VANCOUVER OPERA ASSOCIATION

Amended and Restated By-Laws

As Adopted by the Members on ~~November 22, 2018~~September 17, 2026

BY-LAWS

ARTICLE I: MEMBERSHIP

Section 1. Definition of Membership

The Members of the Association will consist of the persons described in subsections (a), (b) or (c), except that no person may be a Member if such person, their spouse or dependents, receives, or since the beginning of the immediately preceding fiscal year ending June 30 has received, remuneration as an employee, service provider or otherwise, from the Association:

(a) those persons who

(i) are subscribers in the Association's current year on or before 30 days before a General Meeting, or

(ii) were subscribers for the Association's prior fiscal year ending June 30;

(b) those persons who have donated to the Association during the immediately preceding fiscal year the sum of $100.00 or more.

(c) the officers of the Vancouver Opera Guild.

(d) Directors of Vancouver Opera Association

Section 2. Good Standing

All Members are deemed to be in good standing.

Section 3. Voting

All Members will be entitled to vote at all meetings of the Association.

Section 4. Special Resolution

A Member may be expelled by a Special Resolution.

Section 5. Termination of Membership

A person will immediately cease to be a Member:

(a) upon no longer meeting one or more of the criteria described in Section 1 hereof;

(b) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Association or to the address of the Association and the effective date of the resignation stated thereon; or

(c) upon his or her expulsion; or

(d) in the case of an individual, upon his or her death, or in the case of a partnership or corporation, when it dissolves.

Section 6. No Membership Dues

There will be no annual membership dues.

ARTICLE II: GOVERNANCE

Section 1. Number of Directors

(a) The Board of Directors will consist of not fewer than three (3) and not more than thirty-five (35) Directors. Not fewer than three (3) and up to thirty-three (33) persons are to be elected directors. In addition to the elected directors, the following persons are appointed as Directors of the Association:

(i) the President of the Vancouver Opera Guild, if willing to serve;

(ii) the Chairperson of the Vancouver Opera Foundation, if willing to serve; and

(iii) such number of additional Directors as may be appointed by the Board pursuant to Section 2.

(b) At each Annual General Meeting, the Committee on Directors will present for election a slate of candidates selected and structured in such a way as to produce an elected Board, comprised, as nearly as possible, of an equal number of Directors serving one-, two-, and three-year terms.

Section 2. Appointed Directors

Subject to the maximum number of Directors permitted, the Board may appoint such other Directors as it may consider beneficial to the Association, providing that the total number of appointed Directors does not exceed fifty percent (50%) of the number of elected Directors. Notwithstanding the foregoing, any time a casual vacancy occurs in the position of an elected Director, the Board may appoint a new Director, whose term of service shall last only until the conclusion of the next Annual General Meeting. A “casual” vacancy is defined as one caused by death, resignation or the application of these By-Laws.

Section 3. Service Restriction

No person shall serve as a Director for more than nine (9) consecutive years from the time they are elected at an Annual General Meeting, except for the Chair (or, if applicable the Immediate Past Chair), who may each serve one additional year.

Section 4. Persons qualified to be directors

A person is not qualified to be a Director or senior manager of the Association if the person:

(a) is under the age of 18;

(b) has been declared by a court to be incapable of managing his or her own affairs

(c) is an undischarged bankrupt

(d) is convicted of an offence in connection with the promotion, formation or management or a corporation or incorporated entity, or of an offence of fraud, with certain exceptions outlined in the Societies Act.

Section 5. Termination of Directorship

The Directors shall be Members in good standing of the Association. A Director shall cease to hold office forthwith:

(a) When such person ceases to be a Member of the Association;

(b) When such person fails to attend a minimum of two (2) ~~three (3) consecutive~~ Board meetings per calendar year without an excuse satisfactory to the Board acting through its Chair;

(c) When otherwise not qualified in accordance with applicable law;

(d) Upon passage of a resolution approved by two thirds (2/3) of the remaining Directors if, in the opinion of the Board, the Director has brought disrepute on the Association, acted to the detriment of the Association, or demonstrated a lack of interest in the Association; ~~and~~

(e) Upon approval of a Special Resolution at a General Meeting.

