



EARLY MUSIC VANCOUVER
TRANSCENDING TIME

EMV BOARD MANUAL (revised December, 2015)

This Board Manual (the “Manual”) has been prepared as a handbook for Board members and describes the current state of The Vancouver Society for Early Music, as it is formally named, which we all know by its common name of “Early Music Vancouver” (“EMV”). Every Director of EMV will need to read the Manual upon becoming a Director in order to understand EMV, its personalities, and its workings. We also hope you will take part in regular updating of the Manual and refresh your knowledge of how EMV works by regular reference to the Manual.

The Manual is divided into the eighteen subject sections set out in the Table to Contents.

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1. Vision, Mission, Values and 2014-17 Priorities (passed by the Board, October 29, 2014)

1.1 Our Mission: To engage, enrich, and educate through music.

1.2 Our Vision: A world where every individual values the creation and sharing of art.

1.3 Our Values:

We promote *historically informed* performance practices.

We deliver *inspirational* experiences.

We foster *collaborative* relationships.

We apply *professional* standards to everything we do.

1.4 Our Priorities for 2014-17 (as set out in the Strategic Plan passed by the Board on October 29, 2014):

1. Build the Early Music Vancouver Team
 - Develop a passionate, committed staff team with effective administrative systems
 - Enhance capacity in the Board of Directors through training and recruiting.
2. Build sustainability through strong fiscal oversight and stewardship
 - Improve organizational strength by applying principles of good governance
 - Advocate, market and fundraise to foster long term sustainability.
3. Build local and regional relationships
 - Connect and collaborate with like-minded organizations and individuals
 - Forge connections through local and regional education programs.
4. Deliver inspirational programming
 - Pursue opportunities for imaginative, innovative ways to present music, including through cross disciplinary and cross cultural programs
 - Develop season structures to provide for growth in audience base.

2. History and Overview of EMV

Celebrating its 45th anniversary in 2015, EMV has a longstanding reputation for the presentation, production and study of Western classical repertoires in an historical context. It offers one of the most ambitious programs of its type in North America, presenting and producing an average of 25-30 concerts per year featuring internationally-renowned local and guest artists. It is one of the most active not-for-profit presenting and producing organisations in the Lower Mainland.

EMV's operation encompasses:

- A Main Season that runs through the fall, winter and spring, offering performances at a range of local venues, including the Chan Centre for the Performing Arts at UBC. Concerts typically include a 15-20 minute pre-concert introduction by the Executive and Artistic Director and/or one or more of the performers.
- An annual three-week-long summer festival and educational program at UBC that offers, for example, courses on Baroque vocal music, harpsichord, historical dance; a mediaeval program; and lute workshops.
- Partnerships with other arts organizations to produce events held in Vancouver which also tour to West Coast cities. Touring not only brings the performances to a wider community, it also provides more income to local and regional musicians.
- The hosting of monthly meetings of the B.C. Recorder Society and the Vancouver Viols at Hodson Manor.
- A valuable collection of unique historical instruments. This collection benefits many musicians and established cultural institutions in our region, and allows EMV to produce concerts of seldom-heard repertoire that requires specialized instruments. The most recent acquisitions to this collection are a splendid set of Baroque timpani that received their debut at our gala performance of Handel's *Israel in Egypt* on August 7, 2014. The collection has a range of instruments, including an 1890s Erard Piano; an Italian single-manual harpsichord built by José Verstappen; a chamber organ built by Helmuth Wolf; a set of timpani, and several other string and wind instruments.

EMV was incorporated as a not-for-profit society in May, 1970 as the Vancouver Society for Early Music. It was the first organization of its kind in North America dedicated to the revival of early music. For the first ten years, local performers and UBC music students ran the organization through a volunteer Management Committee. In 1979, the Society hired a professional management team. Ad hoc concerts grew to become a Main Series of 20 or more formal concerts a year. Early master classes and educational programs evolved into the current internationally renowned EMV Summer Festival and Programme. From the beginning, EMV has featured many of the world's leading artists and ensembles as well as local musicians. EMV has a dedicated staff of 4 positions, a Board of Directors

with 10 members, a committed core of approximately 70 volunteers and a membership of some 450 individuals.

EMV has deep roots in Metro Vancouver and a record of over 40 years of successful collaborations with a wide range of agencies, institutions, venues, organizations, ensembles and individuals, both locally and within the Pacific Northwest. Local and regional presenting partners include the Vancouver Recital Society, the Friends of Chamber Music, Pacific MusicWorks and the Early Music Guild of Seattle, the Pacific Baroque Orchestra, and the Vancouver Cantata Singers, just to mention a few. EMV also has ongoing connections with the B.C. Recorder Society and Vancouver Viols, with the UBC School of Music and with Green College and St. John's College at UBC.

Some milestones:

- In 1979, José Verstappen becomes manager of Early Music Vancouver.
- The realization of EMV's first staged opera productions, Monteverdi's *Orfeo* in 2000 and *The Coronation of Poppea* in 2003. Both performances were critical successes in the international press, and were followed by many other annual large-scale and successful summer festival productions.
- The educational activities of our Vancouver Early Music Programme, launched in the mid-1970s, have had a major impact on the growth of both the local and the international early music scene.
- In 2011/2012 EMV transitioned from a single to a dual management model with the creation of two equal management positions, an artistic director (José Verstappen) and a managing director (Sarah Ballantyne).
- In September 2013, the organization hired long-time collaborator Matthew (Matt) White as the artistic director to replace José Verstappen, who retired after 35 years with the organization. Tim Rendell came on as managing director in the fall of 2014. When Tim stepped down in late 2015, Nathan Lorch took on the position of business manager, and Matt became the executive & artistic director.

3. Membership in the Society

3.1 The Vital Role of the Members

The members of EMV provide the fundamental democratic base upon which the governance of EMV rests, pursuant to Section 24 of the B. C. *Society Act* (the "Act"). The Act can be found at: http://www.bclaws.ca/civix/document/id/complete/statreg/96433_01

The Members elect the directors of EMV who oversee its management and affairs. Pursuant to Sections 20 and 23 of the Act, they also vote on any proposed changes to the Constitution and By-

laws of EMV by “special resolutions” as defined in the Act. By virtue of those powers, the legislature has entrusted to our membership the role of the ultimate protector of EMV.

3.2 Becoming a Member

The rules relating to all aspects of membership in EMV are set out in Section 2.1-2.7 of the By-Laws (see Section 18 of the Manual), which sets out, among other things, the definition of “member”, how members maintain good standing, their obligations and how membership may be terminated.

4. Staff of EMV

4.1 Staff of EMV includes:

- Mathew (Matt) White, Executive & Artistic Director (joined in September 2013)
- Alicia Hansen, Production Manager and Summer Programme Coordinator (joined EMV in 2006)
- Diana Magallon, Marketing and Fundraising Coordinator (joined EMV in 2015)
- Nathan Lorch, Business Manager (joined as Bookkeeper in March 2010; promoted to Business Manager in November, 2015)
- Jan Gates, Staff Photographer
- Ron Constanzo, Volunteer Coordinator.

Also important to the delivery of EMV services are:

- Laura Murray Public Relations, an external consulting firm which is contracted with EMV to provide marketing and media relations (spring, 2015)
- The Box Office at the UBC Chan Centre which is contracted with EMV to provide customer/ticket sales and related transactions (spring 2015).

5. Board of Directors

5.1 Legal duties of Directors

a) The members of the EMV board of directors (the “Board”) are the directors of EMV (the “Directors”) and have a duty to comply with applicable law under a variety of statutes as well as provisions of the common law of corporations established by judicial precedent that relate to directors of corporations. Of particular note is Part 3 of the Act which expressly states the legally binding duties of the Directors. EMV is a society incorporated under the Act. Directors must remember at all times that, in matters of management, “the buck stops” at the Board. In exceptional cases of wrongdoing or acting without Board authority, one or more of the Directors may become personally liable to recompense EMV or pay fines or damages to third parties from their own personal assets. The danger of this happening is not great in the case of EMV but the Directors must be vigilant

in order to avoid it. EMV carries \$2,000,000 of Directors' liability insurance with a \$500 deductible per occurrence. Such insurance would normally cover a legal defense for the Directors if a party sought to prove that any or all of them were personally liable for an act of EMV, although such cover would likely prove insufficient to cover all of a substantial finding of personal liability against some or all of the Directors.

b) Fiduciary obligations (legally binding obligations of good faith) of all the directors are set out in the Act. Section 24 of the Act provides that directors:

- a) must manage, or supervise the management of, the affairs of the society, and
- b) may exercise all of the powers of the society (Section 24(2)).

