

**SOCIETIES ACT**  
**CONSTITUTION AND BY-LAWS OF**  
**COMOX VALLEY POTTERS CLUB**

1. The name of the Society is “Comox Valley Potters Club” hereafter called the Club.
  
2. The purposes of the Club are to:
  - (a) Promote intercourse among those who work in or are interested in the ceramic arts;
  - (b) Foster artistic and educational activities within the Club and the community;
  - (c) Collaborate with other groups of potters and craftspeople;
  - (d) Promote exhibitions and sale of members’ work;
  - (e) Seek to receive, acquire and hold gifts, donations, grants, legacies and devices;
  
3. Upon the dissolution of the Club, and after payment of all debts, and liabilities, the remaining property of the Club shall be distributed to a recognized charitable organization in Canada, selected by the last Directors of the Club. This provision is unalterable.

**BYLAW #1**  
**MEMBERSHIP**

- A. Members of the Club shall be persons and bodies corporate engaged in or interested in arts or crafts and who have paid the annual fee and/or any other required fees for the then current fiscal year.
- B. The Board of Directors may, by written notice, terminate or suspend the membership of any person who acts contrary to the Rules and By-Laws of the Club or who fails to support the objectives as laid out in the Constitution. Except to the parties concerned, the board need not give any explanation for the termination of a membership and/or return of fees for the current season.
- C. All members in good standing shall be entitled to one vote. No proxy voting will be allowed.
- D. Any member who desires to withdraw from membership in the Club may notify the Board of Directors in writing to that effect and on receipt by the Board of Directors of such notice the member shall cease to be a member.
- E. Any member who resigns, withdraws or is expelled from the Club shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Club.
- F. The annual fees for membership in the Club and any other fees required for the operation of Club activities shall be determined by the general membership from time to time.
- G. All members to be in good standing must be no more than 30 days in arrears in payment of annual dues and/or any other required fees beyond the time stipulated by the Board of Directors for the ensuing season.

- H. Studio members may be removed for failure to work a specified number of hours each year for the Club. The type of duties and number of hours will be determined from time to time by the Board of Directors.
- I. Non-studio members will be expected to contribute in some way to the Club, if their work is sold through the Club.

#### **BY-LAW #2**

#### **FISCAL YEAR**

- A. The fiscal year of the Club shall end on **the 31<sup>st</sup> day of August** each year unless otherwise determined by a resolution of the Board of Directors, to be ratified by the general membership.
- B. The membership year of the Club shall be from September 1<sup>st</sup> to August 31<sup>st</sup>.

#### **BY-LAW #3**

#### **MEETINGS**

- A. The Annual General meeting and Election of the Board of Directors shall be called during the month of May each year, upon a time and date to be set by the Board of Directors.
- B. Extraordinary General Meetings may be called by the Board of Directors throughout the year when necessary.
- C. Notice of all General Meetings must be given to all eligible voting members at least 14 days prior to the meeting. Said notice shall include the time and place of the meeting and copy of the proposed agenda.
- D. No business shall be transacted at any General Meeting unless a quorum is present. A quorum at any General Meeting shall consist of 20% of eligible voting members or 15, whichever shall be less.
- E. If 10% of the eligible voting members of the Club shall, in writing, request the calling of an Extraordinary General meeting, specifying therein the object for which the meeting is called, the Board of Directors must call such a meeting forthwith at least a 21 day notice being given to all members.
- F. At all meetings, the Chair shall be taken by the President or in his or her absence by the Vice President and in the absence of both of these by the Secretary or such other person as the meeting may decide.
- G. The manner of voting at all meetings shall be by show of hands, except during election of officers or when the President directs, at those times a secret ballot will be taken.

