



Constitutions and Bylaws



CONSTITUTION

The objectives of the Folk On The Rocks Society are:

1. To advance the development of the performing arts in the Northwest Territories;
2. To promote and support Northern, circumpolar talent in music, art, and entertainment;
3. To put on culturally diverse entertainment events for the benefit of Northwest Territories residents and performers; and
4. To cooperate with other organizations of similar purposes.

BYLAWS

1. NAME, LEGAL FORM, AND HEAD OFFICE:

- 1.1. The name of the Society shall be the Folk on the Rocks Society and hereinafter referred to as the Society.
- 1.2. The Head Office and banking institution of the Society shall be located in Yellowknife, Northwest Territories (NWT), and may only be transferred to another location following a resolution passed at the Annual General Meeting.
- 1.3. Except as provided in the *Northwest Territories Societies Act* (“The Act”), the Society’s Board of Directors, hereinafter referred to as the Board, shall have the authority to interpret any provision of these Bylaws which is unclear.

2. CORPORATE SEAL AND LOGO:

- 2.1. The Executive Director shall provide for the safe custody of the common seal and official logo(s) of the Society.



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3. NEUTRALITY AND NON-DISCRIMINATION:

- 3.1. Discrimination of any kind against a private person or group of people on account of ethnic origin, gender, language, sexual orientation, religion, politics or any other reason is strictly prohibited and punishable by suspension or expulsion or in accordance with other Policies of the Society.

4. FISCAL YEAR:

- 4.1. For the purpose of the Society, the financial year shall be from the 1st day of October in one year to the 30th day of September in the following year.
- 4.2. The annual financial statements of the Society, as of September 30th, shall be presented to the Membership at the Annual General Meeting.

5. CATEGORIES OF MEMBERSHIP:

- 5.1. The Society shall be composed of the following categories of Members:
 - a) Individual Members: are those individuals who have paid the annual Membership fee, and who supports the objectives of the Society.
 - b) Corporate Members: are those businesses and organizations who support the objectives of the Society.
 - c) Life Members: are those individuals who have provided outstanding service to the Society.

6. REQUEST AND PROCEDURE FOR APPLICATION:

- 6.1. Any individual wishing to become a Member of the Society shall apply in writing to the Board of the Society.



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6.2. The new Member shall acquire membership rights and duties as soon as they have been admitted.

7. MEMBERS' RIGHTS:

7.1. Only a Member in good standing may exercise Member rights as established in the Bylaws, policies, and procedures of the Society.

7.2. To be in good standing a Member must be in compliance with the Bylaws, policies, and procedures of the Society.

7.3. A Member of the Society has the following rights:

- a) To take part in all general meetings of the Society, to know the agenda within the prescribed time, and to exercise voting rights in accordance with Article 15;
- b) To submit proposals for inclusion on the agenda of all general meetings of the Society;
- c) To attend all events and the annual festival of the Society;
- d) To nominate candidates for the Board of the Society; and
- e) To exercise all other rights arising from these Bylaws and other policies of the Society.

7.4. The exercise of these rights is subject to other provisions in these Bylaws and the applicable policies and procedures of the Society.

8. MEMBERS' OBLIGATIONS:

8.1. A Member of the Society has the following obligations:

- a) To respect the Bylaws, policies, and decisions of the Society at all times;
- b) To ensure the election of its decision-making body;



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- c) To meet all of its financial obligations to the Society; and
- d) To comply fully with all other duties arising from the Bylaws and other policies of the Society.

8.2. Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in these Bylaws.

9. FEES

- 9.1. The fee for each category of membership shall be established by a majority of votes eligible to be cast at a general meeting of the Society, for the upcoming Membership year.
- 9.2. Membership fees shall be due and payable before each Annual General Meeting and, in the case of new Members, the fee shall be paid at the time of application for Membership.

10. SUSPENSION AND REINSTATEMENT:

- 10.1. The Board may suspend a Member that seriously or repeatedly violates its obligations as a Member with immediate effect.
- 10.2. The suspension shall continue until set aside by the Board or lifted once any requirement(s) has been fulfilled.
- 10.3. A suspended Member shall lose its Member rights. A disciplinary committee may impose further sanctions.

11. EXPULSION & RESIGNATIONS:

- 11.1. The Board may expel a Member that seriously or repeatedly violates its obligations as a Member with immediate effect based on the recommendation from an independent disciplinary committee.