Section 25 of the Act provides that a director must:

- a) act honestly and in the best interest of the society; and
- b) exercise the care, diligence, and skill of a reasonably prudent person in exercising the powers and performing the functions of a director.

c) Sections 27 and 28 of the Act require that directors disclose any conflict of interest they may have regarding a contract or transaction to all other directors and must abstain from voting on the approval of any such contract or transaction (see also EMV By-law 5.18). Unless these steps are followed, an offending Director may be liable to account to EMV for any profit made as a consequence of EMV entering or performing any transaction in which such Director has an interest. If, at any time, you feel confused about whether you may have a conflict of interest, seek advice about whether you have a conflict and what to do about it from the EMV President and your fellow Directors.

d) In some circumstances, Directors can be held personally liable for damages for breach of fiduciary duties, acting in conflict of interest, allowing EMV to act outside its purposes, and otherwise not acting in the best interests of EMV. A most important question for a Director to ask about any action contemplated by the Board is, "would this be in the best interests of EMV?"

e) In most cases, Directors can protect themselves against personal liability for the actions of the EMV Board by making sure that:

- (i) staff members are fulfilling the regular requirements of tax and employment law;
- (ii) the finances of EMV are being honestly and appropriately managed;
- (iii) the financial records of EMV are being appropriately maintained;
- (iv) their opposition to a matter with which they disagree is recorded in the minutes;
- (v) relationships with staff, customers, and Directors are carried out in a respectful and collegial manner and discriminatory or harassing conduct is not tolerated in any way; and
- (vi) the Board obtains expert advice in any technically difficult area and then relies on that advice. Such advice might come from experts in law, insurance, investment, and any other

specialized professional area in which the Board cannot, without such assistance, make decisions in the best interests of EMV.

f) Unlike business corporations, societies like EMV are limited in what they can do to what is set out as their “objects” or “purposes” in its constitution. The Board cannot determine to use the assets of EMV to do something not allowed by those purposes. Such a use of EMV assets is called “*ultra vires*”; that is, beyond the legal powers of the Board. If the Board resolves to do an *ultra vires* action, the Directors who vote for such *ultra vires* action may be held personally liable for any cost or other liability incurred by EMV in carrying out that action. This is because, by doing so, the Board will have determined to use the assets of EMV for a purpose of its own creation and not for EMV’s purposes.

g) We recommend that all Directors also review Part 3 of the Act and read the article on “Volunteers and the Law” found at: <http://www.publiclegaled.bc.ca/volunteers-and-the-law/>.

h) The Directors are all volunteers and it is important for all Directors to respect each other’s voluntary commitment to the best interests of EMV as well as the loyal services of EMV’s many other volunteers who assist EMV in many ways and without whom EMV would not be able to provide the high level of service that makes everyone associated with EMV proud of EMV.

5.2 Expectations of EMV Directors:

In addition to the statutory responsibilities and duties which apply to board members of a not-for-profit entity, including those set out in the B.C. *Society Act*, EMV Board Members are expected to:

- a) Be a member of EMV;
- b) Be aware of and abide by the legal duties of a director;
- c) Work within the Board to manage and direct the business and affairs of EMV in the best interests of EMV, including the annual review and approval of the budget;
- d) Commit to and participate in the updating of the vision, mission and priorities of EMV;
- e) Attend monthly meetings of the Board and serve on one or more of the EMV committees (for a total time commitment of 5 to 10 hours a month);
- f) Provide assistance and advice to the Board and EMV staff on matters within their particular competence and experience;
- g) Assist with fundraising activities;
- h) Promote EMV in the community and engage in active community advocacy;
- i) Communicate effectively and maintain respectful and collegial relations with other Board members and staff
- j) Be willing to learn more about EMV and the operation of the Board;
- k) Review materials and come prepared to all meetings so as to be able to provide effective and competent oversight of EMV’s operations;
- l) Demonstrate leadership in support of EMV’s artistic mission through an annual donation to EMV (the first \$300 of each Board member’s annual donation goes toward sponsorship of the annual Board-sponsored concert), and attend at least three EMV concerts each year. Board

- members are encouraged to consider additional donations, including sponsorship of other EMV events; and
- m) Participate in an annual self-assessment process regarding their role on the EMV Board.

5.3 Skills Matrix for Board members – Skills, Experience and Attributes

Effective Nov. 25, 2015, desired and helpful skills and experience for Board Members include:

- Accounting/Finance/Budgets
- Business/Entrepreneurship
- Communications/Networking
- Connections with community including other arts organizations and educational institutions
- Fund-raising and Development in the not-for-profit/performing arts sector
- Volunteer coordination
- Government relations/Liaison (municipal, provincial, federal)
- Human Resources (including recruitment and evaluation)
- Legal Expertise (particularly not-for-profit governance, employment and corporate matters)
- Not-for-profit governance
- Leadership, management and facilitation
- Marketing (media, public relations and communications)
- Strategic planning.

5.4 Recognition of Directors

Directors are provided with:

- a) Recognition in printed programs and other publications;
- b) Invitations to concert receptions and gatherings;
- c) EMV name-plate worn to EMV performances and functions; and
- d) Access to complimentary tickets for advocacy and promotional purposes.

5.5 Standing committees of the Board (the “Standing Committees”)

The Standing Committees are:

- a) Executive Committee
- b) Nominating and Governance Committee;
- c) Finance Committee;
- d) Fundraising Committee; and
- e) Marketing and Audience Development Committee.

The terms of reference for each of the Standing Committee and certain operating protocols for some Standing Committees are set out in the Manual under sections 9 to 15 of the Manual. The EMV by-laws (the “By-laws”) permit the creation of sub-committees of the Standing Committees. Such sub-committees or “task forces”, as they are sometimes named, deal with specific issues within the jurisdiction of their appointing Standing Committee and report their recommendations on such issues to that Standing Committee. Standing Committees can provide recommendations to the Board based on the work of the whole Standing Committee or its consideration of the work of one of its sub-committees. The Board may, on consideration, accept or reject such recommendations, which require approval, or amendment and approval, before they can be binding on EMV. The Standing Committees will be made up of Directors and each Director is expected to serve on at least one Standing Committee. Non-Director volunteers may also serve on Standing Committees and sub-committees.

5.6 Board and committee meetings

In the normal course, the Board meets on the last Wednesday of each month at 5:00 pm at Hodson Manor, 1254 West 7th Avenue in Vancouver, and as needed. The Board typically does not meet in July, August and December.

The Finance Committee usually meets at noon on the Wednesday prior to the regular Board meetings and at times as arranged.

The Nominating Committee usually meets at 4:00 o’clock pm on the same day as the regular Board meetings.

The Board and the Committees may also meet through telephone or on-line conferences.

5.7 Board resolutions

Decisions of the Board that are binding upon EMV are made by Board resolutions. There are two forms of Board resolution:

1. Resolutions passed at a duly called meeting of the Board at which a quorum of Directors is present by a majority of the votes cast on it.
2. Resolutions passed by the written consent of all the Directors (a “Consent Resolution”). Such written consent can be provided by email approval of a resolution or by all the Directors signing one or more paper copies of the resolution. Such consent resolutions require the written consent of all Directors because, being passed outside a duly called meeting of the Board with a quorum present, it is necessary to ensure that all directors had notice of the proposed resolution. Should they chose to dissent or disagree with the motion, notice ensures that they have the opportunity to put to the Board what they believe to be in the best interests of the Society in respect of the issue that is the subject of the proposed resolution.

Any decision of one or more Directors that is not authorized by a resolution as described above has no legal effect to bind EMV. Any Director purportedly acting on behalf of EMV or using the assets of EMV

on his or her own initiative, without the authority of a Board resolution, risks being found personally liable to EMV for any loss of damage done to EMV or any third party by such action or use.

5.8 Length of terms, number of terms, and number of directors

Each Director is elected for a two-year term, which ends at the start of the second annual general meeting after his or her election. A “term” is the two year period a Board member sits on the EMV Board following election at an AGM (Nominating and Governance Committee, Sept. 30, 2015). No limit currently exists on the number of two-year terms that a Director may serve although a healthy turnover of Directors is important to keep the Board working efficiently. A Director who misses three consecutive meetings of the Board without authority from the Board ceases to be a Director. Currently, EMV has 10 Directors. The By-laws and a previous Board Resolution (2002) allow a minimum of 7 and a maximum of 13 Directors. The maximum number can be changed by a members’ resolution pursuant to the By-laws.

5.9 Temporary or *de facto* Directors

Directors may be elected at an annual general meeting (“AGM”) or at an extraordinary general meeting (“EGM”) of the Members. Between meetings of the Members, a Director may be appointed by the Board if there is a vacancy on the Board caused by an elected Director ceasing to be a Director. Because good candidates for directorship may be identified by the Board at times when there is no vacancy on the Board, the Board sometimes nominates an appropriate candidate for appointment as a Director without immediately being able to appoint him or her as a Director. The Board has invited such candidates to attend Board meetings pending formal election at the next AGM, EGM or appointment upon a Board vacancy. Out of respect for the members of the Society and to reduce the time that any person holds the anomalous position of *de facto* Director, every effort will be taken to have such person put forward for election at an EGM as soon as possible. Any such candidate acting as a *de facto* Director may take part in discussions at Board meetings but may not vote. The Board may also revoke such an invitation. Candidates for becoming Directors sitting with the Board need to know that they:

- a) are directors *de facto* (in fact) but not *de jure* (in law), in accordance with the Act;
- b) may face liabilities for which the Society may not indemnify them; and
- c) must expressly consent to act as invitees at Board meetings.