(f) Upon failing to make or secure the annual financial contribution to the Vancouver Opera Association mandated by the Directors' Code of Conduct and Conflict of Interest Policy, in the form most recently approved by majority vote at an Annual or Extraordinary General Meeting, by the end of the calendar year; and

(g) Upon failing to sign the Directors' Code of Conduct and Conflict of Interest Policy by the end of the calendar year without an excuse satisfactory to the Board acting through its Chair.

Section 6. Termination of Membership of a Removed Director

If a person shall cease to hold office as a Director pursuant to Section 4(d) of this Article II, such person shall also cease to be a Member of the Association.

Section 7. Executive Committee

(a) As soon as practicable after the Annual General Meeting, but not later than ten (10) days thereafter, the Directors will meet to elect a Chair, a Vice-Chair, a Treasurer, a Secretary, and such other officers as the Directors deem necessary from amongst their number. These officers and up to five additional Directors appointed by the Board shall constitute the Executive Committee. The General Director is entitled to receive notice of, and to attend and speak at, all meetings of the Executive Committee except for *in camera* sessions, but the General Director is not entitled to vote at Executive Committee meetings.

(b) The members of the Executive Committee shall hold office until their successors are duly elected at the Directors' meeting following the next Annual General Meeting.

(c) Retiring members of the Executive Committee are eligible for re-election.

(d) A quorum at a meeting of the Executive Committee shall be determined by the Executive Committee and, if such determination is not made at that time, a quorum shall consist of not less than fifty percent (50%) of its members.

(e) The Executive Committee shall act as an advisory committee to the Chair.

Section 8. Officers

The officers shall perform such functions as may be prescribed from time to time by the Board, without restricting the generality of the foregoing:

(a) The Chair shall preside at all meetings of the Association, the Board of Directors and the Executive Committee, with it being his or her duty to represent, officially, the Association in public.

(b) The Vice-Chair shall fulfill the functions of the Chair in his or her absence, and if there is a vacancy in the office of Chair, unless the Board otherwise determines, the Vice-Chair shall assume the office of the Chair until the meeting of Directors following the next Annual General Meeting.

(c) The Treasurer shall have supervisory responsibility for financial planning, budgeting and all aspects of financial control.

(d) The Secretary shall have supervisory responsibility for the taking of all minutes of meetings of the Association, of the Board, and of the Executive Committee, and for supervising custody of all contracts and legal documents pertaining to the business or assets of the Association.

Section 9. Powers and Duties of the Board

(a) Supervision of the management and administration of the affairs of the Association shall be vested in the Board of Directors. In addition to the powers and authorities given by these By-Laws or otherwise expressly conferred upon it, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Association at a General Meeting. The Board shall have full power to make such rules and regulations as it may think fit, provided such rules and regulations are not inconsistent with the Constitution, these By-Laws or applicable law.

(b) The Board shall meet at such times and places as it may determine and may adjourn any meeting at pleasure.

(c) A quorum shall be determined by the Board's Directors and, if not so determined, a quorum shall be not less than fifty percent (50%) of the Directors.

(d) A General Director shall be hired by the Board upon such terms and conditions as it alone shall decide, and he or she shall serve as the chief executive officer of the Association, with the following duties unless otherwise determined by the Board:

(i) To be responsible for the day-to-day operations of the Association, including all artistic, administrative and financial aspects;

(ii) To be responsible for the hiring and firing of all employees; and

(iii) To be responsible to and under the control and direction of the Board.

(e) Directors on the Board may not be remunerated for their services as Directors. Expenses incurred by Directors on behalf of the Association may, with Board approval, be defrayed by the Association.

(f) The General Director of the Association shall not be a Director of the Association and shall not be entitled to vote at any meetings of the Board, but, by virtue of holding such office, is entitled to receive notice of, and to attend and speak at, all meetings of the Board except for *in camera* sessions of the Board.

