

THE GREATER VICTORIA POLICE CHORUS SOCIETY

CONSTITUTION

The name of the Society is THE GREATER VICTORIA POLICE CHORUS SOCIETY.

The purposes of the Society are:

1. Advancing the public's appreciation of the arts by providing high-quality public performances of choral works, and
2. To do all such things as are incidental or ancillary to the attainment of the above purposes.

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BYLAWS

Part 1 – Definitions

- 1.1 In these bylaws, unless the context otherwise requires:
- (a) "Chorus" means the Greater Victoria Police Chorus.
 - (b) "Board" means the directors or executive members of the Greater Victoria Police Chorus Society.
 - (c) "Directors" means the directors of the Society for the time being.
 - (d) "Performing Member" is a person who sings in the Chorus, excluding persons who perform strictly as Soloists on invitation by the Chorus, and may include:
 - (i) a serving, retired or former sworn police officer from the RCMP or any accredited municipal or provincial police department or military police within Canada; and
 - (ii) an employee, or retired employee, of a police board, a municipality, or the RCMP, who exclusively provides, or provided, operational support service to one of the police departments mentioned herein.
 - (iii) a person other than as designated in paragraph (i) and (ii) who is admitted by the Chorus as a performing member.
 - (e) "Honourary Member" is a retired performing member recognized for past service.
 - (f) "Associate Member" means a person who is not a performing member or an honorary member and includes any person so approved by the board including:
 - (i) a person who does not sing with the Chorus, but who provides support and/or services to the Chorus; and
 - (ii) The professional performers retained to assist the Chorus, notwithstanding Article 19 the Bylaws.
 - (g) "Societies Act" means the Societies Act of British Columbia from time to time in force and all amendments to it.
 - (h) "Registered address" of a member means the member's address as recorded in the register of members.

- 1.2 The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

Part 2 – Membership

- 2.1 The membership of the Chorus shall be comprised of any number of Performing Members, Honourary Members and Associate Members.
- 2.2 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.3 A person may apply to the directors for membership in the Society and on acceptance by the membership is a member.
- 2.4 Every member must uphold the constitution and comply with these bylaws.
- 2.5 The amount of the first annual dues for performing members must be determined by the directors and after that the annual dues for performing members must be determined at the annual general meeting of the Society.
- 2.6 A person ceases to be a member of the Society:
 - (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on his or her death or,
 - (c) on being expelled or,
 - (d) on having been a member not in good standing for 12 consecutive months.
- 2.7 A member may be expelled by a special resolution of the members passed at a general meeting.
 - (a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (b) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.8 Any member may be expelled from the Chorus for an unacceptable attendance record, causing disgrace or embarrassment to the Chorus, and/or violating the constitution or by-laws of the Chorus.
- 2.9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.
- 2.10 Membership rules which are consistent with these Bylaws and the Constitution may be established by the Board, provided that the respective resolution is carried out by a simple majority of performing members at a meeting of record conducted during a regularly scheduled practice session, or a special meeting, of which all such members shall receive notice.
- 2.11 Voting Rights:
 - (a) Performing Members shall have voting rights.
 - (b) Associate Members shall have no voting rights.
 - (c) Honourary Members shall have no voting rights.
- 2.12 Members of the Chorus, other than the Professionals, shall volunteer their time for

practices, concerts and Chorus functions without remuneration. Members of the Chorus shall not receive any form of payment, other than reimbursement for personal expenses that are approved by the Board

- 2.13 Persons applying as a member may be required to submit to a Criminal Background Check at the applicant's expense.

Part 3 – Meetings and Rehearsals of Members

- 3.1 General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene a general meeting.
- (a) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.4 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year.
- 3.5 The Chorus Music Director may be invited to attend any meetings.
- 3.6 Rehearsals will be held once weekly or as directed by the Music Director and will extend from the first week of September to the end of the following May or June.
- (a) Whenever possible, lengthy business should be reserved for special meetings and not conducted at rehearsals.