Upon their election or appointment, *de facto* Directors will become *de jure* Directors. It is hoped that improvement of EMV’s ability to call EGMs will make use of *de facto* Directors very rare or non-existent in future.

5.10 Ceasing to be a Director

A Director’s non-attendance at three or more meetings of the Board in a fiscal year of EMV without authority from the Board may be treated by the Board as “cause” for termination of his or her directorship, upon a resolution of the Board (EMV By-law 5.9 (e)); provided that before any such

termination resolution is passed, such Director is entitled under By-law section 5.9(e) to present to the Board reasons why his or her directorship ought not be terminated for cause.

6. Officers

6.1 President, Vice-President, Treasurer and Secretary

EMV normally has the following volunteer officers (the “Officers”):

- i. President, who is, *ex officio*, the Chair of the Board;
- ii. Vice-President, who, in the absence of the President normally serves as the chair at meetings of the Board;
- iii. Treasurer; and
- iv. Secretary.

6.2 Terms

Each Officer serves for a term of one year after appointment although it is now normal for the President and any Vice-President to be re-appointed for a second year and for other Officers, other than the Treasurer, to be re-appointed up to four times. The Treasurer may be re-appointed for more than four times, where the Board and the Treasurer are mutually agreed.

6.3 Normal succession and re-appointment

It is normal for the Vice-President to become the President at the end of his or her predecessor’s term as President, although it is not required. Nothing in the By-laws restricts the ability of the Board to determine that Officers not be re-appointed or be appointed for more than the “normal” number of re-appointments. Currently all the Officers are Officers of EMV not of the Board and, therefore, are properly referred to as the “the President of EMV (or the Society)” and so on, not as “the President of the Board of EMV” and so on.

6.4 Officers forming the Executive Committee

The Executive Committee comprises:

- i. President;
- ii. Vice-President;
- iii. Treasurer ;
- iv. Secretary; and
- v. Immediate past President

See Section 9 of the Manual for its Terms of Reference.

7. Financial background of EMV

7.1 Overview

The fiscal year of EMV runs from September 1 to August 31 each year. Our fiscal year includes a full set of Main Series concerts, plus our Summer Workshops and Summer Festival programming. The summer programming and workshops fall at the very end of the fiscal year, and provide both a convenient cut-off for review purposes and financial flexibility in our summer performance budgets.

On an annual basis, our books are reviewed (not audited) by an external firm of accountants, The Ascent Partnership LLP, which typically reviews the books in October in order to have signed financial statements for submission to our members at the AGM in November. The *Society Act* requires an annual “audit” of a society’s books; currently, the annual review by an independent accountant meets that requirement. Note that if any of the funding agencies for EMV were to require a full audit, a full audit would be necessary.

In the last five years (2010-2015), the operating budget has varied from \$800K to \$1.1M. Tickets and sold production income make up 30-35% of EMV’s income, grants from government agencies make up 25-35% of income, and the remainder of 30-45% comes from donations, sponsorships, and funding from other charitable foundations.

Total direct presentation costs for EMV events are between 65-75% of income, most of which (40-50% of income) is for artist fees and associated artist travel. Salaries for our office staff are the other major expense item and make up 20-25% of total income.

7.2 EMV Endowment Fund

EMV is the beneficiary of an endowment fund set up in 2004 in order to provide for investment income on a regular basis to the Society. The Fund is funded through donations and is permanently held and administered by the Vancouver Foundation. The fund has assets approaching \$1M and provides an annual return of 3-5%, based on the performance of the Vancouver Foundation’s pooled investment fund. EMV takes advantage of a matching donation program administered by the Government of Canada, which has helped to grow the endowment fund quickly. Fundraising for the Fund is ongoing.

7.3 Management functions in finance

The Business Manager is the staff person who directs the finance function at EMV. The Business Manager is primarily responsible for managing the cash position of EMV, preparing a set of monthly financial statements and rolling cash forecast, and leading the preparation of the annual budget. The

Business Manager is supported directly in preparation of the monthly statements by the Production Coordinator. The Business Manager is also supported in the preparation of the budget by the Executive & Artistic Director.

The Business Manager secondary finance responsibilities include managing the finance staff, managing artist, supplier and banking relationships on behalf of the organization, and tracking key metrics for attendance, marketing, donations, etc.

7.4 Board functions in finance

The finances of EMV are overseen by the Finance Committee, which is chaired by the Treasurer. The Treasurer provides regular reports at Board meetings on the financial results of EMV and makes summary reports to the Board to update other Board members on key financial issues facing the organization. Board members who do not sit on the Finance Committee are not expected to review monthly financial statements, but are welcome to raise any queries they have about the organization's finances to the Treasurer at Board meetings.

During the budgeting process, the Finance Committee reviews the budget in detail and also for its alignment with our organizational aims. Once the Finance Committee has given its approval, the budget is distributed with a summary commentary package for review by the entire Board. Any further questions are addressed, and the Board votes to adopt or reject the budget, typically in the late spring.

8. Annual Timeline of EMV Events

The following timeline provides a general overview of the annual cycle for EMV, highlighting a few significant events as well as the responsibilities of the Board. Dates and events will vary depending on the year and what is required.

November

- The Executive Committee in consultation with the Executive & Artistic Director sets a date in late November for the Annual General Meeting; the deadline for nominations of Board members is one week prior to the AGM.
- Following the AGM, the Board appoints the EMV officers (President, Vice-President, Treasurer, and Secretary), and the chairs of the committees (Finance, Fundraising, Nominating and Governance; Marketing and Audience Development)
- Following the AGM, the Executive Committee confirms which Board members will have (1) cheque signing authorization; (2) be party to the mutual indemnity agreement with CCEC; and (3) be signatory to the CCEC payment signing authorization agreement

- The Federal Department of Heritage Canada requires a resolution from the Board to support EMV's annual application for matching funds from the Canada Cultural Investment Fund (CCIF) which equal the donations received in the past year by EMV to the Endowment Fund.

December

- The Board reviews the terms of reference for the EMV Committees
- A performance review is conducted for the Executive & Artistic Director

April

- The Board approves a resolution for the application for funding to the Canada Arts Presentation fund of Canadian Heritage
- The Board confirms next year's EMV schedule of events

May

- The EMV office sends out an Education fund-raising letter

June

- The Board approves the draft budget for the next fiscal year
- The EMV office sends out the Calendar for the next EMV year of events

July

- EMV hosts the two-week Summer Festival

August

- The Board works with the EMV Office to plan a Donor Recognition Event for those donors who have donated a minimum of \$2500 in the last 12 months
- August 31 – end of EMV fiscal year

September

- The EMV fiscal year starts on September 1
- Board Member self-evaluation completed and sent to President (by end of October)
- The external accounting firm of The Ascent Partnership LLP reviews financial statements for Annual General Meeting

October

- The EMV initiates the Fall Fund-raising Campaign and Endowment Fund Campaign

Monthly requirements of Board members

- Board members phone donors who have made donations in the previous month; Past President writes thank you notes for donations of \$1000 or more
- Board members meet with their committees
- Board members attend concerts and other EMV events
- The Treasurer provides financial reports to the Board at monthly meetings.

9. Executive Committee – Terms of Reference (Updated, June 2014)

9.1 Purpose

To act as the “Executive Committee” as defined in the By-laws of the Society to provide, with the authority of the Board, for management of the affairs and business of the Society in respect of any issue, within the jurisdiction of the Board (an “Interim Issue”) arising at any time between meetings of the Board and, without limiting the generality of the foregoing, such matters as may, from time to time, be delegated to it by the Board; provided that:

- a) any action taken by the Executive Committee in respect of an Interim Issue be reported, at latest, to the next meeting of the Board after such action is taken;
- b) such action is subject to approval or disapproval by resolution of the Board at such next meeting; and
- c) at least a majority of the Executive Committee agree that the proposed Interim Issue is of sufficient importance that it cannot be left to the next meeting of the Board.

9.2 Frequency of Meetings

As reasonably required at any time of the year as called by any member and seconded by another member in respect of any Interim Issue.

9.3 Locale and Format of Meetings

In-person meetings will be held at any convenient location mutually agreed by the members, and as well, meetings may be held partially or wholly by phone or e-mail. Quorum for the holding of a duly called meeting will be at least three members.

Revised December 15, 2015 (Fran Watters, Chair, Nominating and Governance Committee)

9.4 Agenda

The agenda will be limited to the Interim Issue in respect of which each meeting is called.

