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BYLAW ALTERATION APPLICATION

BC Society • Societies Act

NAME OF SOCIETY: **THE CRANBROOK AND DISTRICT ARTS COUNCIL**

Incorporation Number: S0010241

Business Number: 89531 2296 BC0001

Filed Date and Time: February 23, 2026 12:32 PM Pacific Time

SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: September 22, 2025

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, yvonne Cranbrook and District Arts Council, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



NOTE: The complete Bylaws, as uploaded, continue on the next page



The Cranbrook and District Arts Council Society Bylaws

CDAC is Governed by the BC Societies Act including these additional Bylaws

Article 1 Membership

- a) Members shall include individuals, groups, and organizations engaged in or interested in cultural activities, which subscribe to the society's objectives and pay the annual dues.
- b) Membership fees shall be determined by the board of directors and must be paid on an annual basis in order for the individual, group, or organization to be considered a member in good standing.

Article 2 Cessation of Membership

A person ceases to be a member of the CDAC:

- a) By delivering their resignation in writing to the CDAC Office
- b) On their death, or in the case of an organization, on dissolution
- c) On not having been a member in good standing for 12 consecutive months
- d) A member may be expelled by a special resolution of the members

Article 3 Membership Rights and Obligations

- a) Members will receive all current news about the CDAC
- b) They may attend all new events, and special general meetings, as well as the annual general meeting
- c) Members may upon request view and inspect any and all documents of the CDAC
- d) Members are expected to act honestly and in good faith and in the best interest of the CDAC

Article 4 Officers and Directors

- a) The Board of Directors shall be composed of at least five directors and no more than ten. At least three officers must be chosen from the elected directors. Directors and Officers of the CDAC shall be elected by the members at the AGM and shall take office immediately to serve a two-year term.
- b) A director may be elected and re-elected to serve in the same capacity for an unlimited time. The president is only able to serve for three consecutive terms. The president shall be re-eligible for election after the lapse of one year.
- c) The officers of the CDAC shall consist of the President, Secretary, and Treasurer. A fourth director may be designated Vice-President. The officers of the CDAC shall be the executive committee of the CDAC. (An officer of the Board of Directors is still a director)
- d) The Board of Directors will prepare a nominating committee of three members of CDAC, with a minimum of one board member, to prepare a slate of directors to be nominated at the AGM.

Article 5 Replacement and Removal of Officers

- a) The members of the Society may, by special resolution, remove any director from office before the expiration of their term and may fill any vacancy so arising.
- b) The special resolution shall be a resolution passed by a majority of not less than 60% of the members present at an annual or special general meeting of the Society, of which not less than fourteen days' written notice has been given, stating the resolution to be presented.
- c) Casual vacancies shall be filled by the Board of Directors (any member so appointed shall hold office until the next AGM)



The Cranbrook and District Arts Council Society Bylaws

Article 6 Duties of Officers and Directors

- a) All members of the Board of Directors shall serve without remuneration.
- b) The Board of Directors, subject to directions given at the annual general meeting of the CDAC and not inconsistent with the Constitution and Bylaws of the CDAC, shall control the affairs of the CDAC between meetings of the members.
- c) The President shall be the senior elected officer and shall preside at all meetings of the members, the Board of Directors, and executive committee. The President shall be an ex officio member of all committees.
- d) The Vice President shall carry out all duties of the President during their absence.
- e) The Secretary shall be responsible for ensuring the minutes of each general, executive, special, and annual meeting are recorded and filed with the CDAC staff. The Secretary shall also be responsible for checking in with the CDAC staff to ensure all CDAC documents and membership information are kept safe and current.
- f) The Treasurer shall be responsible for working with CDAC staff to report to the Board on a quarterly basis all financial information, as well as the financial statement for the AGM.
- g) Board members may attend the regular board meetings remotely, and their remote attendance will be noted in the minutes and included in determining quorum. Attendance in person is required at the AGM and Special Resolution meetings.

Article 7 Meetings

- a) Proxy voting is not allowed.
- b) All voting members in good standing may vote on any resolution
- c) Quorum for the transaction of business at any special, general, or annual meeting shall be no less than four persons.
- d) The Board of Directors shall meet not less than six times each year as may be determined or at the direction of the President.
- e) A special general meeting may be called by the Board of Directors so long as quorum will be present, or by the members so long as it is supported in writing by ten percent of the membership. These meetings will be held to serve a special resolution of the CDAC.
- f) No less than 14 days notice shall be given for any special general meeting and the purpose of the meeting made clear.

Article 8 Borrowing Powers

In order to conduct the purposes of the CDAC, the Directors may, on behalf of and in the name of the CDAC, raise or secure the payment or repayment of money in the manner they decide. However, they may not issue debentures without the sanction of a special resolution.

Article 9 Signing Officers

- a) The Signing Officers of the CDAC shall be no less than three members of the Board of Directors, as designated by the directors.
- b) All cheques issued by the CDAC and all legal contracts shall be signed by any two of the designated Signing Officers.

Article 10 Auditors

- a) An auditor shall be appointed at every annual meeting by the membership.
- b) An audit of the books of the CDAC shall be made as soon as possible after the close of the fiscal year, and a report of the auditors shall be made at the annual meeting.