

# Kelowna Liedertafel Society

## CONSTITUTION

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- (1) The name of the Society is:  
**“KELOWNA LIEDERTAFEL SOCIETY”**
  
- (2) The object of the Society is to sponsor the cultural tradition of the German Mixed Choir and promote the heritage of the German Folk Song in Canada.
  
- (3) The operations of the Society are to be chiefly carried out in the City of Kelowna, British Columbia and in the vicinity of the City of Kelowna.
  
- (4) Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to:  
Such charitable organization or organizations in the Province of British Columbia, having a similar charitable purpose. This provision shall be unalterable.

Revised Edition (2001)

(Inclusive any and all amendments hereto)

# Kelowna Liedertafel Society

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# Kelowna Liedertafel Society

## BY-LAWS

### **By-Law #1: Terms of Admission of members and their rights and obligations**

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- (a) To become a member of the Society, a person must make a written application and payment of "Application Fee" (in lieu of and the same amount as the annual membership fee) as determined by the Board of Directors, from time to time, and approved by the membership. The application shall be supported in writing by two (2) Society members in good standing.

Prospective members shall be auditioned by the Music Director of the Society.

A probationary period of at least one (1) month (four (4) consecutive rehearsals) shall apply to all first member applicants. At the end of the probationary period, the Board of Directors shall advise the member applicants(s) as to the membership status. At this time, the membership fee shall apply.

Application fee will be refunded if membership is not granted and Society property, if any, is returned in good order.

The Society's Music Director and/or Accompanist are eligible for membership in the Society. However, to comply with the B.C. Gaming commission policy, salaried members can only become non-voting members on the Board of Directors.

- (b) A member is entitled to vote at all meetings of the Society and shall receive proper notice of such meetings.
- (c) A member is entitled to all other privileges of the Society.
- (d) A member shall pay annual membership dues in accordance with the provision of the By-laws, as amended from time to time, determined by the Board of Directors and approved by the membership at annual or special meetings of the Society.
- (e) Annual membership fees become due on the first rehearsal following the Annual General Meeting and are payable no later than the last of four (4) consecutive rehearsals after the Annual General Meeting, covering the twelve (12) month period between the Annual General Meetings of the Society. All members are in good standing as long as fees are paid in full.
- (f) The Board of Directors may recommend to an ordinary general meeting (including rehearsals) of the Society to grant individuals Honorary membership in the Society. Recommendations by the Board of Directors shall be based upon extraordinary contributions in the furtherance of the objectives of the Society. Honorary members shall be exempt from annual membership fees. (Upon dissolution of the Society, Honorary members are entitled to participate equally with the members in the distribution of Society property.)

### **By-Law #2: Conditions under which membership ceases and manner in which a director or member may be expelled**

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- (a) Members may resign by advising the Board of Directors accordingly, in writing. Membership is terminated upon acceptance of the resignation by the Board of Directors.
- (b) The Board of Directors, by means of two-thirds (2/3) majority vote at a properly conducted executive meeting, shall have the right to recommend the expelling or suspension of any member whose conduct has been determined to be improper, unbecoming or likely to endanger the interest or reputation of the Society or wilfully commits a breach of the Society's By-law, including missing four (4) consecutive rehearsals without prior notification and/or approved leave of absence. The Board of Directors may, upon application and with the consent of the Music Director, approve a longer period of absence.

No member shall be expelled or suspended without prior notification as to the nature of the complaint and without given an opportunity to be heard by the Board of Directors, at a meeting called for this purpose.

The final decision by the Board of Directors must be presented to a Society meeting called for this purpose (including a regular rehearsal) and accepted by two-thirds (2/3) of members present, as long as a quorum of fifty percent (50%) of total membership is present.

A director may be removed from office by special resolution and another director may be elected, or by ordinary resolution appointed, to serve during the balance of the term in accordance with the Society Act of B.C.

- (c) Any member who resigns, withdraws or is expelled from the Society shall forthwith forfeit all rights, claims and interest arising from or associated with the membership of the Society.
- (d) Expelled members, those members who have terminated their association with the Society, may re-apply for membership not earlier than one (1) year from the date of exclusion. The probationary period for previously expelled members shall be twelve (12) months. In addition to the normal application process, the Board of Directors must secure the approval of two-thirds (2/3) majority of the members attending the meeting (as long as a quorum of fifty percent (50%) of total membership is present), prior to granting renewed membership.