9.5 Minutes

Minutes of meetings will be taken by the Chair, a committee secretary or designate, distributed to all committee members for approval at the next committee meeting and reported on by the Chair or another representative of the committee at the next Board meeting. The approved minutes will be provided to the Secretary for filing in the Minute Book and will be available to all Directors.

10. Nominating and Governance Committee - Terms of Reference (Updated January 2014)

10.1 Purpose

The purpose of the committee is to:

- a) Develop a desired Board profile and recruit to it;
- b) Organize appropriate education for Board members relating to the duties of Directors, understanding Society finances and fundraising and good governance practices;
- c) Encourage Management to pursue skill development opportunities both for themselves and for other staff;
- d) Identify with Management further ways in which volunteers will support the purposes of the Society;
- e) Evaluate performance of Directors and Management;
- f) Draft protocols of policies and procedures to ensure good governance;
- g) Periodically to review and, when necessary, recommend revisions to the Board Manual; and
- h) Establish and maintain a governance chart setting out the governance and reporting structures of EMV.

10.2 Frequency of Meetings

Meetings will be held on a monthly basis (except for July, August and December when the Board does not meet) normally at 4:00 PM on the day of the meeting of the Board.

10.3 Locale and Format of Meetings

In-person meetings will be held in the EMV Board Room, and as well, meetings may be held by phone or e-mail.

10.4 Agenda

Revised December 15, 2015 (Fran Watters, Chair, Nominating and Governance Committee)

The agenda will be set by the committee chair.

10.5 Minutes

Minutes of meetings will be taken by the committee secretary or designate, distributed to all committee members for approval at the next committee meeting and reported on by the Chair or another representative of the committee at the next Board meeting. The approved minutes will be provided to the Secretary for filing in the Minute Book and will be available to the Directors.

11. Nominating and Governance Committee – Recruitment Protocol (updated: October 2013)

11.1 Protocol

EMV recruits all Directors with reference to a skills and experience matrix (see Section 5.3 of the Manual) that reflects the current requirements of the Board.

A usual protocol for recruitment process is as follows:

- a) Once the President, Nominating and Governance Committee Chair, and Executive & Artistic Director agree to pursue a particular individual as a candidate for EMV Directorship, one person makes contact with the potential candidate to offer information about EMV. Each candidate receives access to this Board Manual in order to acquaint him or her with the workings of EMV.
- b) If the individual is interested in becoming a candidate for the Board, s/he provides a CV and is offered tickets to attend an upcoming EMV concert.
- c) At the concert, a Member of the Committee (or EMV Staff) ensures that the candidate meets other Directors and EMV Staff.
- d) The Committee Chair arranges a coffee meeting with the candidate, other members of the Committee, the President, and the Executive & Artistic Director. The purpose of this meeting is to get to know the candidate and his/ her interests in contributing to EMV.
- e) If the Committee, the President, and the Executive & Artistic Director agree, the Committee Chair circulates the candidate's CV to the Board for discussion about the candidate's suitability and the timing of the proposed nomination. (Take time with this step because – should there be problems with the nomination – EMV can bow out more gracefully at this stage than later.)
- f) The Committee Chair invites the candidate to audit a Board meeting. Make sure the candidate has seen the list of roles and responsibilities in the Board Manual.
- g) The candidate attends a Board meeting as an auditor. Minutes will note that s/he attended as an auditor. Following this meeting, the Committee Chair (or President) contacts the candidate to determine his/her continued interest in joining the Board.

- h) The Committee Chair (or President) conducts an email discussion and vote on the candidate. (This discussion and vote can also take place at the next Board meeting.) If the vote is positive, the Committee Chair (or President) invites the candidate to join the next Board meeting officially.
- i) The new Director may participate in all discussion but may not vote until approved at the next AGM unless filling a vacancy on the Board, in which case the new Director can participate fully in the activities of the Board including voting on resolutions.

12. Finance Committee - Terms of Reference

12.1 Purpose

The purpose of the committee is to provide fiscal management to ensure ongoing operations in support of the Society's operations and purposes, including:

- a) Educate the Board about financial matters;
- b) Regular review of interim financial statements;
- c) Provide interim financial statements to the Board prior to each Board meeting;
- d) Review annual master budget prepared by Business Manager and make recommendations to Board;
- e) Provide monthly financial information to the Board before its meetings;
- f) Review annual statements prepared by the Society's accounting firm and make recommendations to the Board for approval at the AGM; and
- g) Achieve and maintain a surplus of 3% of the operating budget as a backstop in order to avoid using the EMV's line of credit (if it is possible to do so without any risk to funding).

12.2 Frequency of Meetings

Meetings are held on a monthly basis, except for July, August and December when Board does not meet.

12.3 Locale and Format

In-person meetings will be held in the EMV Board Room; as well, meetings may be held by phone or email

12.4 Agenda

The agenda will be set by the committee chair.

12.5 Minutes

Minutes of meetings will be taken by the Chair, a committee secretary or other designate, distributed to all committee members for approval at the next committee meeting and reported on by the Chair or another representative of the committee at the next Board meeting. The approved minutes will be provided to the Secretary for filing in the Minute Book and will be available to the Directors.

13. Finance Committee - Protocol re EMV Budget and Financial Reports

These are the steps the Finance Committee must follow each year for the creation, review, approval, and circulation of the Budget and Financials.

13.1 Operating Budget

- a) By the November Board meeting in each year, the Business Manager working with the Executive & Artistic Director will create a draft budget for the following fiscal year (the "Business Manager's Draft Budget") and deliver it to the members of the Committee.
- b) The Committee will meet to review the Business Manager's Draft Budget and crystallize any issues that arise for discussion with the Business Manager and, if necessary, the Executive & Artistic Director.
- c) If necessary, the Committee will meet with the Business Manager and the Director to discuss any issues raised in the Committee's review of the Business Manager's Draft Budget in order to work out any accommodations in the Draft Budget that may be required to deal with issues raised by the Committee.
- d) The Committee will provide initial feedback to the Business Manager and the Director on the Draft Budget no later than the end of January.
- e) If the Committee and the Business Manager can agree on these issues, the Business Manager will amend the Business Manager's Draft Budget and provide it to the Committee for a final review by the March Board meeting before it is passed on to the Board with the Committee's recommendation to approve it.
- f) If the Committee and the Business Manager cannot agree on these issues, the Committee will pass the Business Manager's Draft Budget on to the Board with a report on its concerns and the results of its consultation with the Manager.
- g) The Board will approve or disapprove the Business Manager's Draft Budget as the budget for the next year by the June Board meeting at the latest.
- h) If the Board disapproves the Business Manager's Draft Budget, it will be referred back to the Committee for settlement of all problems and, if that proves impossible, it will be referred back to the Board for a meeting with the Business Manager and the Executive & Artistic Director if necessary.
- i) The final budget for the ensuing year should be approved and available before the start of the fiscal year.
- j) To ensure coherence between plans and changing realities, the Finance Committee will review the budget every six months

13.2 Annual Financial Statements:

- a) After the end of the fiscal year, the Business Manager will provide all necessary financial documentation to the auditor to carry out a review engagement on the financial statements for the fiscal year of the Society just completed.
- b) The timing of the provision of this information to the auditors will be dictated by the date set for the annual general meeting (“AGM”), which will vary year to year but is typically around 3 months after the end of the fiscal year. The auditor will supply the Draft Financials for the review of the Committee no later than ten days before the date of the last Finance Committee meeting before the AGM of the Society in each year.
- c) The Business Manager is responsible to arrange the necessary deadlines with the auditor in order to meet the timeframe noted in paragraph 13.2 b, above).
- d) The Committee will meet to review the Draft Financials and will crystallize any issues arising from the Draft Financials for discussion with the auditor.
- e) The Committee will present any concerns or issues to the auditor within two days of the last Committee meeting before the AGM in order to allow sufficient time for further discussion with the auditor and possible amendments to the Draft Financials.
- f) If the Committee has raised issues, then the auditor will deliver the amended Draft Financials to the Committee.
- g) Whether or not issues are raised, the Committee will deliver the Draft Financials in the final form provided by the auditor, with its report on them, to the Board.
- h) The Board will either approve or disapprove of the final form of the Draft Financials and, if it disapproves, the Draft will be referred back to the Committee with the Board’s comments for settlement with the auditor and return of approvable Draft Financials.
- i) If the circumstances in 9.2 h, above) occur and are settled, the auditor will provide the amended Draft Financials to the Committee for its approval and the Committee will pass these Draft Financials to the Board with its report on them.
- j) The Board will approve the final version of the Financials as the financial statements for the most recently completed fiscal year of the Society (the “Financial Statements”) and two Directors will sign the Financial Statements to evidence such approval.
- k) The Financial Statements will be available for presentation to the AGM in each year.