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- 11.2. An individual Member that has been expelled has a right of appeal where procedural fairness has not been adhered to or an error in law has occurred. This individual must pay a fee of \$100 and follow the process established by the Board.
- 11.3. Any Members may resign from the Society by delivering written resignation to the Executive Director.
- 11.4. Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Member from its financial obligations towards the Society but results in a cancellation of all rights in relation to the Society.

12. ANNUAL GENERAL MEETINGS:

- 12.1. The Society shall hold an Annual General Meeting each year, which will be advertised in a newspaper circulated throughout the Northwest Territories and by any other means as the Board deems reasonable.
- 12.2. The Annual General Meeting of the Society shall be held between thirty (30) and ninety (90) days following the end of the fiscal year. The place and date will be determined by the Board.
- 12.3. All Members shall receive at least twenty-one (21) days notice of the Annual General Meeting and shall receive the following written materials: Agenda, President's Report, previous Annual General Meeting Minutes, Financial Statements, any proposed amendments to the Bylaws, and any other relevant materials no later than ten (10) days before the meeting.
- 12.4. The Executive Director shall prepare the agenda based on submissions from the Board and the Members. Any submission that a Member wishes to forward to the Annual General Meeting shall be sent to the Executive Director in writing, with a brief explanation, at least fourteen (14) days before the date of the Annual General Meeting.



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12.5. The business at the Annual General Meeting shall include:

- a) Call to Order
- b) Approval of the Agenda
- c) Adoption of Minutes from the previous general meeting
- d) President's Report
- e) Finance Report
- f) Approval of the Financial Statements
- g) Approval of the Membership Fees (as per Article 9.1)
- h) Executive Director's Report
- i) Admissions, Suspensions, Expulsions
- j) Amendments to Bylaws
- k) Election of Directors (as per Article 23 and 24)
- l) New Business
- m) Next Annual General Meeting
- n) Adjournment

12.6. At a general meeting of the Society, at least 50% of Individual Members must be represented to constitute a quorum.

13. SPECIAL GENERAL MEETING:

13.1. The Board may convene a Special General Meeting at any time.

13.2. The Board must convene a Special General Meeting if a majority (50% +1) of the Individual Members of the Society make such a request in writing. The request shall specify the issue for discussion for the agenda. A Special General Meeting shall be held within forty-five (45) days of receipt of the request.

13.3. At a Special General Meeting, 50% of the Individual Members must be represented to constitute a quorum.



13.4. Fourteen (14) days' notice shall be given of any Special General Meeting and the Board and all Members shall receive all relevant meeting materials no later than ten (10) days before the meeting.

13.5. When a Special General Meeting is convened on the initiative of the Board, it must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the agenda must deal only with the issue raised by the Members.

13.6. The agenda of a Special General Meeting may not be altered.

14. DECISIONS OF THE MEMBERSHIP:

14.1. Unless otherwise stipulated in these Bylaws, a majority of the votes eligible to be cast is sufficient for a vote to be valid.

14.2. A decision that requires a vote shall be reached by a show of hands.

14.3. A secret ballot or roll call will only be held if supported by 20% of the Members eligible to vote at an Annual General or Special General Meeting of the Society.

15. VOTES AND DELEGATES:

15.1. Life and Individual Members shall have a voice and one vote at all Annual General and Special Meetings of the Society.

15.2. The President of the Society shall have a deciding vote only, at all Annual General and Special Meetings of the Society.

15.3. Staff of the Society shall not be eligible to vote at Annual General and Special General Meetings of the Society.

16. MINUTES:



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16.1. The Executive Director shall be responsible for recording the minutes of all Annual General and Special Meetings of the Society.

17. EFFECTIVE DATES OF DECISIONS:

17.1. Decisions passed at Annual General and Special Meetings of the Society shall come into effect the day after the close of the meeting unless the Society fixes another date for a decision to come into effect.

18. BODIES:

18.1. The Membership is the supreme authority of the Society.

18.2. The Board of Directors is the governing body.

18.3. The Society Administration is the operational body.

19. BOARD OF DIRECTORS:

19.1. The business of the Society shall be conducted by a Board of Directors, which shall be comprised of eight (8) Directors, four (4) of whom shall be Officers.

19.2. There shall be four (4) Officers which have signing authority:

- a) President
- b) Vice President
- c) Treasurer
- d) Secretary

19.3. The Officers shall be elected by the Annual General Meeting.

19.4. There shall be four (4) additional Directors.



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20. PRESIDENT:

20.1. The President represents the Society legally.

20.2. The President is primarily responsible for:

- a) Ensuring the implementation of decisions of the Board through the Executive Director;
- b) Relations between the Society, its Members, funders, partners and other government bodies;
- c) The President shall be an ex-officio member of all committees.

