARTICLE 1 - NAME**

**Section 1:** The name of the Society is the White Rock City Orchestra Society  
The Society will carry out its activities as The White Rock City Orchestra Society.

**ARTICLE 2 - PURPOSES**

**Section 1:** The purposes of the Society are as follows:

- a) Maintain a concert orchestra;
- b) Provide benefit concerts for various community groups, organizations, and to seniors homes and hospitals. Donations and revenue for these activities may be received by the orchestra;
- c) Provide a facility for members of the Society who wish to maintain and improve their musical skills through orchestra rehearsals and concerts;
- d) Advance knowledge and appreciation of concert music and the musical arts within the community; and
- e) As a federally registered charitable organization, receive bequests and donations of every kind and description what so ever and hold, control, administer and deal with property of every kind, whether real or personal and wherever situate. It may refuse to accept any bequests and donations in its sole discretion as the Executive Board may decide.

**ARTICLE 3 - NON-PROFIT**

**Section 1:** The Society shall be carried on without purpose of financial gain for its members. Any profit or other accretion to the Society shall be used for promoting its purposes.

**Section 2:** No officer or director (ART. 5, ART. 9) shall be paid any remuneration for services rendered to the Society in his/her capacity as an officer or director. An officer or director may be reimbursed for reasonable expenses incurred when performing their duties.

**Section 3:** The provisions of this ARTICLE 3 shall be deemed to be unalterable in accordance with section 22 of the Society Act R.S.B.C. c.320.

**ARTICLE 4 - DISSOLUTION**

**Section 1:** Upon dissolution of the organization, all of the net assets, after debts have been paid, shall be donated to a similar musical or charitable group, as determined by the Executive Board.

**Section 2:** Resolution to dissolve the Society requires a minimum 3/4 (three-quarters) vote in favour, by a quorum of members eligible to vote.

**Section 3:** The provisions of this ARTICLE 4 shall be deemed to be unalterable in accordance with Section 22 of the Society Act, R.S.B.C. 1979 c. 320

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## BY-LAWS

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### ARTICLE 1 – MEMBERSHIP

**Section 1:** An Active Member shall be a person who is qualified under these By-Laws and has paid the annual membership dues. The membership year shall be current with the fiscal year which begins January 1.

**Section 2:** A Student Member (non-voting) shall be a person enrolled in a recognized institute of learning and age 22 or younger.

**Section 3:** An Honorary Member is a person who has rendered outstanding service to the Society and for whom the Executive Board has therefore granted active membership with remission of annual dues for a specified period.

**Section 4:** An Associate Member (non-voting) is a person who:

- a) has satisfactorily demonstrated to the Executive Board interest in the purposes of the Society;
- b) is not required to pay annual dues (contributions however will be accepted);
- c) otherwise may not possess the requisite musical skills for active membership; and
- d) may attend all functions of the Society convened in accordance with these by-laws.

**Section 5:** Except as provided in these By-laws, every Active Member in good standing of the Society shall be entitled to hold office and to vote at General Meetings of the Society.

**Section 6:** Each Active Member of good standing shall be issued current music.

**Section 7:** At the request of any member, the Secretary shall provide a copy of this Constitution and By-laws.

**Section 8:** A person shall cease to be a member of the Society by reason of any of the following:

- a) by informing one of the officers of the Society of their resignation;
- b) upon failure to renew membership; or
- c) upon being expelled from membership in compliance with these By-laws.

**Section 9:** A member may be expelled by a Special Resolution of the members:

- a) passed at a General or Special Meeting of the Society;
- b) provided that notice of the meeting has specified that such matter is to be placed before the members; and
- c) provided the member has been given the opportunity to be heard prior to the vote.

## **ARTICLE 2 – DUES AND REVENUE**

**Section 1:** Annual Dues shall be determined by the Executive Board. Any change in dues shall be ratified by a majority vote of the members present at a general meeting.

**Section 2:** The approved change in dues shall come into effect the following fiscal year.

**Section 3:** Student active member dues shall be available to qualifying musicians(ART.1 Sec. 2). Membership dues for student active members shall be one-half (1/2) the annual dues for active (adult) members.

**Section 4:** Dues are payable at the beginning of each fiscal year and are due by February 01. (ART.1: Sec. 1, ART.8: Sec. 7) (If a member is unable to pay, he/she should discuss the matter with the Treasurer, who will bring the concern to the Board.)

**Section 5:** Revenue from sources other than defined in this Article may be raised as approved by the Executive Board.

**Section 6:** Revenue from all sources shall be delivered to the Treasurer for deposit in the Society's bank account.

## **ARTICLE 3 – EXPENSES**

**Section 1:** Expenditure of funds shall be for general operation, projects, activities and acquisitions as approved in the Fiscal Budget by the membership.

**Section 2:** The Executive Board is authorized to make disbursements via the Treasurer for budgeted expenses.

**Section 3:** Any expense over \$200 that is not a normal operating expense must be approved by the Executive Board.

**Section 4:** Reimbursement for expenditures shall be paid only upon presentation of receipts to the Treasurer. Any expenditure for which there is no receipt will not be recognized and the person making such expenditure will not be reimbursed.