14. Fundraising Committee – Terms of Reference

14.1 Purpose

The purpose of the committee is to raise funds to further all the objectives of the Society, including:

- a) Develop an on-going sustainable approach to fundraising; and
- b) Implement a multi-stage development plan with the main purpose of increasing philanthropic support for the Society.

14.2 Frequency of Meetings

Meetings generally will be held on a monthly basis (except for July, August, and December when the Board does not meet) and at least four times per year.

14.3 Locale and Format of Meetings

In-person meetings will be held, and as well, meetings may be held by phone or e-mail.

14.4 Agenda

The agenda will be set by the committee chair.

14.5 Minutes

Minutes of meetings will be taken by the Chair, a committee secretary committee secretary or designate, distributed to all committee members for approval at the next committee meeting and reported on by the Chair or another representative of the committee at the next Board meeting. The approved minutes will be provided to the Secretary for filing in the Minute Book and will be available to all Directors.

15. Marketing and Audience Development - Terms of Reference

This Committee typically meets once a year in conjunction with the annual budgeting and programming process to review and consider the marketing components for the upcoming year.

16. Board and Staff Profiles and Contact Information

16.1 Board Profiles

Tony Knox (President): (BA (Honours) UVic, PhD, Part II Law Tripos Cantab, and LLB Dalhousie) Tony joined the Board in 2010. He spent 30 years as a partner at McCarthy Tetrault LLP practicing business law with specialization in corporate, mining, and aboriginal law. Tony sits on the boards of Knowledge Network Corporation and Tribal Resources Investment Corporation and is the President of the Vancouver Oxford & Cambridge Society. He continues in practice as a sole practitioner as Knox & Co.

Sharon E. Kahn (Past President): (AB Washington U, St. Louis, MO; MEd Boston U; PhD Arizona State U) Sharon joined the Board in 2008. She is Professor Emerita, UBC Counselling Psychology. Prior to her retirement, she inaugurated university roles as Director of Employment Equity; Associate Vice-President, Equity; and Academic Leadership Coach, in addition to her teaching. Sharon brings interpersonal, organizational and program development skills as well as a long-time interest in the

arts and arts advocacy to the Board. As Past-President, Sharon is focusing her energies on EMV's donor relations.

Stuart Bowyer (Vice-President): Stuart joined the Board in 2013. He is a senior leader with over twenty five years of business experience in the UK and Canada where he has built successful professional services organizations within large multi-national firms. He is now applying his business and leadership experience, interests and skills toward transformational initiatives in healthcare delivery at the University of British Columbia as the Chief Business Officer at Inform Every Autism. He holds a Master's of Science degree from the University of Oxford. Stuart is actively involved in supporting the vibrant entrepreneurial and arts communities.

Spencer Corrigan (Treasurer): (BSc UBC, Dip Acc UBC, CPA, CA) Spencer joined the Board in 2013. Spencer was born and raised in Vancouver, and pursued musical studies for several years in his youth, which led to a lifelong love of music. He is a chartered accountant and has served clients in both the non- and for-profit sectors. He has also served in a Board capacity for several amateur sports clubs, of which he was also a member.

Chris Guzy is Ballard Power Systems' Vice President and Chief Technology Officer. Chris' areas of responsibility include product development and technology research and development. Prior to joining Ballard, he was General Manager of GE Healthcare's product development and supply chain operations in Hungary. He holds Bachelor and Master of Science degrees in Chemical Engineering from Clarkson University and a Doctorate in Chemical Engineering from the University of New Mexico. He has been a member of the Board of Directors since 2006.

Ingrid Söchting: (PhD Clinical Psychology SFU) Ingrid joined the board in 2013. She is Director of the UBC Psychology Clinic and clinical associate professor in the Department of Psychiatry at UBC. She is also a Board member of the Canadian Institute for Obsessive-Compulsive Disorder and the Canadian Group Psychotherapy Foundation. She has raised four classical music lovers, is an amateur flute player, and been involved in a range of community and fundraising activities in New Westminster before moving to Vancouver in 2013.

Mark Vessey: (MA Cambridge, DPhil Oxford) Mark joined the Board in 2011. He is Professor of English Literature at the University of British Columbia, specializing in the early modern period or, broadly speaking, Renaissance to Baroque. He is also Principal of Green College, UBC, a graduate residence and extracurricular venue for interdisciplinary studies, which has partnered with EMV on many projects over the years, including recent concert series.

Fran Watters: (BA, UBC; LLB, UVic) Fran joined the Board in 2014. She is the Academic Leadership Coach and Program Director of the Academic Leadership Development Program (ALDP) at the University of British Columbia. She is a lawyer practicing in the area of labour, employment and human rights. She enjoys skiing, hiking and sings in a gospel choir in North Vancouver, Julie Blue's Singspiration.

Tim Rendell: (CPA, CA) Tim joined the Board first in 2014 and then stepped down to become the Managing Director of EMV, a position he held until November 2015. He then rejoined the Board in late 2015. He brings over 35 years of experience in general management and financial management in both the for profit and not-for-profit sectors in BC and Alberta. His not-for-profit experience includes having served as the General Manager of one of Canada's major symphony orchestras, president of a major international music competition and interim CEO for The David Suzuki Foundation. His community service work includes having served as a committee member for the Edmonton Community Foundation and The Calgary Foundation, and sitting on the Board of the Naramata Centre. In 2003, Tim was awarded a Distinguished Service Award by the Institute of Chartered Accountants of Alberta for his community work in the cultural sector.

Vincent Tan: (BS Ateneo de Manila University, MBA University of Chicago) Vincent joined the Board in 2015. His working career was largely with Ayala Land, Inc., a listed diversified property developer active in Asia, but with shareholders worldwide including Canada. He retired in April 2014 as Executive VP and was then elected to that company's Board of Directors. His interest in early music dates from the mid-1970's, when he played woodwind instruments including Krumhorn and Cornamuse with the Old Town Renaissance Consort in Chicago. Aside from music, his other passions include sustainability community development, in which field he received a certificate from Simon Fraser University in 2009 and continues to provide inputs to Ayala Land and other entities; and fine wine (as member of both La Commanderie de Bordeaux and Confrerie des Chevaliers du Tastevin).

16.2 Staff Profiles

Matthew White (Executive & Artistic Director): Matt was born in Ottawa, Canada in 1973 and started his musical life as a boy chorister at St. Matthew's Anglican Church in 1980, where he sang weekly until 1991. He subsequently completed a degree in English literature at McGill University while studying voice privately with the late Jan Simons. While he has spent the last twenty years performing and recording as a soloist with orchestras and opera companies in many of the world's most prestigious venues (Glyndebourne Festival, New York City Opera, Boston Early Music Festival, Houston Grand Opera, San Francisco Symphony, Toronto Symphony, Tafelmusik, Collegium Vocale Gent, Bach Collegium Japan, Les Violons du Roy, The Netherlands Bach Society etc.), he has also been active as the managing and artistic director of Montreal's ensemble Les Voix Baroques. In addition to programming and managing LVB for five full seasons as ensemble-in-residence at Christ Church Cathedral in Montreal, Matthew organized several international tours and co-produced seven universally lauded recordings for the ATMA Classique label – almost all of which were performed in Vancouver. Between 2010 and 2012 he worked part-time as Executive Director for Pacific MusicWorks and Stephen Stubbs in Seattle, WA before retiring from full-time singing to take on the full-time position of Associate Artistic Director with EMV in January 2013 and full time Artistic Director in September 2013. He became Executive & Artistic Director in late 2015. Well-known to Vancouver and international audiences as one of Canada's foremost counter-tenors, Matthew has had a long-standing relationship with EMV both as a performer and administrator. For over ten years he has successfully collaborated with EMV to realize some of its most highly regarded summer productions (Purcell's King Arthur and Faerie Queen, Handel's Orlando, Caldara's Il Conversione di Clodoveo etc.).

He resides in Vancouver with his wife, soprano Catherine Webster, their two daughters Stella and Molly, and Frank the dog.

José Verstappen (Artistic Director Emeritus): José Verstappen provided inspired leadership to EMV from 1979 to 2013. During those years, Jose led EMV to become a centre of excellence in the area of historically informed music. Jose continues to be a loyal volunteer for EMV providing much valuable assistance in many areas. What José has given to early music worldwide, to EMV, and to the broader British Columbia community is beyond price. He became Artistic Director Emeritus in August 2013.

Nathan Lorch (Business Manager): As Business Manager, Nathan provides oversight of EMV's financial matters including: preparation of the annual budget in partnership with Executive & Artistic Director, monitoring of budget to actual results, recording and processing all financial transactions, and preparation of financial statements to Treasurer. He also provides office and administrative support to ensure staff is properly supported by the appropriate systems and technology and generally does what is required to support the Society, the office, and concert performances. Having handled the accounting for other charitable societies, he started working with EMV five years ago as a part-time bookkeeper when the Society was interested in having its accounting handled in house by a staff member and was promoted to the position of Business Manager in late 2015.