**By-Law #3: Date for holding Annual General Meetings; mode of and notice required for calling general or special meetings of the Society; quorum for such meetings and voting rights**

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- (a) The Annual General Meeting shall be held not later than the 2<sup>nd</sup> Tuesday in February of each year, at a place within the Province of British Columbia, to be fixed by the Board of Directors. Proper notice of such meetings must include a

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- complete agenda and shall be mailed or handed to all members in good standing no later than two (2) weeks prior to the date of the Annual General Meeting.
- (b) A quorum for the transaction of business at the Annual General Meeting and all other meetings of the Society shall be fifty percent (50%) of the membership in good standing and consist of at least three (3) members. Such a meeting shall be referred to as a properly constituted meeting.
  - (c) Every member in good standing, present at such properly constituted meetings, shall be entitled to one (1) vote on every issue brought to a vote.
  - (d) At all meetings of the Society, any business brought to a vote shall be decided by simple majority by those members present, unless provided for otherwise in the By-laws.
  - (e) The official language at all meetings of the Society shall be German. In the event that an officially invited non-German speaking guest of the Society is present at such meeting, all proceedings are to be conducted in English during the presence of such a guest.
  - (f) All meetings shall be conducted in accordance with “Robert’s Rules of Order”, so far as they are not inconsistent with the provisions of the Society Act of B.C.
  - (g) The Board of Directors shall call a special general meeting within twenty-one (21) days after having received a written petition, signed by at least ten percent (10%) of the membership in good standing, requesting such a meeting.
  - (h) At the Annual General Meeting, the following basic agenda shall be discussed:
    - (1) Minutes from the previous Annual General Meeting
    - (2) President’s Report
    - (3) Treasurer’s Report - Financial Statements
    - (4) Auditor’s Report
    - (5) Report of Directors and Committees
    - (6) Election of Auditors
    - (7) Election of Nominating Committee
    - (8) Election of Board of Directors
    - (9) Other Business

Except where the Society Act otherwise provides or the law otherwise requires, the members may consider and transact any business, either special or general, without any prior notice thereof, at any meeting.

- (i) The Board of Directors shall have the power to call, at any time, a special general meeting of the Society. No public notice or advertisements shall be required, but notice of date, time and place shall be given in accordance with the provisions of the Society Act.

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- (j) At the Annual General Meeting, the out-going Board of Directors is required to table any and all documents necessary to comply with the By-laws of the Society and/or the provisions of the Society Act of B.C.
- (k) The incoming Board of Directors shall assume full responsibility for the affairs of the Society immediately after being elected to hold office.

### **By-Law #4: Appointment of Directors and other officers; their duties, power and remuneration**

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- (a) The Board of Directors shall be elected at the Annual General Meeting, as hereinafter provided. In the event that such an election is not by acclamation, then such an election shall be held by secret ballot.
- (b) The affairs of the Society shall be managed by a Board of Directors, each of whom, at the time of election and throughout the term of office, shall be a member in good standing of the Society. Each director shall be elected to hold office for one (1) year.
- (c) The Board of Directors shall consist of:
  - President
  - Vice-President
  - Secretary
  - Treasurer
  - Deputy Treasurer
  - Two (2) Directors at Large
  - Immediate Past-President
- (d) Five (5) members of the Board of Directors present, excluding the Past-President, shall form a quorum of the Board for the transaction of business.
- (e) The Nominating Committee shall consist of two (2) members, elected from the floor at the Annual General Meeting and seconded by two (2) members in good standing. The Nominating Committee shall be a Standing Committee for one (1) year, from the Annual General Meeting to the next Annual General Meeting. It shall take on such other responsibilities during its term of office, as it may be directed by the Board of Directors.
- (f) It is the responsibility of the Nominating Committee to prepare a list of suitable candidates, consisting of one (1) person per office, and to secure their consent to stand for elections(s) as members of the Board of Directors.

Provided that the nominee agreed in advance to stand for election, no seconders are required.

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The Nominating Committee must still maintain the rights of the membership at large to constitutionally nominate other members for each position from the floor at the Annual General Meeting.

Such nominations, however, require one (1) nominator, one (1) seconder and the consent of the nominee(s) to allow their names(s) to stand for election.