**Section 5:** In any fiscal year the Conductor/Music Director may purchase music up to the approved annual amount (ART. 12, Sec. 3). Any music purchases that exceed the budgeted amount by \$200.00 must have prior approval of the Executive Board. The Executive Board retains the authority to reduce the approved amount if there is a budget shortfall.

**Section 6:** Borrowing by the Society or it's Directors is prohibited.

## **ARTICLE 4 – OFFICERS AND DIRECTORS**

**Section 1:** Officers of the Society will be: President, Vice President, Secretary and Treasurer.

**Section 2:** Four additional Directors shall be elected. (ART. 9, Sec 1 )

**Section 3:** One non-voting Student Member Representative may be elected

## **ARTICLE 5 - DUTIES OF OFFICERS**

### **Section 1: Duties of the President**

It shall be the duty of the President to:

- a) Give direction to all activities of the Society;
- b) Preside at all Executive Board and General Membership meetings;
- c) Be ex-officio member at all committee meetings; and
- d) Perform such other duties that usually pertain to the office of President.

### **Section 2: Duties of the Vice-President:**

It shall be the duty of the Vice-President to:

- a) Preside at meetings at the request of the Executive Board or the President, in the absence of the President; and
- b) Perform all presidential duties, and any other duties that may be assigned to him/her by the President or the Executive Board.

### **Section 3: Duties of the Treasurer**

It shall be the duty of the Treasurer to:

- 1) Receive and issue receipts for all monies payable to the Society and deposit same to the credit of the Society in a chartered bank, acceptable trust company or credit union which provides similar banking services that are satisfactory to the Executive Board;
- 2) Deposit all monies received within as soon as possible, preferably within seven (7) days of receipt;
- 3) Keep accurate records and give financial statements at each monthly Executive Board meeting;
- 4) Pay all accounts by cheque. The regular signing authorities will be any two of the elected Officers;
- 5) Not give provision for petty-cash;
- 6) Maintain an accurate record of dues paid by members of the Society and give due notice to members whose dues are in arrears;
- 7) Collaborate with the Membership Registrar regarding any changes in membership status;
- 8) Complete the annual filing requirements for non-profit organization status with Canada Revenue Agency; and
- 9) Complete the annual filing requirements to maintain registration as a Society in the Province of British Columbia.

### **Section 4: Duties of the Secretary:**

It shall be the duty of the Secretary to:

- 1) Maintain and securely store minutes of all meetings of the Society;
- 2) Conduct correspondence as is necessary;
- 3) Keep an orderly filing system of business conducted; and
- 4) Provide information to membership as directed by the Executive Board.

## **ARTICLE 6 – MEETINGS**

**Section 1:** The Annual General Meeting of the Society shall be held each new year before the end of February.

**Section 2:** A General Meeting or Special Meeting of membership may be called by agreement of any two Officers, normally giving two (2) weeks notice.

**Section 3:** The time and place of meetings shall be fixed by the Executive Board.

**Section 4:** The Executive Board shall convene at the request of the President or Secretary.

**Section 5:** Voting shall be by show of hands unless otherwise determined by the membership.

**Section 6:** Each member shall be entitled to one (1) vote with no allowance for voting by proxy

## **ARTICLE 7 - QUORUM**

**Section 1:** A Quorum at any Annual, General or Special Meeting shall consist of not less than fifty (50) percent plus 1 (one) of the membership in good standing.

**Section 2:** A Quorum of the Executive Board shall consist of a majority of its members, at least one (1) of which must be an Officer.

## **ARTICLE 8 – ELECTIONS AND FISCAL YEAR**

**Section 1:** Elections Proceedings for the Officers: President, Vice-President, Treasurer and Secretary followed by the election of four (4) additional Directors shall be the last order of business at the Annual General Meeting.

**Section 2:** Officers and Directors shall be elected to a term of one (1) year. After which they may be re-elected.

**Section 3:** Other than election by acclamation, elections shall be conducted by secret ballot.

**Section 4:** Directors shall be elected on one ballot. The four who poll the highest votes shall be considered the successful candidates.

**Section 5:** The Executive Board may make appointments at any time to fill vacancies within their ranks.

**Section 6:** A nominating committee appointed by the Executive Board shall receive nominations at any time starting in January of the new year. In addition, nominations may be received from the floor at the Annual General Meeting.

**Section 7:** The fiscal year of the Society shall be January 1 through December 31.

## **ARTICLE 9 – EXECUTIVE BOARD**

**Section 1:** The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, immediate Past President and the four elected Directors.

**Section 2:** The Executive Board shall meet at the call of the President, or Vice-President. (see ART.7, Sec.2 for Quorum)

**Section 3:** At the discretion of the Executive Board, as required, Committee Chairpersons, the Conductor/Music Director, or general members may be asked to meet with the Executive Board in joint session.