Part 4 – Proceedings at General Meetings

- 4.1 Order of Business at Meetings;
- (a) Reading of the minutes of the previous meeting.
- (b) Business arising out of the minutes.
- (c) Financial statement and accounts.
- (d) Unfinished business, correspondence and reports.
- (e) New business.
- (f) Election of directors (when applicable).
- 4.2 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the report of the directors;
- (iv) the report of the auditor, if any;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required;
- (vii) the other business that, under these bylaws, ought to be conducted at an

annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 4.3 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 4.6 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.7 Subject to bylaw 4.8, the President of the Society, the Vice President or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 4.8 If at a general meeting:
 - (a) there is no President, Vice President or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the President and all the other directors present are unwilling to act as the chair, then the members present must choose one of their number to be the chair.
- 4.9
 - (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.10
 - (a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - (b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.11 A member in good standing present at a meeting of members is entitled to one vote.
 - (a) Voting is by show of hands.
 - (b) Voting by proxy is not permitted.

Part 5 – Dress and Deportment

- 5.1 Standards of Conduct
 - (a) Members shall conduct themselves in a manner which will not bring discredit to the Chorus.
 - (b) Chorus Uniforms shall only be worn for official Chorus functions and performances. Members in uniform shall make every possible attempt to travel directly from their residences to such performance, then directly home.

- (c) The consumption of liquor by members in uniform is strictly forbidden, unless specifically sanctioned by the Board.
- (d) Members shall not enter any licensed liquor establishment in uniform other than for the sole purpose of performing at an authorized concert. Members who wish to remain in said establishment upon completion of a concert shall change into civilian clothing, unless otherwise directed by the Board.

5.2 Uniforms

- (a) Performing Members shall wear the official uniform of the Chorus as defined by the Board.
- (b) Military & Police Service Medals and Decorations shall only be worn on appropriate occasions, as directed by the Board.
- (c) All uniforms, pins, badges, crests, and accessories worn by Members shall be approved by the Board.
- (d) Service medals, firearms proficiency badges, rank chevrons and other approved decorations and badges may be worn in compliance with the regulations of the respective department represented.
- (e) Uniforms, pins, badges and other accessories shall be maintained in a clean, polished and well-pressed state.

Part 6 – Chorus Assets and Sale of Chorus Articles

- 6.1 All assets, purchases and donations to the Chorus of any property to the Chorus, shall remain the property of the Chorus, except in the event of dissolution of the Chorus.
- 6.2 All issued uniforms, equipment, printed music and other materials issued to Chorus members, including all information contained within our website, shall remain the property of the Chorus.
- 6.3 The Board may sanction the purchase and sale of crested or logo-bearing and other items for sale to the general public. The profit from the sale of said items shall be deposited into the general revenue account, maintained by the Treasurer.

Part 7 – Copyright Laws and Royalties

- 7.1 The Chorus will observe and adhere to any and all laws and regulations pertaining to the copyright of all printed and recorded music.

Part 8 – Directors and Officers

- 8.1 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
 - (a) all laws affecting the Society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
- 8.2 A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 8.3 The President, Vice President, Secretary, Treasurer and Past President and, if the voting members so resolve, one or more other persons, are the directors of the society.
- 8.4 The number of directors must be three (3) or a greater number determined from time to time at a general meeting.

- 8.5 The directors must retire from office at each annual general meeting when their successors are elected. The President shall remain in office as a director and Past President for one year after his successor is elected or acclaimed, to ensure continuity.
- 8.6 Separate elections must be held for each office to be filled.
- 8.7 An election may be by acclamation, otherwise it must be by ballot.
- 8.8 If a successor is not elected, the person previously elected or appointed continues to hold office.
- 8.9 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.
- 8.10 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.
- 8.11 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 8.12 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 8.13 A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Part 9 – Duties of Officers

- 9.1 The President presides at all meetings of the Society and of the directors.
- 9.2 The President is the Chief Executive Officer of the Society and must supervise the other officers in the execution of their duties.
- 9.3 The President shall act in the best interest of the Chorus at all times and shall serve as the Chorus spokesperson, and shall act as liaison between the Chorus and area Chiefs of Police.
 - (a) The President shall preferably be a serving or retired member of a local municipal police department or the RCMP.
- 9.4 The Vice-President shall assume the duties and responsibilities of the President in the absence of the President.
 - (a) The Vice-President shall preferably be a serving or retired member of a local municipal police department or the RCMP.
- 9.5 The Secretary must do the following:
 - (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and directors;
 - (c) keep minutes of all meetings of the Society and directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (e) maintain the register of members;
 - (f) disseminate information to the membership.