- (g) Any member nominated to hold office in the Society, in accordance with the By-laws and with the consent of the nominee, may be elected to office without being present at the time of election.
- (h) After the nominations have been received, the Nominating Committee shall display the candidates' names for election purposes. If any election is necessary, the Returning Officer shall issue blank ballots to all eligible members present and instruct the voters to write the candidates' name of their choice on the ballot for each specific office. At the conclusion of the voting, the Returning Officer shall request two (2) scrutineers to count the ballots. Any ballot which contains more names than the number of officers elected shall be declared void. The person(s) who receive the most votes will be declared elected to the Board of Directors for the period of one (1) year.
- (i) All obligations and duties performed by any member of the Board of Directors shall be without remuneration. Reimbursements for out-of-pocket expenses require the approval of the Board of Directors.

### **Duties of the Board of Directors are as follows:**

#### **President and Vice-President**

The President shall, when present, preside at all meetings of the members of the Society and the Board of Directors. The President shall also be charged with general management and supervision of the affairs and operations of the Society. The President, together with the Secretary, shall sign all resolutions. In the President's absence, their duties and powers may be exercised by the Vice-President. In the absence of both the President and the Vice-President, the Board of Directors shall decide who is to chair the meetings. The Vice-President shall assist the President in carrying out the duties of the latter.

#### **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 Society in proper books of account and shall deposit all monies and other valuable effects in the name and to the credit of the Society in such bank or banks, and may disburse the sums of the Society under the direction of the Board of Directors, as determined at their regular meetings. Therefore, or whenever required, the Treasurer shall present and account for all financial transactions of the Society. The Treasurer shall also perform such other duties as may be determined, from time to time, by the Board of Directors. The Treasurer must be able to obtain a bond in such an amount as determined by the Board of Directors. All cheques and financial documents must be countersigned by two (2) of the following officers: The President, the Treasurer, the Secretary.

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### Deputy Treasurer

The deputy treasurer shall assist the treasurer in carrying out his/her duties.

### Secretary

Where directed, the Secretary shall be responsible for all communicated notices for all meetings of the Board of Directors and members; have charge of the minute books of the Society; sign with other signing officers such instruments as require his/her signature and shall perform such other duties as may be determined, from time to time, by the Board of Directors. The Secretary shall be responsible for all correspondence and be fluent in both the English and the German languages.

### Member of Cultural Activities

The board member for Cultural Activities shall be responsible for all matters relating to the domestic or foreign cultural activities of the Society and perform such other duties as determined by the Board of Directors, from time to time.

### Press and Public Relations Officer

The Press and Public Relations Officer shall be responsible for all matters relating to press, domestic and foreign; shall act as the liaison between the Society and domestic and foreign governmental authorities, as well as the Law Firm of the Society.

### The Immediate Past-President

The immediate past president shall be an advisor to the Board of Directors.

### **By-Law #5: Borrowing powers**

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The Board of Directors may borrow, raise and/or secure monies for the purpose of carrying out the objectives of the Society, provided that the membership approves of any major expenditures by means of a seventy-five percent (75%) majority vote of a properly constituted special or general meeting of the Society.

### **By-Law #6: Audit of Accounts**

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- (a) At the Annual General Meeting, the membership shall elect two (2) Auditors to hold office until the next Annual General Meeting.
- (b) The Auditors shall make a report to the membership of the Society on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Society at the Annual General Meeting during their tenure of office and the report shall state:



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\*Whether or not they have obtained all the information and explanation they have required;

\*Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's operations for the year ended on that date, according to the best of their information and the explanations given to them, and as shown by the books of the Society.

(c) Every Auditor of the Society shall have the right of access at all time to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and Officers of the Society such information and explanation as may be necessary for the performance of the audit.

(d) The Auditors of the Society are entitled to attend any meeting of members of the Society, at which any accounts examined and reported on by them, are to be laid before the membership for the purpose of making any statement or explanation they desire with respect to the Accounts.

(e) The right and duties of an Auditor of the Society may extend back to the date of the last annual financial statement and/or Audit of the Society.

### **By-Law #7: Custody and use of the Seal of the Society**

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The common Seal of the Society shall be under the control of the Board of Directors, and the responsibility for its custody and use shall be determined by the Board of Directors, from time to time.

### **By-Law #8: Alterations of By-Laws by special resolution stating requisite majority**

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The By-Laws of the Society shall not be rescinded, altered or added to, except by special resolution passed by the membership of the Society.