Alicia Hansen (Production Manager and Summer Program Coordinator): Alicia coordinates the logistics for all the EMV concerts: venues, artist travel, accommodation (including homestays), ground transportation, instrument moves and tunings, technical requirements, rehearsals and sound-checks. She issues contracts to musicians, processes tax waivers and visa/work-permits, and issues their payment statements and per-diems. She takes care of all the thousand little details that go into the touring productions. She also runs (and looks after all the details of) the Summer Programmes (Baroque Vocal Programme, Lute Workshop, Medieval Programme etc.), as well as the Summer Festival concerts. She also works closely with the Executive & Artistic Director to help plan the season structure, including concerts and education programs. She handles Hodson Manor bookings and EMV instrument rentals. Alicia has a degree in jazz piano and a history of classical training in voice and piano (she sang with the Vancouver Chamber Choir for five seasons). She writes and performs her own music, lives on Bowen Island and has a 22-month old.

Diana Magallon (Marketing and Fundraising Coordinator): Diana has a multi-faceted job. She is responsible for maintaining the EMV website, planning and executing the email campaigns, and building EMV's on line and social marketing presence. She supports the media relations initiatives conducted by Laura Murray Public Relations, an external consulting firm that looks after EMV's media relations. She serves as the primary office contact for customer service and box office queries, and coordinates the "front of house" concert issues. She also assists with volunteer training and coordination and provides administrative support for EMV's fundraising programs and donor events. Her background is in theatre production and design, stage management, administration and customer service, making her a natural for EMV's Marketing and Fundraising Coordinator.

16.3 Board and Staff Contact Information

Board members:

Tony Knox LLB (*President*)

Lawyer, Corporate & Commercial Law
1291 40th Ave W, Vancouver BC V6M 1V3
(Board member since April, 2010)
604-261-1868
tknox@knoxlex.com

Sharon Kahn PhD (*Past President*)

Professor Emeritus of Counselling Psychology, UBC
1962 Western Pkwy, Vancouver BC V6T 1V5
(Board member since June, 2008)
604-224-0851
sharon.kahn@ubc.ca

Stuart Bowyer MSc (*Vice President*)

Chief Business Officer,
Inform Every Autism, UBC
4531 44A St, Ladner, BC V4K 2L2
(Board member since May, 2013)
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stuartcbowyer@gmail.com

Spencer Corrigan CA (*Treasurer*)

Chartered Accountant, Wolrige Mahon LLP
301 - 3438 Vanness Ave, Vancouver BC V5R 6E7
(Board member since May, 2013)
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s_corrigan@yahoo.ca

Chris Guzy

VP & CTO, Ballard Power Systems
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(Board member since April, 2006)
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Ingrid Söchting PhD

Director, UBC Psychology Clinic
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Mark Vessey MA, DPhil

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Fran Watters LLB

Academic Leadership Development Program Director/Executive Coach, UBC
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Tim Rendell, CPA, CA

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Vincent Tan

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16.4 Staff:

EMV Office
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staff@earlymusic.bc.ca
604 732 1610

Matthew White, Executive & Artistic Director

Extension 2005

matthew@earlymusic.bc.ca

Alicia Hansen, Production Manager and Summer Program Coordinator

Extension 2004

specialprojects@earlymusic.bc.ca and workshops@earlymusic.bc.ca (address for all summer program queries)

Diana Magallon, Marketing and Fundraising Coordinator

Extension 2000

staff@earlymusic.bc.ca

Nathan Lorch, Business Manager

Extension 2007

staff@earlymusic.bc.ca

Ron Costanzo, Volunteer Coordinator

extension 2004

staff@earlymusic.bc.ca

17. Constitution of EMV

17.1 The legal name of the Society is the Vancouver Society for Early Music, and all business is done under the common name “Early Music Vancouver”.

17.2 The objects of the Society as per its constitution are:

- a) The sponsoring of performances of early music;
- b) The fostering of a better appreciation of early music among the public;
- c) The acquisition of such musical instruments and equipment as may be necessary to effect the foregoing objects;
- d) The acquisition of any other assets as may be deemed necessary to fulfill these objects;
- e) The sponsoring of formal and informal early music education programs; and
- f) The doing of all other things that are necessary or otherwise ancillary to the carrying out of any of the foregoing objects.

17.3 The operations of the Society are to be carried on chiefly in Vancouver, British Columbia.

17.4 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 purposes of this Society, as may be determined by

the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that any such organization referred to in this paragraph shall be a registered charity recognized by the Department of National Revenue and Taxation as qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

17.5 The purposes 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.

17.6 Paragraphs IV and V and VI of the Constitution are unalterable in accordance with Section 22 of the *Society Act*.

18. By-laws of EMV

By-law 1. INTERPRETATION

1.1 Definitions

In these By-laws and the Constitution of the Society, unless the context otherwise requires:

- a) “Address of the Society” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- b) “Board” means the Directors acting as authorized by the Constitution and these By-laws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- c) “Board Resolution” means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- d) “By-laws” means the By-laws of the Society as filed with the Registrar;
- e) “Chair” means a Person elected to the office of Chair in accordance with these By-laws;
- f) “Constitution” means the constitution of the Society as filed in the Office of the Registrar;
- g) “Directors” means those Persons who have become Directors in accordance with these By-laws and have not ceased to be Directors, and a “Director” means any one of them;
- h) “Income Tax Act” means the Income Tax Act, R.S.C. 1985 (5th Supp.) c. 1 as amended or replaced from time to time;
- i) “Member” means a Person who becomes a Member or an Honorary Life Member in accordance with sections 2.1 or 2.7 of these By-laws and has not ceased to be a Member;
- j) “Ordinary Resolution” means:

- (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person, or
- (ii) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society;
- k) "Person" means a natural person;
- l) "Registered Address" of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- m) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- n) "Society" means "Vancouver Society for Early Music" also more commonly known as "Early Music Vancouver";
- o) "Society Act" means the *Society Act* R.S.B.C. 1996 c.433, as amended from time to time;
- p) "Special Resolution" means:
 - (i) a resolution passed at a duly called and held general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society;
- q) "in writing" includes the use of electronic mail commonly known as "email" and publication on the website of the Society;
- r) "requisitionists" means the voting members who requisition a general meeting of the Society.

1.2 Definitions

The definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws and the Constitution.

By-law 2. MEMBERSHIP

2.1 Membership of the Society

The Members shall be those Persons who either:

- a) donate at least \$50.00 to the Society; or
- b) subscribe for at least one Society concert series;

and any such person shall be a Member for the period of twelve months after thus becoming a Member.

2.2 Expulsion of Member

A Member may be expelled by a Special Resolution.

2.3 Cessation of membership

A Person will immediately cease to be a Member:

- a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the Address of the Society and the effective date of the resignation stated therein;
- b) upon his or her expulsion;
- c) upon his or her death; or
- d) upon the first anniversary of his or her becoming a Member pursuant to section 2.1 if, at or before such date, he or she does not renew his or her membership for another period of twelve months by doing one of the acts contemplated in section 2.1(a) or (b)

2.4 Changes to required donations and subscriptions

The Board may, by a Board Resolution, from time to time, change the amount required by these By-laws to be donated or number of Society concert series to be subscribed for in order for a Person to obtain or maintain membership in the Society pursuant to section 2.1.

2.5 Good standing of Members

A Person who becomes a Member or an Honorary Life Member will be a Member in good standing of the Society for the periods set out in sections 2.1 and 2.6 respectively. All Members in good standing are entitled to receive notice of and vote at any general meeting of the Society.

2.6 Honorary Life Membership

Honorary Life Membership may be conferred for the period of the life of any Person by a simple majority vote at a general meeting of the Society or at a meeting of the Directors by a Board Resolution. Honorary Life Membership confers the same rights and obligations as membership pursuant to section 2.1, except the obligation to make any further donation or subscription as contemplated in section 2.1 is permanently waived.

2.7 Compliance with Constitution, By-laws, and Policies

Every Member who, at any time:

- a) does not uphold the Constitution and comply with these By-laws and the policies of the Society adopted by the Directors from time to time; or
 - b) hinders the purposes, aims, and objects of the Society,
- will be subject to expulsion as a Member as contemplated in section 2.3 b) by a Board Resolution after being given a fair and reasonable opportunity to explain to the Board his or her conduct which

might lead to such expulsion. Any decision to expel a Person from membership in the Society for the reasons set forth in this section 2.7 shall be final.

By-law 3. MEETINGS OF MEMBERS

3.1 Time and place of general meetings

The general meetings of the Society will be held at such time and place, in accordance with the *Society Act*, as the Board decides.

3.2 Extraordinary General Meeting

Every general meeting other than an annual general meeting is an extraordinary general meeting.