(g) Any issue at a meeting of the Board which is not required by these bylaws or the Societies Act to be decided by a resolution requiring more than a simple majority will be decided by:

(i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those Directors entitled to vote at such meeting; or

(ii) a resolution that has been submitted to all of the Directors and consented to in writing by two thirds (2/3) of the Directors who would have been entitled to vote on it in person at meeting of the Board. Resolutions submitted to all Directors may be consented to in writing, including electronic mail, facsimilia, and any other computer or internet based technology that adequately discloses their intentions.

(iii) a resolution in writing may be in two or more counterparts which together and signed by the required number of Directors will be deemed to constitute one resolution.

(h) Voting will be by a show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

Section 10. Honorary Appointments

(a) The Board may appoint any person as an honorary member of the Association. The Board may also appoint an honorary chair, honorary directors, honorary patrons, or persons with such titles or designations as the Board may determine.

(b) Any such positions shall be as defined by the Board from time to time, are honorary only, and shall be held for such period as determined by the Board.

(c) The appointment of a person to an honorary position does not constitute such persons as a Director or Member of the Association. Accordingly, no such honorary appointee shall be entitled to vote at a meeting of the Board unless such person is otherwise elected or appointed as a Director of the Association in accordance with Article II of these Bylaws. No such honorary appointee shall be entitled to vote at a meeting of the members of the Association unless such person is also a voting Member of the Association as defined in Section 1 of Article I of these Bylaws.

ARTICLE III. MEETINGS

Section 1. Annual General Meeting

(a) An Annual General Meeting shall be held; (i) at least once in every calendar year. Notice of such meeting shall be given by the Secretary at least thirty (30~~21~~) days before the date of such meeting.

(b) Special business is all business conducted a general meeting of the Association, except the following:

(i) the adoption of an agenda;

(ii) the approval of the minutes of the previous meeting;

(iii) consideration of the report of the Directors;

(iv) consideration of the financial statements and report of the auditor, if any;

(v) the election of Directors;

(vi) such other business that, under these bylaws or any governing statutes, ought to be transacted 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.

(c) At the first meeting of Directors after the Annual General Meeting, the Directors shall meet to appoint a Committee on Directors. The Committee on Directors shall consist of its chair and up to an additional seven (7) persons selected by the Committee chair and approved by the Board, a majority of whom will be Directors. The responsibilities of the Committee on Directors will include the following:

(i) Conducting an orientation program for the new Directors, as required;

(ii) Assessing periodically the performance and contribution of new Directors;

(iii) Reporting to the Board from time to time when required or requested;

(iv) Presenting to the Board for its approval and then to the Membership of the Association at the next Annual General Meeting a slate of candidates for the Board of Directors.

(d) Nominations for the position of Director may also be made by Members of the Association, provided each is submitted in writing, signed by five (5) Members and the Nominee and is received by the Secretary at least fifteen (15) days prior to the Annual General Meeting.

Section 2. Extraordinary General Meeting

An Extraordinary General Meeting of the Association shall be convened by the Secretary within twenty-one (21) days of a request therefor, made by the Board or by 10% of the voting members of the Association.

Section 3. Quorum

At all General Meetings, twelve (12) Members entitled to vote shall constitute a quorum. If within 30 minutes from the time appointed for a General Meeting quorum is not present, the meeting shall 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 shall constitute a quorum.

Section 4. Rules of Procedure

Except where otherwise provided by the Association or these By-laws, all matters of procedure at any General Meeting shall be governed and decided in accordance with Robert's Rules of Order.

Section 5. Notice

Any Notice to the Membership of a General Meeting required by these By-Laws shall be given in writing to every Member of the Association and shall specify the date, time and location of the general meeting, provided that if there are more than two-hundred and fifty (250) Members of the Association, such Notice may be given by:

(a) email to every Member who has given an email address to the Association; and

(b) a posting on the Association's website that is accessible to all the Members of the Association throughout the period commencing at least 21 days before the General Meeting and ending when the General Meeting is held.