20.3. The President shall preside over the Board and other Committees of which the President has been appointed Chair.

20.4. If the President is absent or unavailable, the Vice President will serve in the President's place.

20.5. In the event the President becomes indefinitely incapacitated and is unable to chair meetings of the Society, the Vice President will act in the capacity as Chair and President until the next Annual General Meeting.

21. TREASURER:

21.1. The Treasurer shall be accountable for the fiscal affairs of the Society and shall have other such duties as prescribed.

22. EXECUTIVE DIRECTOR:

22.1. The Executive Director is responsible for the Society Administration.

22.2. The Executive Director shall be appointed by the Board.



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22.3. The Executive Director shall be responsible for:

- a) Implementing decisions and policies on a day-to-day basis approved by the Society;
- b) Managing and keeping the accounts of the Society;
- c) Compiling the minutes of the Annual General and Special Meetings of the Society, meetings of the Board, and of the Committees;
- d) Society correspondence;
- e) Relations with Members, committees, funders, and partners;
- f) Organizing and overseeing the administration of the Society;
- g) The appointment and dismissal of staff.

22.4. The Executive Director shall be responsible for the corporate affairs of the Society and shall have other such duties as assigned.

22.5. The Executive Director shall attend and participate in the Annual General and Special Meetings of the Society, as well as meetings of the Board.

22.6. The Executive Director shall have a voice but no vote at all Annual General and Special General Meetings of the Society and meetings of the Board.

23. PROCEDURE FOR ELECTION OF OFFICERS AND DIRECTORS:

23.1. To be elected as an Officer or as a Director, a candidate must be an Individual Member in good standing with the Society.

23.2. No paid employee of the Society shall sit as a Director or Officer of the Board.

23.3. An Officer desirous of accepting nomination to a different office of the Society shall first resign from his/her current position prior to the election process.

23.4. To be elected as an Officer or as a Director, a candidate must have received a majority of the eligible votes cast at the Annual General Meeting.



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- 23.5. Where two or more candidates are running for a single position, voting shall be by secret ballot.
- 23.6. For each of the available Director positions on the Board, that same number of individuals who receive the highest number of votes shall serve on the Board.
- 23.7. If more than three persons are contesting a position, the candidate receiving the least number of votes in any ballot is omitted from the next ballot.
- 23.8. Where there is a tie between two or more candidates with the least number of votes, the Annual General Meeting shall break the tie by ballot.

24. TENURE AND ELECTION:

- 24.1. Officers and Directors shall be elected each for a two-year term in accordance with the following schedule:
- a) In even-numbered years:
 - i. President
 - ii. Secretary
 - iii. Two (2) Directors

 - b) In odd-numbered-years:
 - i. Vice President
 - ii. Treasurer
 - iii. Two (2) Directors

25. MEETINGS OF THE BOARD OF DIRECTORS:

- 25.1. The Board shall meet at least six (6) times a year.



- 25.2. The President shall convene meetings of the Board. If 50% of the Directors request a meeting, the President shall convene it within twenty-one (21) days.
- 25.3. At all Board meetings a majority of Directors shall form a quorum.
- 25.4. The President shall compile the agenda of meetings of the Board. Each Officer and Director shall be entitled to propose items for inclusion in the agenda. Officers and Directors shall submit the items they wish to be included on the agenda to the Executive Director at least ten (10) days before the meeting. The agenda and all relevant material must be sent out to the Board at least seven (7) days before the meeting.
- 25.5. The meetings of the Board may be attended by an Individual Member upon request to the President. The Board may also invite third parties to attend. Individual Members who do not serve on the Board and third parties shall not have voting rights.
- 25.6. Meetings of the Board may be conducted by telephone conference call, or by other means of electronic communication. An Officer or Director participating in such a meeting shall be taken to be present at the meeting.
- 25.7. Voting by proxy at meetings of the Board is not permitted.
- 25.8. The Board shall reach decisions by a majority of the Directors present. In the event of a tie vote, the President shall cast the deciding vote.
- 25.9. Any Director must withdraw from the debate and from taking a decision if there is any risk or possibility of a conflict of interest.
- 25.10. The decisions rendered by the Board shall be recorded in the minutes.