3.3 Calling of an Extraordinary General Meeting

- a) The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- b) The Directors, on the requisition of 10% or more of the voting Members of the Society must convene a general meeting of the Society without delay.
- c) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
 - i) state the purpose of the general meeting,
 - ii) be signed by the requisitionists, and
 - iii) be delivered or sent by registered mail to the address of the Society.
- d) If, within 21 days after the date of the delivery of the requisition, the Directors do not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within 4 months after the date of the delivery of the requisition.
- e) A general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Directors.

3.4 Notice of General Meeting

The Society will give not less than 14 days' written notice (as contemplated in section 12.2) of a general meeting to all Members in good standing, but the Members may waive or reduce the period for the notice to be given for the due holding of a particular meeting by unanimous consent in writing.

3.5 Contents of notice

Notice of a general meeting will specify the place, the day, and the hour of the meeting as well as a brief summary of any special business (as contemplated in section 4.1) to be considered at such meeting.

3.6 Omission of notice

The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

3.7 Annual General Meetings

The annual general meeting of the Society will 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

By-law 4. PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business is:

- a) all business at an extraordinary general meeting except the adoption of rules of order; and
- b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the Directors;
 - (iv) consideration of the report of the auditor, if any;
 - (v) the appointment of the auditor; and
 - (vi) such business that, under these By-laws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

4.2 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

4.3 Loss of Quorum

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

4.4 Quorum

A quorum at a general meeting is 5 members present or such greater number as the members may decide at a General Meeting.

4.5 Lack of Quorum

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 the Members, will be terminated; but in any other case it will stand adjourned to the next day, 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 will constitute a quorum.

4.6 President

The President of the Society will, subject to a Board Resolution appointing another Person, chair all general meetings; but if at any general meeting the President, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Members present may choose one of their number to chair that meeting.

4.7 Alternate President

If a Person presiding as President of a general meeting wishes to step down as President for all or part of that meeting, he or she may designate an alternate to serve as President for such meeting or portions thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as President.

4.8 Adjournment

A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.10 Motions need not be seconded

No resolutions proposed at a general meeting need be seconded, and the President may propose a motion.

4.11 Ordinary Resolution sufficient

Any issue at a general meeting that is not required by these By-laws or the *Society Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.12 Entitlement to vote

Each Member in good standing is entitled to one vote.

4.13 No casting vote.

In case of an equality of votes, the Person presiding as Chair of a general meeting will not have a casting or second vote in addition to the vote the Person presiding as Chair may be entitled to as a Member and the proposed resolution will not pass.

4.14 Decision by show of hands, voice vote, or secret ballot

Voting will be by show of hands or voice vote recorded by the Secretary of the meeting, except that, at the request of any three Members present at the meeting, a secret vote by written ballot will be required.

4.15 Voting by proxy

Voting by proxy is not permitted.

4.16 Ordinary Resolution in writing

A resolution in writing which is identified as an Ordinary Resolution and signed by a minimum of 75% of the Members who would have been entitled to vote on the resolution at a general meeting of the Society is as valid and effectual as an Ordinary Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be an Ordinary Resolution. Such a resolution may be in two to more counterparts, which together will be deemed to constitute an Ordinary Resolution in writing. Such Ordinary Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.17 Special Resolution in writing

A resolution in writing which is identified as a Special Resolution and has been signed by all the Members who would have been entitled to vote on the resolution at a general meeting of the Society is as valid and effectual as a Special Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be a Special Resolution. Such a resolution may be in two or more counterparts, which together will be deemed to constitute one Special Resolution in writing. Such Special Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.18 Copy of Special Resolution to be filed with the Registrar

A copy of any Special Resolution passed in accordance with the By-laws will be filed with the Registrar in the appropriate form and will not take effect until such copy is accepted by the Registrar.

By-law 5. DIRECTORS

5.1 Election and Terms

- a) Each Director shall be elected as a Director either
 - (i) for a term of two years if elected at an annual general meeting of the Society, or
 - (ii) until the commencement of the second annual general meeting of the Society immediately following his or her appointment pursuant to section 5.7 or an extraordinary general meeting and, in either case, any Director shall cease to be a Director at the commencement of the second annual general meeting of the Society that is held after his or her election or appointment as a Director.

- b) At each annual general meeting, there shall be elected that number of Directors which is either
 - (i) equal to the number of Directors who ceased to be Directors at the commencement of such meeting or
 - (ii) the number contemplated in section 5.1 b) (i) and, in addition, such number of additional Directors as is determined by an Ordinary Resolution passed at such meeting.

- c) Each Director shall cease to be a Director at the time for him or her to cease to be a Director contemplated in section 5.1a) but shall be eligible for re-election.

5.2 Powers of Directors

The Board 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 Members in general meeting, but nevertheless subject to the provisions of:

- a) all laws affecting the Society; and
- b) these By-laws and the Constitution.

5.3 Management of property and affairs

The property and the affairs of the Society will be managed by the Board.

5.4 Number of Directors

The number of Directors will be such number, not being less than seven, as may be determined from time to time by an Ordinary Resolution.

5.5 Directors to be Members in good standing

No Person may be elected or appointed to be a Director who is not a Member or does not undertake to the Board to become a Member forthwith after becoming a Director and become a Member within at least six weeks of becoming a Director.

5.6 Directors subscribe to and support purposes

Every Director will unreservedly subscribe to and support the objects of the Society set forth in Part 2 of the Constitution of the Society.

5.7 Replacement of Directors

Notwithstanding section 5.1:

- a) The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Board of Directors.
- b) 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.
- c) 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.

5.8 Invalidation of Acts

No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.

5.9 Ceasing to be a Director

A Person will automatically cease to be a Director:

- a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the Address of the Society and the effective date of the resignation stated therein;
- b) upon the date such Person is no longer a Member;
- c) upon his or her removal by the Board for cause or ill health, provided that any Director who is subject to removal for cause shall be given a fair and reasonable opportunity to defend him or herself in respect of the causes alleged for his or her removal;
- d) upon his or her death;
- e) failing to attend three consecutive meetings of the Board without authorization from the Board; or
- f) at the commencement of the second annual general meeting immediately following his or her election as a Director.

5.10 Reimbursement of Directors' Expenses

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society and following the Society's policies for reimbursement.

5.11 Compensation of Directors

A Director is not entitled to any compensation.

5.12 Powers of the Board

The Board will have the power to make expenditures, including grants, gifts, and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society, provided, however, that the Board may not enter into any form of contract with a member or Director, other than in furtherance of the obligations or duties of such Member or Director, including such matters as indemnity agreements and non-disclosure or confidentiality agreements

5.13 Investment of property and standard of care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence, and judgement that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

5.14 Investment in mutual or pooled funds

The property of the Society may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund, or similar investment.

5.15 Investment advice

The Directors may obtain advice with respect to other investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

5.16 Delegation of investment authority to agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

5.17 Management of the Society

The Board will either:

- a) appoint an Artistic Director and a Managing Director or
- b) appoint an Executive Director who combines the functions of Artistic and Managing Directors.

The Board must by resolution determine the authorities, responsibilities, and remunerations of the Artistic and Managing Directors, or, from time to time, any Assistants to the Artistic and Managing Directors or of any Executive Director, and have a written contract with each such person.

5.18 Conflict of interest

A Director with an interest in a contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to all other Directors. The Director may be counted as part of the quorum at a meeting of the Directors at which this proposed contract or transaction is approved but may not vote on that item

By-law 6. PROCEEDINGS OF THE BOARD

6.1 Procedures and calling of meetings

After Issuance of the certificate of incorporation, a meeting of the Board will be held at which the Directors may:

- a) appoint Officers,
- b) make banking arrangements,
- c) appoint an auditor to hold office until the first annual general meeting, and
- d) transact any other business.

Subsequent meetings of the Board may be held at any time and place determined by the Board, provided that two days' notice of such meeting will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. The President may at any time, and the Secretary, at the request of three Directors, must call a meeting of the Board. Notice of the meeting is sufficient if properly addressed to every Director, and sent by ordinary mail, e-mail, or facsimile transmission. Except where notice is waived by all Directors, notice of a meeting must be given at least seven days before the meeting.

6.2 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be 50% or a majority of the Directors.

6.3 Chair of meetings

The President of the Society will, subject to a Board Resolution appointing another Person, chair all the meetings of the Board, but if at any Board meeting the President or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the

meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

6.4 Alternate Chair

If the Person presiding as Chair of a meeting of the Board wishes to step down as Chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as Chair.

6.5 Notice

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

6.6 Motions need not be seconded

No resolutions proposed at a meeting of the Board need to be seconded, and the Chair may propose a motion.

6.7 Passing resolutions

Any issue at a meeting of the Board which is not required by these By-laws or the *Society Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

6.8 No casting vote

The Person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she will not be permitted to vote again to break the tie and the resolution being voted on will be deemed to have failed.

6.9 Procedure for voting

Voting will be by show of hands or voice vote recorded by the Secretary of the meeting except that, at the request of any two Directors, a secret vote by written ballot will be required.