Any accidental or inadvertent failure to give the required Notice, in the requisite manner, shall not invalidate any business conducted at such a General Meeting.

Section 6. Voting

Except for any matter involving the contested election of a person or persons as Directors, all voting at a General Meeting shall be by a show of hands, unless a majority of the Members present and voting determine otherwise. Contested elections shall be conducted by ballot with the Chair abstaining. In the event of any tie vote, the Chair shall cast a deciding vote. Any issue to be voted on shall be decided by a simple majority of votes cast, except where the Membership is being asked to vote on a Special Resolution, in which case such Special Resolution shall not be deemed to have been passed unless at least two-thirds (2/3) of the Members present and voting have voted in favour thereof. No proxies shall be permitted.

Section 7. General Meetings

The term "General Meeting" shall mean an Annual General meeting or Extraordinary General Meeting.

ARTICLE IV: COMMITTEES

The Board shall create from time to time such committees as it deems necessary or desirable. Upon recommendation of the Executive Committee, it shall appoint the membership of all committees, assigning them such powers and duties as it may determine. Committees shall periodically report their proceedings to the Board or the Executive Committee as determined by the Board.

No person shall be appointed to a standing or special committee that may exercise the Directors' authority to manage the activities or internal affairs of the Association as a whole or in respect of a principal unit of the Association unless such a person is qualified to be a Director of the Association.

ARTICLE V: ACCOUNTS

Section 1. Reports

(a) The Association must maintain copies of the records required by the Societies Act.

(b) The Board shall from time to time determine at what times and places and under what conditions or regulations the members not being Directors of the Association may inspect the records that the Association is required to keep under the Societies Act. In the absence of such determination by the Board, the books of account of the Association shall not be open to inspection by any member of the Association not being a Director. Financial statements and the auditor's report on such financial statements (if any) shall be provided to the members without charge.

(c) No person who is not a member or a director of the Association shall be permitted to inspect a record of the Association. Notwithstanding the foregoing, any person, including a person who is not a member or director, shall be provided with a copy of the financial statements of the Association upon paying the applicable fee, if any.

Section 2. Fiscal Year

The fiscal year-end for the Vancouver Opera Association shall be the 30th day of June.

Section 3. Annual Financial Statement

(a) At each annual General Meeting, the Board shall provide to the Members copies of the audited financial statements of the Association for the preceding fiscal year.

Section 4. Auditor

(a) This section applies only where the Association is required or has resolved to have an auditor.

(b) At each Annual General Meeting, the Association shall, by ordinary resolution, appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following Annual General Meeting.

(c) An auditor may be removed by ordinary resolution at a General Meeting called for that purpose. At least 14 days before notice of a General Meeting for such purpose is sent, the Association must send to the auditor written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be sent, and a copy of all the materials proposed to be sent to the members in connection with the meeting. If the Association receives written representations from the auditor respecting the auditor's proposed removal at least 7 days before the date on which the notice of the meeting is sent, the Association must, at its expense, send a copy of those representations with the notice of the meeting.

(d) If an auditor is removed pursuant to Section 4. (b) of this Article V a replacement auditor for the remainder of the term of the auditor so removed shall be appointed by an ordinary resolution of the members.

(e) An auditor shall be promptly informed in writing of his appointment or removal.

(f) If there is a vacancy occurring in the office of auditor by resignation, death or otherwise, other than the removal of an auditor pursuant to Section 4 (b) of this Article V, the Board may appoint an auditor to hold office until the close of the next Annual General Meeting.

(g) No Director or employee of the Association will act as auditor.

(h) The auditor may attend General Meetings and may be heard at the meeting on any part of the business of the meeting that deals with the financial statements of the Association or any other matter with respect to which the auditor has a duty or function.

Section 5. Banking

(a) Bank accounts shall be kept in the name of the Association at one or more banks to be selected by the Executive Committee.

