



# GLBS CONSTITUTION

(As of May 2014)

## OBJECTIVES

The objectives and mandate of the Great Lakes Blues Society ("GLBS") are to:

1. Unite the blues community in the Great Lakes area and give it a central voice.
2. Expand the overall awareness of the blues, its history, its present, and its future in the general population.
3. Expose our youth, and those who educate our youth, to the blues art form through Blues In Schools programs and similar educational opportunities in our schools.
4. Support blues artists in Canada and internationally by producing blues events, and to support other groups, organizations and blues societies who do likewise and to assist deserving blues musicians in Canada and internationally.
5. Create an exciting social setting for blues lovers to meet and in doing so raise money for deserving local charities of all causes and other charities which actively assist deserving blues artists who are in need.

## RULES AND REGULATIONS

### Purpose of the Rules and Regulations

The purpose of these rules and regulations is to establish the manner in which the Great Lakes Blues Society ("GLBS") is to meet its objectives and discharge its mandate.

## DIRECTORS

### 1. Number of Directors

There shall be a minimum of nine (9) and a maximum of thirteen (13) Directors all of whom must be members in good standing of the GLBS, and the goal shall be to have the maximum number of Directors each year.

### 2. Qualifications of Directors

Every Director must be 18 years of age or older.

### 3. Composition of the Board of Directors

The Board of Directors shall consist of one chairperson/chairman, a minimum of two vice-chairpersons/chairmen (who may also hold another position on the Board but in that case a person holding two (2) positions shall be counted as one (1) member of the Board of Directors), a secretary and a treasurer, with the remainder of the Board being general Board members, who may also chair or co-ordinate committees for the operation of the GLBS.

#### **4. Term of Office**

A Director's term of office shall start from the date on which he or she is elected (except for the first Directors who shall be appointed until an election has taken place) until the next annual meeting or until his or her successor is elected or appointed (subject to the provisions hereof regarding removal of Directors).

#### **5. Election of Directors**

Directors of the Society shall be elected annually by the members at an annual general meeting during which an election shall be conducted as follows:

- a) The whole Board of Directors shall be elected anew at each annual general meeting in accordance with electoral regulations approved by the Board of Directors.
- b) The Board of Directors shall be elected as a whole. The thirteen (13) candidates receiving the greatest number of votes shall be declared elected.
- c) Any member in good standing may be nominated for election to the Board Directors by submitting the required nomination form as prescribed in the electoral regulations.
- d) Officers and chairs of the standing committees shall be elected by and from amongst the members of the Board of Directors.

#### **6. Removal of a Director Prior to the Expiry of His or Her Term**

- a) A Director may be removed as a Director before the expiration of such Director's term of office by a resolution passed by at least two-thirds of the votes cast at a general meeting of the general membership called for that specific purpose and with notice given of that specific purpose to the general members;
- b) A Director may only be removed if he or she has misconducted himself or herself in such a manner as to bring the GLBS into disrepute or has otherwise acted in a manner detrimental to the GLBS.

#### **7. Circumstances in which a Director will Automatically Cease to be a Director**

Director shall cease to be a Director without the necessity of there being a meeting called for the purpose of removing him or her as a Director if:

- a) He or she makes an assignment into bankruptcy or is declared bankrupt or insolvent;
- b) He or she becomes mentally incompetent or incapable of managing his or her affairs, and is so found by a Court of competent jurisdiction;
- c) He or she resigns the office by notice in writing directed to the Board of Directors.

#### **8. Place of Directors' Meetings**

Meetings of the Board of Directors shall be held at London, Ontario unless otherwise agreed by the Board of Directors.

#### **9. How Meetings will be Scheduled**

- a) A majority of the Board of Directors must agree in writing or by e-mail to a meeting being scheduled.

- b) Notice of the meeting of the Board of Directors shall be given, or confirmed, by e-mail, letter or fax at least seven (7) days in advance of the meeting.
- c) The provisions in clauses (a) and (b) will not apply if all Board members are present or if those absent waive notice of the meeting in writing or indicate consent in writing to the meeting being held.
- d) The first meeting of the Board of Directors shall be held immediately following the election of the Board by the members and a meeting of the Board of Directors will also be held at each meeting at which a Director is appointed to fill a vacancy on the Board.