6.10 Resolution in writing, e-mail, or facsimile.

A Board Resolution in writing that has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in

writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

6.11 Waiver of notice by absent Director

A Director who contemplates being, or is, absent from British Columbia may, by letter, facsimile, or electronic mail, send or deliver to the Address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may at anytime withdraw the waiver in like manner. Until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that Director; and
- b) any and all meetings of the Board, notice of which has not been given to that Director, will, if a quorum is present, be valid and effective.
- c) the Absent Director will not count for the purpose of determining a quorum.

By-law 7. COMMITTEES

7. 1 Delegation to committees

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

7. 2 Terms of Reference and rule

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in the exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

7. 3 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed mutatis mutandis by the rules set out in these By-laws governing proceedings of the Board.

7.4 Executive Committee

There may be an Executive Committee consisting of Directors, of which there must be at least three.

7. 5 Power to transact business

Subject to the control of the Board, the Executive Committee, if any, will have power to transact all business of the Society in the interim between meetings of the Board. The Executive Committee will meet at the call of the Chair of the Executive Committee.

7.6 Standing and special committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will not have powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved. Any special committee may be named in any way the Board shall determine including, without limitation, as a “task force.

By-law 8. DUTIES OF OFFICERS

8.1 Election of Officers

8. Unless otherwise provided by the Members present at the annual general meeting, the Officers shall be elected by the Directors from among the Directors at the first meeting of the Directors following the annual general meeting and in the manner approved by the Directors. The Board will elect a Chair, together with such other Officers as are required in accordance with these By-laws, who will hold office until the first meeting of the Board held after the next following annual general meeting.

8. Officers shall serve until the earliest to happen of (i) their removal, (ii) resignation, (iii) death or incapacity, or (iv) the commencement of the first meeting of the Board held after the first annual general meeting held after their appointment. Officers may be re-appointed as many times as the Board may determine, provided that the President will not normally serve for more than two years and with the exception of the Treasurer, other Officers will not normally serve for more than four years.

8.2 Secretary and treasurer required

The Board will appoint a secretary and treasurer and may appoint and remove such other Officers of the Society as it deems necessary and determine the duties, responsibilities, and term, if any, of all Officers.

8.3 Removal of Officers

A Person may be removed as an Officer by a Board Resolution by a majority of not less than two thirds of the Directors present provided that any Officer who is subject to removal by such a Board

Resolution shall be given a fair and reasonable opportunity to defend his or her actions, which might justify removal, to the Board.

8.4 Replacement

Should the President or any other Officer for any reason not be able to complete his or her term, the Board will remove such Officer from his or her office and will elect a replacement without delay.

8.5 Duties of President

The President will supervise the other Officers in the execution of their duties and will preside at all meetings of the Society and the Board. The President has the power and duties generally pertaining to the office of the President, subject to any restrictions imposed by the Board.

8.6 Duties of the Secretary

The Secretary will be responsible for making the necessary arrangements for:

- a) the issuance of notices of meetings of the Society and the Board;
- b) the keeping of minutes of all meetings of the Society and the Board;
- c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- d) the maintenance of the register of Members; and
- e) the conduct of the correspondence of the Society.

8.7 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- a) the keeping of such financial records, reports, and returns, including the books of account, as are necessary to comply with the *Society Act* and the Income Tax Act; and
- b) the rendering of financial statements to the Directors, Members, and others, when required.

8.8 Absence of Secretary at meeting

If the Secretary is absent from any meeting of the Society or the Board, the Directors present will appoint another person to act as Secretary at that meeting.

8.9 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may not be combined.

8.10 Officers

Subject to the Board appointing any other additional Officers of the Society pursuant to section 8.2, the Officers of the Society

shall be the President, the Secretary, the Treasurer, and the Executive Director or the Artistic Director, and the Managing Director.

By-law 9. EXECUTION OF INSTRUMENTS

9.1 No Seal

The Society will not have a seal.

9.2 Execution of instruments

Contracts, documents, or instruments in writing requiring the signature of the Society may be signed by:

- a) the President, together with the Secretary and the Treasurer, or
- b) any two Directors;

and all contracts, documents, and instruments in writing so signed will be binding upon the Society without further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any Officer or Officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents, or instruments in writing.

By-law 10. BORROWING

10.1 Powers of Directors

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures and lines of credit.

10.2 Issuance of debentures

No debenture will be issued without the authorization of a Special Resolution.

10.3 Restrictions on borrowing powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

10.4 Investments

The Society must invest its funds only as permitted under the provisions of the Trustee Act R.S.B.C. 1996 c.464 respecting the investment of trust property by a trustee as more fully described in sections 5.13 to 5.16.

By-law 11. AUDITOR

11.1 Requirement

The financial statements of the Society for each fiscal year of the Society shall either be audited or be the subject of a review engagement, in either case by the auditor, in accordance with sections 41 and 42 of the *Society Act* as determined by the Board from year to year.

11.2 Appointment of auditor at annual general meeting

At each annual general meeting the society shall appoint an auditor to hold office until the close of the next annual general meeting. The Directors may fill a vacancy in the office created by resignation, death, or otherwise.

11.3 Removal of auditor

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Society Act*.

11.4 Notice of appointment

An auditor will be promptly informed in writing of his, her, or its appointment or removal.

11.5 Restrictions on appointment

No Director or employee of the Society will act as auditor.

11.6 Attendance at annual general meetings

The auditor may attend general meetings.

By-law 12. NOTICES

12.1 Entitlement to notice

Notice of a general meetings will be given a) to every Person shown on the register of Members as a Member in good standing on the day the notice is given, and b) to the auditor. No other Person is entitled to be given notice of a general meeting.

12.2 Method of giving notice

A notice may be given to a Member by electronic mail to each Member who has supplied his or her electronic mail address to the Society and by a notice appearing as an advertisement in the Vancouver

Sun newspaper on two consecutive days to those Members who have not supplied an electronic email address to the Society, or personally, by delivery, facsimile, or by first class mail posted to the last postal address provided to the Society by such Member

12.3 When notice deemed to have been received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received. Any notice delivered either by notice published in the Vancouver Sun newspaper, personally, by delivery, facsimile, electronic mail, or by first class mail will be deemed to have been given on the day it was so published, delivered, or sent.

12.4 Days to be counted in notice

If a number of days' notice or notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

By-law 13. MISCELLANEOUS

13.1 Inspection of records

The documents, including the books of account, of the Society and the minutes of meetings of the Society and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Society will be open to the inspection of Members in good standing upon reasonable notice to the keeper of such documents but the Members will not be entitled or have the right to inspect any other document of the Society.

13.2 Participation in meetings

Any meeting of the Society, the Board, or any committee, may also be held, or any Member, Director, or committee member may participate in any meeting of the Society, the Board, or any committee by telephone or video conference call or similar communication equipment as long as all the Members, Directors, or Persons participating in the meeting can hear and respond to one another. All such Members, Directors, or Persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing By-laws, will be entitled to vote by a voice vote recorded by the Secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

13.3 Rules governing notice, Board Resolutions, and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these By-laws will apply mutatis mutandis to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

13.4 Right to become Member of other Society

The Society will have the right to subscribe to, become Member of, and cooperate with any other society, corporation, or association whose purposes or objectives are in whole or in part similar to the Society's purposes

13.5 Not a reporting Society

Subject to an order of the Registrar pursuant to the *Society Act* stating that the Society is a "reporting society" as defined under the *Society Act*, the Society is not a "reporting society."

13.6 Branch Societies

The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society that the Society confers.

By-law 14. INDEMNIFICATION

14.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each Officer of the Society will be indemnified by the Society against all costs, charges, and expenses reasonably incurred in connection with any claim, action, suit, or proceeding to which that Person may be made a party by reason of having been a Director or Officer of the Society.

14.2 Indemnification of past Directors and Officers

To the extent permitted by the *Society Act*, the Society will indemnify and hold harmless every Person heretofore now and hereafter serving as a Director or Officer of the Society and that Person's heirs and personal representative.

14.3 Advancement of expenses

To the extent permitted by the *Society Act*, all costs, charges, and expenses incurred by a Director or Officer with respect to any claim, action, suit, or proceeding may be advanced by the Society prior to the final disposition thereof, at the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

14.4 Approval of court and term of indemnification

The Society will apply to the court for any approval of the court that may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each Officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

14.5 Indemnification not invalidated by non-compliance

The failure of a Director or Officer of the Society to comply with the provisions of the *Society Act*, or of the Constitution or these By-laws, will not invalidate any indemnity to which he or she is entitled under this part.

14.6 Purchase of insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, Officers, employees, or agent against personal liability incurred by any such Person as a Director, Officer, employee, or agent.

By-law 15. BY-LAWS

15.1 Entitlement of Members to copy of Constitution and By-laws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and By-laws of the Society.

15.2 Special Resolution required to alter or add to By-laws

These By-laws will not be altered or added to except by Special Resolution.