25.11. The decisions taken by the Board shall come into effect immediately, unless the Board decides otherwise.

26. POWER OF THE BOARD OF DIRECTORS:

26.1. The Powers of the Board are as follows:

- a) Shall be legally accountable for all decisions made by, and on behalf of the Society;
- b) Shall prepare and convene all Annual General and Special Meetings of the Society;
- c) Shall select a President and Vice President from among its members;
- d) Shall appoint and dismiss the Executive Director;
- e) Shall appoint an independent auditor;
- f) Shall approve policies and procedures that stipulate how the Society shall be organized internally;
- g) May decide to set up Standing or Special Committees at any time;
- h) Shall define and approve the terms of reference for the organization of Standing, Special, and Operational Committees;
- i) Shall approve the annual budget of the Society;
- j) May suspend a Member of the Society;
- k) May delegate tasks arising out of its area of authority to other bodies of the Society or third parties;
- l) May delegate to such Officers, Directors, Executive Director, or Committees any or all of the foregoing powers to such extent and in such a manner as the Board may determine.

26.2. If the position of an Officer or Director becomes vacant during the individual's term, the Board may appoint a new Officer or Director in the individual's stead.



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- 26.3. Those persons named or appointed to fill vacant positions on the Board shall serve until the Society's next Annual General Meeting.
- 26.4. Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by the Executive Director and the President or Vice President; all contracts, documents and instruments so signed shall be binding upon the Society without any further authorization or formality.
- 26.5. The Society may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 26.6. The Society may borrow funds upon such terms and conditions as the Board may determine.
- 26.7. Any act of the Board, whether within the jurisdiction of the Board or not, which is sanctioned either expressly or implied at a subsequent Annual General Meeting of the Society, shall be deemed to be an act of the Society and may not afterwards be impeached by any Member of the Society on any ground whatsoever.
- 26.8. Officers, Directors or Committee members shall not receive any remuneration for their services. Those attending any Annual General or Special Meetings of the Society, Board meetings, or committee meetings called in pursuance of these Bylaws shall be entitled to be paid out-of-pocket expenses from the funds of the Society as the Directors may decide to be reasonable and as the funds of the Society permit.

27. INDEMNITY:

- 27.1. Every Officer, Director or other servant of the Society shall be indemnified by the Society against all costs, losses and expenses incurred in or about the discharge of





their respective duties, except such as happens from their own respective wilful neglects or defaults.

28. VACANCIES:

28.1. The position of Officer or Director shall be considered to be vacated if:

- a) the Officer or Director is absent from three (3) meetings of the Board of Directors without special leave or reason satisfactory to the Board; and
- b) the Officer or Director be removed for misconduct for good and sufficient cause after provisional decision of the Board of Directors.

29. AUDITOR:

29.1. The accounts of the Society shall be audited upon the request of the Board of Directors by an external and independent licensed public accountant.

29.2. The auditor shall be appointed by the Board of Directors.

29.3. The Board shall ensure that all books and records of the Society required to be kept by the Act, these Bylaws or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of the Society.

30. AMENDMENTS TO THE BYLAWS:

30.1. Individual Members and the Board of Directors may propose changes to the Bylaws which shall only be amended at an Annual General Meeting or a Special General Meeting called for that purpose, and provided that notice and all proposed amendments have been delivered to the Executive Director at least fifteen (15) days before the meeting. The Executive Director shall forward a copy of the proposed amendments to the Members at least fifteen (15) before the date of the meeting.



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- 30.2. Adoption of any proposed Bylaw amendment shall require a two-thirds (66%) majority of the votes eligible to be cast by the delegates present.
- 30.3. These Bylaws are ratified by an Extraordinary Resolution of the Members of the Society entitled to vote at a meeting duly called and held on November 24, 2014.
- 30.4. In ratifying these Bylaws, the Members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.
- 30.5. These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar of Societies of the NWT.

31. RULES OF ORDER:

- 31.1. All meetings of the Society shall be conducted according to *Robert's Rules of Order* insofar as they may apply.

32. UNFORSEEN CONTINGENCIES AND FORCE MAJEURE:

- 32.1. The Board shall have the final decision on any matters not provided for in these Bylaws or in cases of force majeure.

33. DISSOLUTION:

- 33.1. Any decision relating to the dissolution of the Society requires a two-thirds (66%) majority of all Members of the Society, which must be obtained at an Annual General Meeting or Special General Meeting specifically convened for this purpose.
- 33.2. Upon dissolution of the Society, any funds or assets remaining after paying all debts shall be distributed to one or more not-for-profit organization(s)





incorporated under the *Northwest Territories Societies Act* which has objectives consistent with those of the Society, or as determined by the Board.