(b) Subject to the *Societies Act*(British Columbia), the Board is hereby authorized form time to time to borrow any sum or sums of money from any bank or banks, persons or corporations, which may be selected by the Board upon the credit of the Association, or by way of overdraft, discount, loan or otherwise, and on such terms as they think proper, and to hypothecate, mortgage, pledge, and give to the said bank or banks, persons or corporations, all or any stocks, bonds, debentures, negotiable instruments, agreements to supply securities and documents necessary or required by or on behalf of the said bank or banks, persons or corporations, in respect of all advances and liability now or hereafter existing, and also, without further limiting the foregoing, to the extent permitted by law, to hypothecate, give and grant to the said bank or banks, persons or corporations, warehouse receipts, liens of any kind, bills of lading, assignments, securities, promises and agreements to give security under the “Bank Act”, and for any of the purposes aforesaid to mortgage, hypothecate, and pledge by debentures or otherwise, the movable and immovable property of the Association.

(c) The Board may grant authority from time to time to such persons of the Association, as it may deem appropriate, to transact the Association’s business with said bank or banks, to sign and execute on behalf of the Association all documents, securities, agreements, promises and pledges as aforesaid, and to delegate the powers hereby conferred upon the Board in Clause (b) above. This By-Law shall continue in full force and effect until notice of revocation or cancellation thereof is given to said bank or banks in writing.

Section 6. Signing Authority

All cheques, promissory notes, bills of exchange, bonds, debentures, or other negotiable instruments made, accepted or endorsed on behalf of the Association by such officer of officers or employee or employees of the Association as may be designated by the Board shall be valid and binding on the Association. Until otherwise determined by the Board as aforesaid, all cheques, promissory notes, bills of exchange, bonds, debentures or other negotiable instruments shall be signed, endorsed or accepted by the Chair or Secretary and countersigned by the Treasurer or, in his or her absence, by any of the Executive Committee Officers.

Section 7. Indemnification

Subject to the *Societies Act* (British Columbia), the Association may from time to time, by resolution of the Board, indemnify and save harmless any Director, Officer or employee or senior manager of the Association, his or her heirs, executors, administrators, estate and effects or any of the aforesaid respectively, from and against all losses, costs, charges, expenses (including travelling expenses), actions, suites and claims of every kind whatsoever, in any way incurred or sustained by him (her), for or by reason of or in respect of any act, deed, matter or thing whatsoever done or permitted by him (her) in, about or in relation to the proper discharge of his or her duties, and the Board shall pay or retain out of funds of the Association an amount or amounts sufficient to meet such indemnification in accordance with such resolution.

ARTICLE VI: ALTERATION OF BY-LAWS

These By-Laws may be changed by Special Resolution approved by to-thirds (2/3) of the Members present at any General Meeting provided that Notice be given in accordance with Article III of these By-Laws. No alteration or amendment shall become effective until filed with the Registrar of Companies.

ARTICLE VII: RIGHT OF ASSOCIATION

The Association may joint venture with, become a member of, partner with, subscribe to, or co-operate with any other society or organization, whether incorporated or not, whose objects are similar to, or compatible with, or in furtherance of, its own objects.

ARTICLE VIII: PREVIOUSLY UNALTERABLE PROVISIONS

1. The Association will be operated exclusively for community improvement, recreation and education and no part of the income raised or otherwise obtained will become payable to, or will become otherwise available for, the personal benefit of any member of the Association.

2. On winding up or dissolution of the Association, any assets remaining after the payment of all costs, charges, expenses, debts and liabilities of the Association, including payment to the employees of the Association of any

arrears of salaries or wages, or remuneration, if any, of a liquidator, shall be given, paid and transferred to the Vancouver Opera Foundation, a society organized under the Societies Act (British Columbia) or to its successor charitable organization. If that shall not be possible, or if the directors or members otherwise determine respect of some or all of such remaining assets, such remaining assets or portion thereof shall be given to another registered charity or registered charities in British Columbia as defined in the Income Tax Act (Canada) as determined by the directors or members.