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### **By-Law #9: Preparation and custody of minutes and proceedings of meetings of the Society and the Board of Directors and other books and records of the Society**

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The Secretary, or some other officer specially charged by the Board of Directors with that duty, shall maintain and have charge of the minute book of the Society and shall record, or cause to be recorded therein, minutes of proceedings of all general and special meetings of the Society and the Board of Directors.

The Secretary, or some other officer specially charged by the Board of Directors with that duty, shall keep, or cause to be kept, a book or books wherein shall be properly recorded:

- (a) A copy of the By-laws of the Society and any extraordinary resolutions altering same.
- (b) Copies or originals of all documents, registers and resolutions.
- (c) All sums of monies received and expended by the Society and the manner in which they have been received and/or expended.
- (d) All revenue and purchases by the Society.
- (e) All assets and liabilities of the Society.
- (f) All other transactions affecting the financial position of the Society.

### **By-Law #10: Time and place at which the books and records of the Society may be inspected by the members of the Society**

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The Complete records of the Society shall be available for inspection by any member in good standing after proper request for such inspection has been received by the President of the Society at least forty-eight (48) hours prior to the time of inspection. During such inspections, one (1) member of the Board of Directors must be present.

### **By-Law #11: Dissolution of the Society**

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- (a) Dissolution must be recommended to the membership by the Board of Directors. Upon such recommendation, every member in good standing must be given proper notice of a special general meeting, at which the question of dissolution is to be discussed. Motion for dissolution must originate from the floor and be passed by a fifty-one percent (51%) majority vote. All members are in good standing as long as fees are paid in full.

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- (b) If the motion for dissolution of the Society is passed, the Board of Directors shall engage the services of a Law Firm for the purposes of proceeding with the dissolution, in accordance with the provisions of the British Columbia Society Act and terms and conditions for charitable gaming and access to gaming revenue, as outlined in the CONSTITUTION of the Kelowna Liedertafel Society.

### **By-Law #12: Appointment and jurisdiction of a Music Director**

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- (a) The Board of Directors shall appoint a Music Director on behalf of the Society.
- (b) The Board of Directors shall enter into an agreement between the Society and its Music Director and document negotiated terms and conditions.
- (c) During scheduled musical events of the Society, rehearsals included, the Music Director shall have sole jurisdiction over such matters dealing with music and concert(s) associated with such events, with the approval of the majority of the Board of Directors. It shall be the responsibility of the Board to set ticket prices and control costs of such, as in accordance with the By-laws.
- (d) The Music Director shall audition prospective Society members, designate their voice level and assign their location within the choir proper.
- (e) The Music Director may refuse any member of the Society to participate in any musical event of the Society if, in his opinion, the affected member(s) are not adequately prepared for such an event, or if their conduct is likely to impede the progress, or endanger the reputation, of the Society.

### **By-Law #13: Accompanist**

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- (a) If an Accompanist is required, the Board of Directors, in consultation with the Music Director, shall secure the services of a competent musician.
- (b) The Board of Directors shall enter into an agreement between the Accompanist and the Society and document negotiated terms and conditions.

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### By-Law #14: Issuing ownership, maintenance and return of uniforms

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All members in good standing are entitled to receive the Society's official uniform(s), subject to availability and the following considerations:

- (a) Unless specified otherwise, all uniforms are the property of the Society and have an assigned Dollar Value, as determined, from time to time, by the Board of Directors.
- (b) Member contributions towards acquisition of new and/or alterations to existing uniforms does not constitute uniform ownership by the contributing member.
- (c) New members are required to pay fifty percent (50%) of the assigned uniform values(s) at the time of issue. Upon application, a suitable payment plan can be arranged, subject to the approval of the Board of Directors.
- (d) Costs associated with the upkeep of issued uniform(s) is the responsibility of each member in possession of such uniform(s).
- (e) Uniform repair and/or replacement costs, resulting from normal wear and tear, are the responsibility of the Society.
- (f) If a Society member ceases to be "a member in good standing", the Society's Board of Directors, at their sole discretion, may buy back the uniform(s).
- (g) The amount shall be determined by the Board of Directors and be based on the uniform's condition and marketability. The maximum amount shall not exceed fifty percent (50%) of the uniform's assigned value.