**BY-LAW #4**  
**GOVERNMENT**

- A. The business and affairs of the Club shall be under the control and general direction of a Board of Directors.
- B. The Board of Directors shall consist of **nine persons** plus the President and Immediate Past President.
  - i) Each Director must, at the time of her/his election and throughout her/his office, be a member of the Club in good standing. It is necessary that the majority of the Directors be active users of the Club studio.
  - ii) The Immediate Past President shall be an advisory Director only, without voting privileges, unless elected as a Director.
- C. A majority of those holding office shall for a quorum for all Board meetings, unless the Directors, from time to time, by resolution set some other number as a quorum, in which event the number so set shall be the quorum.
- D. The President shall be elected for a one year term by the general membership immediately prior to the election of the Directors.
- E. The term of office for each Director shall be two years. At each Annual General Meeting, one half of the Directors shall retire from office and Directors shall be elected to replace those retiring.
- F. A retiring Director shall be eligible for re-election immediately after serving a 2 year term; however, no member shall hold the office of President for more than two consecutive years.
- G. The Board of Directors shall elect from among themselves immediately following the Annual General Meeting, a Vice-President, Secretary and Treasurer and other such Standing Committee Chairpersons as the Directors deem necessary for the proper functioning of the Club.
- H. If a vacancy occurs on the Board of Directors, the Board may appoint a member to fill the vacancy. Any member so appointed will hold the office until the next Annual General Meeting.
- I. If at any time at which an election of Directors ought to take place, the vacant places are not filled, the vacating Directors shall be deemed to have been reelected.
- J. The Club may, from time to time, by special resolution, remove any Director before the expiration of her/his period of office, and may elect another member in his stead.
- K. In case of any equality of votes the Chairperson of the meeting shall cast the deciding vote.

**BY-LAW #5**  
**DUTIES OF OFFICERS**

- A. **PRESIDENT:**  
It shall be the duty of the President to call all meetings and to preside at all meetings of the membership and/or of the Board of Directors; to cast her/his vote only in the event of a tie; to

sign all contracts and obligations of the Club, together with the Secretary, and only with the knowledge and approval of a majority of the Board of Directors; to supervise the duties of all other officers of the Club; to appoint all Committees except the Auditing Committee; to serve as a member ex-officio of all Committees she/he may appoint; to approve all expenditures; and to exercise such power and to perform all duties as are customarily vested in the President.

B. VICE-PRESIDENT:

It shall be the duty of the Vice-President to perform all of the duties of the President in the latter's absence, or in her/his inability to act or preside.

C. SECRETARY:

It shall be the duty of the Secretary to record minutes of all regular and special meetings of the Membership and of the Board of Directors; to conduct all general Club correspondence; to notify members of meetings and special Club events; to sign all contracts and obligations of the Club, together with the President, with the knowledge and approval of the Majority of the Board of Directors; to receive and file copies of correspondence, reports of officers and Committees; to appoint an assistant when necessary; and to carry out such other duties as may be required.

D. TREASURER:

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books or account and shall deposit all monies or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board of Directors. They shall disburse the funds of the Club under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Club. They shall present a budget annually to the Board of Directors. They shall also perform such other duties as may from time to time be determined by the Board of Directors.

## **BY-LAW #6**

### **FUNDS AND BORROWING POWER**

- A. For the purpose of carrying out the objectives of the Club, the Directors may borrow or raise or secure the payment of money in such manner as they see fit, and in particular by the issue of debentures; provided debentures shall not be issued without the sanction of a special resolution of the Club.
- B. All books, accounts and records of the Club shall be open for inspection for the Directors at all reasonable times and for inspection by the members of the Club upon application to the President or Secretary at such reasonable times and places as the Board of Directors shall see fit.
- C. The accounts of the Club shall as soon as is practicable after the end of each fiscal year be examined and their correctness ascertained by one or more auditors who shall be appointed annually at the Annual General Meeting.
- D. All cheques written on the Club account must be double signed by any two of the three signing officers designated by the Board of Directors.
- E. At the beginning of each membership year the Board of Directors shall submit a budget for the approval of the general membership. Such approval will allow the Board of Directors to

dispense and collect all funds contained in the budget without further approval of the membership.

- F. All payments for additional expenses not covered in the budget must be approved by a 2/3 majority of the entire membership. A telephone vote may be obtained if necessary.

#### **BY-LAW #7**

##### **THE SEAL**

The directors shall provide for the safe custody of the common seal of the Club which shall not be affixed to any instrument except in the presence of:

- a) The President and one other Director
- b) Any one or more of the Directors of the Club as may be authorized from time to time by resolution of the Board of Directors

#### **BY-LAW #8**

##### **ADDRESSES OF MEMBERS**

Each member shall give his or her address to the Secretary, and immediately notify the Secretary of any change in the same. Failure to do so shall be deemed to constitute a waiver of any Club notice called for under By-Law #3 C. and E.

#### **BY -LAW #9**

##### **AMENDMENTS OF BY-LAWS**

These By-Laws or any part thereof may be repealed or amended, or new By-Laws may be adopted at any General Meeting provided a special resolution is passed by a 75% vote of all members present, and provided that the entire voting membership is notified in writing at least 14 days in advanced that such proposed resolution is to be voted on at such meeting.