In the absence of the Secretary from a meeting, the directors must appoint another person to act as secretary of the meeting.
- 9.6 The Treasurer must
 - (a) keep the financial records, including books of account, necessary to comply with the Societies Act, and

- (b) render financial statements to the directors, members and others when required.
- 9.7 The offices of Secretary and Treasurer may be held by one person who will be known as the Secretary Treasurer.
- 9.8 If a Secretary Treasurer holds office, the total number of directors must not be less than 3 or the greater number that may have been determined under bylaw 8.4
- 9.9 The Board may retain the services of qualified professional performers to assist the Chorus, including but not limited to, a music director, an assistant music director and music accompanists (the "Professionals").
- 9.10 The Chorus recognizes that its music director and accompanists may be members of their respective musicians' unions and associations, and will comply with applicable rules and regulations.
- 9.11 The Board may approve a payment schedule for professionals, which includes remuneration for chorus practices and concerts,

Part 10 – Proceedings at Meetings of the Directors

- 10.1 The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 10.2 The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- 10.3 The President is the chair of all meetings of the directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

Part 11 – Proceedings of Directors

- 11.1 A director may at any time, and the Secretary, on the request of a director, must, convene a meeting of the directors.
- 11.2 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- 11.3 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 11.4 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 11.5 A director who may be absent temporarily from British Columbia may send a waiver of notice to the address of the Society by mail or by electronic means of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the Society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 11.6 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- 11.7 In the case of a tie vote, the chair does not have a second or casting vote.

- 11.8 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 11.9 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 12 – COMMITTEES

- 12.1 Subject to approval by the Board, working committees may be selected. Such committees will appoint a chair, who will report to the Board.
- 12.2 Committees may involve responsibilities including but not limited to: Nominating, Concerts, Social Affairs, Music Selection, Membership and Attendance, Concert Planning, Uniforms, webmasters and Supplies.
- 12.3 The Concert Committee shall receive all written requests for Chorus performances and make recommendations to the Chorus membership.
- 12.4 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee present must choose one of their number to be the chair of the meeting.
- 12.5 The members of a committee may meet and adjourn as they think proper.

Part 13 – Borrowing

- 13.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 13.2 A debenture must not be issued without the authorization of a special resolution.
- 13.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 14 – Auditor

- 14.1 This Part applies only if the Society is required or has resolved to have an auditor.
- 14.2 The first auditor must be appointed by the directors.
- 14.3 At each annual general meeting the Society must elect an auditor
- 14.4 An auditor may be removed by ordinary resolution.
- 14.5 An auditor must be promptly informed in writing of his or her appointment or removal.
- 14.6 A director or employee of the Society must not be its auditor.
- 14.7 The auditor may attend general meetings.

Part 15 – Notices to Members

- 15.1 The notice of a general meeting must be sent not less than 14 days in advance of the meeting to those members entitled to receive notice.
- 15.2 A notice of meeting must be given in writing to a member, and may be delivered in person to the member, or by mail or electronically to the member's registered address.
- 15.3 Notice of a general meeting must be given to:
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 14.1 applies.
- 15.4 A notice is deemed to have been given on the second day following the day on which the notice is sent, and in proving that notice has been given, it is sufficient to prove that the

notice was properly addressed.

Part 16 – Bylaws

- 16.1 On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the Constitution and Bylaws of the Society.
- 16.2 These bylaws must not be altered or added to except by special resolution.

ARTICLE 17 – BRANCHES

- 17.1 The Chorus may establish and maintain one or more branches which shall have such powers not exceeding the powers of this Chorus, as this Chorus may from time to time confirm.

ARTICLE 18 – Winding Up

- 18.1 Upon wind-up or dissolution of the Society, the assets remaining after payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization(s) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors. **This provision was previously unalterable.**

ARTICLE 19 – Profits of the Society

- 19.1 The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its purposes.