**Section 4:** The Executive Board shall be responsible for the selection of the Conductor/Music Director. (ART. 12, Sec. 1)

**Section 5:** It shall be the Executive Board's duty to create or dissolve specific committees and appoint chairpersons as needed. (ART. 10)

**Section 6:** The Executive Board will take counsel with all committees and appointees, and recommend the course of action regarding Orchestra activities and shall be responsible for the general management of the organization.

**Section 7:** The Executive Board has the authority to permit or not permit Adjunct Musical Groups. (ART. 13)

**Section 8:** The Executive Board shall oversee rehearsal room and concert conduct of the membership; in particular: personal behavior, dress, and attitude.

**Section 9:** The Executive Board in consultation with membership as necessary is responsible for the selection and scheduling of concert venues;

**Section 10:** The Executive Board is responsible for reviewing and giving approval to the draft annual budget for year following by February 01. The approved draft budget will then be presented to membership for ratification at the annual general meeting.

## **ARTICLE 10 – COMMITTEES**

**Section 1:** Committees shall be designated and the Chairpersons appointed by the Executive Board. (ART. 9, Sec 5).

**Section 2:** No committee shall incur any debt or expenditure involving the organization unless authorized by the Executive Board.

**Section 3:** The committees shall include, but are not limited to: Library, Property, Social, Concert Management, Publicity, Nominating and Website Management.

**Section 4:** All functions and activities of committees shall be subject to Executive Board review.

**Section 5:** As requested by the Executive Board , at the beginning of the concert season (January) each committee chair shall report (written or verbal) a description of responsibilities and activities.

## **ARTICLE 11 – MEMBERSHIP REGISTRAR AND MEMBER RELATIONS**

**Section 1:** The Executive Board shall appoint a member to be Membership Registrar.

**Section 2:** It shall be the duty of the Membership Registrar:

- a) Meet all new and prospective members;
- b) Sign in new members using the approved application form;
- c) Ensure all new members receive information about the Conductor, music repertoire, activities of the orchestra, the Executive Board, membership list, etc.;
- d) Collaborate with the Treasurer regarding any changes in membership status;
- e) Maintain a membership roster; and
- f) Contact members as requested by the President or Executive Board or as deemed necessary regarding meetings, notifications etc.

## **ARTICLE 12 – CONDUCTOR /MUSIC DIRECTOR**

**Section 1:** The Conductor /Music Director shall be selected by the Executive Board.

**Section 2:** The duties of the Conductor/Music Director shall include directing rehearsals and performances and giving direction to the Librarian in the selection of music and related matters. Suggestions of music proposed by the membership will be considered. Other duties may be included with Conductor/Music Director and Executive Board mutual concurrence.

**Section 3:** The Conductor/Music Director shall have an annual music purchase budget approved at the Annual General Meeting.

**Section 4:** The Conductor/Music Director shall be a non-voting ex officio member of the Executive Board and responsible to the Board.

**Section 5:** The Conductor/Music Director's remuneration shall be determined by the Executive Board.

**Section 6:** The Conductor/Music Director shall arrange for a suitable substitute conductor as necessary when unable to attend scheduled rehearsals or performances.

## **ARTICLE 13 – ADJUNCT MUSICAL GROUPS**

**Section 1:** An adjunct musical group shall be defined as two (2) to ten (10) Active Members forming a secondary musical group under the auspices of the White Rock Community Orchestra Society.

**Section 2:** To use the Society's facilities the adjunct musical group is required to have the permission of the Executive Board which may set conditions for rehearsal and concerts;

**Section 3:** To perform at Orchestra concerts the adjunct musical group is required to have the permission of the Conductor/Music Director.

**Section 4:** The adjunct musical group may perform at non-WRCO concerts.

**Section 5:** Any revenue generated by the adjunct musical group is property of the Society and shall be remitted to the Treasurer for deposit credited to the group's account.

**Section 6:** Music and operation expenses incurred by the members of the adjunct musical group may be paid from their account in accordance with Article 3, Sec. 3 (see also Sec. 5 above).

## **ARTICLE 14 – CHANGES IN CONSTITUTION AND BY-LAWS**

**Section 1:** This Constitution and By-laws may not be changed except by a Notice of Motion ratified at a Regular General Meeting by a three-quarters (3/4) majority of the members present. A written (email) Notice of Motion, embodying the proposed changes shall have been forwarded to the membership at least four (4) weeks prior to the Regular General Meeting.

## **ARTICLE 15 – ORDER OF BUSINESS**

Section 1: The following, which may be varied by the chair, shall be the order of business:

- Call to order by the presiding Officer;
- Adoption of the minutes of the last meeting;
- Business arising from the minutes;
- Highlights of the Executive minutes;
- Correspondence;
- Reports:
  - Financial Report;
  - Report of Officers;
  - Report of Committees;
  - Unfinished business;
- New business;
- Election of Officers and Directors (Annual General Meeting); and
- Adjournment.
- DATED AND SIGNED IN THE CITY OF WHITE ROCK B. C.

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2020, May, 02  
year month day