## **10. Quorum**

There must be a minimum of 50% plus 1 of the Directors to form a quorum for the transaction of business.

## **11. How Issues at a Meeting of the Board of Directors shall be Decided**

Issues shall be decided by a simple majority of votes cast and decisions shall be recorded either by a written resolution of the Board of Directors or confirmation by e-mail sent by the secretary and confirmed as being accurate by the majority of the remaining Board members.

## **12. Duties of the Directors Generally**

The Directors shall be responsible for managing all of the day-to-day operations of the GLBS including but not limited to:

- a) Producing blues events and making all decisions in connection with this, including but not limited to, choice of the number of acts, remuneration of artists, hotel accommodations for artists, advertising, ticket pricing and method of selling tickets (for example, individually or by tables or a combination thereof), all production issues, choice of business partners, choice of charity or charities or other deserving organizations to benefit from the event, and the amount of money, or percentage of net income, from the event to be donated to the charity or charities or other deserving organization;
- b) All banking activities and all matters pertaining to banking including borrowing money;
- (c) Establishing and maintaining a web site and making decisions regarding other means of promoting the GLBS, its objective and mandates;
- c) Deciding the cost of memberships and any change in the cost of memberships;
- d) Entering into contracts and all matters pertaining to the execution of contracts.

## **13. Delegation of Duties**

The Board of Directors may delegate any of its powers to a member as it sees fit, with the intention being to involve members as much as possible in the GLBS.

## **14. Chairperson/Chairman**

Each chairperson shall be the Chief Executive Officer of the GLBS and shall, when present, preside at all meetings of the Board of Directors and all general membership meetings.

## **15. Vice-Chairperson/Vice-Chairman**

The vice-chairperson/vice-chairman shall, in order of seniority where applicable, be vested with all of the powers and perform all of the duties of the chairperson/chairman in the absence or inability of the chairperson/chairman to discharge those duties including convening meetings of the Board of Directors and general membership.

## **16. Secretary**

The secretary shall give notice for all meetings of the Board of Directors and general membership meetings and be responsible for recording minutes of such meetings.

## **17. Treasurer**

The treasurer shall have care and custody of all funds of the GLBS and shall keep proper accounting records of the bank account of the GLBS, of each event produced by the GLBS and, in addition, shall provide a year-end financial statement of the GLBS including a Balance Sheet and Statement of Income and Expenses.

## **18. No Remuneration**

None of the Directors shall be entitled to receive any remuneration for acting as a Director or for performing his or her duties as a Director.

## **19. Indemnification of Directors and Officers**

All directors or officers and their heirs, executors and administrators shall be indemnified and saved harmless out of the funds of the GLBS, from and against:

- a) All costs, charges and expenses whatsoever that such person sustains or incurs in any action or proceeding that is commenced against such person or in respect of any act done or permitted by such person in the execution of the duties of the office; and
- b) All other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the GLBS, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.

## **MEMBERS**

### **20. Classes of Memberships**

Members of the GLBS shall be either:

- a) General members, i.e. members who have paid their membership dues and are members in good standing including those designated as members for life by the Board of Directors by virtue of having provided extraordinary service to the GLBS including recruitment of other members;
- b) Honourary (non-voting) members, such as artists or other dignitaries, voted as such by the Board of Directors.

## 21. Benefits of Membership

Each general member shall be entitled to a minimum of a \$5.00 discount on each ticket purchased by that member for his or her own use or the use of another member at each event produced by the GLBS (and in the case of a purchase of a table for an event a \$5.00 discount on each seat at the table).

## 22. Membership Dues Applications and Cards

- a) Membership dues shall be as follows until amended by the Board of Directors:
  - Single – 1 year – \$35.00
  - Single – 2 years – \$50.00
  - Family (2 persons) – 1 year – \$40.00
  - Family (2 persons) – 2 years – \$55.00
- b) The cost of membership dues may be amended by the Board of Directors by a majority of the votes cast at a meeting of the Board of Directors.
- c) Memberships and renewals of memberships shall be made by completion of applications or renewal applications.
- d) Each member shall be provided with a membership card evidencing his or her membership in the GLBS.

## 23. Memberships Cannot be Transferred

Membership in the GLBS is a personal right and cannot be transferred to another person.

## 24. Termination of Membership

Membership shall be terminated on the death of a member, the date the membership expires, or at a general meeting of members called for that specific purpose passed by a majority of at least two-thirds of the votes cast at the general meeting.

## 25. Annual General Meeting

There shall be an annual general meeting of the general membership at London, Ontario in each year and each meeting shall be held approximately 12 months from the date of the last annual general meeting.

## 26. Other General Meetings

Other meetings of the general membership may be convened by the Board of Directors and shall, unless otherwise agreed by the Board of Directors, take place at the rate of no less than one (1) meeting every three (3) months.

## 27. Notice of General Meetings

Notice of general meetings shall be communicated by e-mail to all members who have an e-mail address and otherwise in a manner designed to give notice to the member, a minimum of 10 days before the meeting and shall indicate the place, date and time of the meeting.

## **28. Voting**

All issues at each general meeting shall be decided by majority of votes of the general members evidenced by a show of hands.

## **29. Quorum**

A quorum for the transaction of business at any general meeting of the members shall consist of at least twenty-five (25) general members present in person or represented by proxy.

## **BANKING, INVESTMENTS AND BORROWING**

### **30. Bank**

The bank for the GLBS shall be the Canadian Imperial Bank of Commerce, Galleria Branch, London, Ontario unless otherwise agreed by the Board of Directors.

### **31. Cheques and Withdrawals from a Bank Account**

There shall be four (4) signing officers, who shall be the chairperson/chairman, one of the vice-chairpersons/vice-chairmen, the secretary and the treasurer and a minimum of the signatures of two (2) of the signing officers shall be necessary in order to withdraw money from the bank or write cheques on the bank account of the GLBS.

### **32. Investments**

The only investments, other than the bank account, which shall be allowed are secure investments in guaranteed investment certificates or term deposits.

### **33. Borrowing if Approved by the Board of Directors**

The GLBS may borrow funds, if deemed necessary by the Board and if signed by all four (4) of the signing officers, who shall be indemnified and saved harmless from any liability for the debt by the GLBS.

### **34. Trustees**

The Board may, by resolution, appoint trustees to hold the property of the GLBS in trust for it and may determine the terms of any such trust and any persons authorized by the Board to do so may execute any such trust agreement on behalf of the GLBS.

## **CHARITABLE ORGANIZATIONS**

### **35. Nature of the Charitable Organizations**

The GLBS may extend services of a charitable nature to needy persons and give donations for charitable purposes to charities and other deserving organizations and may co-operate with other organizations which have objectives and a mandate similar in whole or in part to the objectives and mandate of the GLBS.

## **GENERAL MATTERS**

### **36. Fiscal Year**

The fiscal year of the GLBS shall be from January 1st to December 31st of each calendar year except for the first year in which case it shall commence on the commencement date of the GLBS and shall end on December 31st of that year.

### **37. Head Office/Mailing Address**

The head office/ mailing address of the GLBS shall be in London, Ontario as decided by the Board of Directors from time to time and may be a post office box or suite.

### **38. Notices in Writing**

All notices in writing may be affected by mail, facsimile transmission or electronic mail.

### **39. Counting Days**

When counting days for a notice to be given the first day is the day after the date notice is given and the period of notice shall include week-ends and holidays.

### **40. Deemed Date of Service of Notices by Mail**

Any notice sent by mail shall be deemed to have been served and received by the recipient on the fifth day after the date that the letter is post-marked.

### **41. Other Matters not Covered by this Constitution**

Any matters not covered by this constitution and these rules and regulations shall be determined by analogy in accordance with the spirit and intent of the constitution and failing that by reference to the provisions of those portions of the Corporations Act applicable to corporations without share capital.

### **42. Spirit and Intent of the Rules and Regulations**

The rules and regulations are meant to promote the objectives and mandate of the GLBS and shall not be construed in a manner inconsistent with these objectives and mandate.

### **43. Amendment of this Constitution**

This Constitution may only be amended by resolution passed by two-thirds of the Board of Directors at a meeting called for the specific purpose of amending the Constitution and, in addition, by a majority of at least two-thirds of the votes cast by general members at a general meeting called for that specific purpose.