



CONSTITUTION OF THE KAMLOOPS FILM SOCIETY

The purposes of the Kamloops Film Society are:

- a. To promote and support film and related visual media as a form of artistic expression, chiefly in the area known as Thompson Nicola Regional District. This promotion and support could take the form of, but not limited to:
 - screening of regional films and celebrating the work of regional film makers
 - offering grants to local individuals or organizations

- b. To present film-related visual media to members and the general public through events that include, but are not limited to:
 - motion picture screenings
 - public galleries
 - film and special event rentals
 - film festivals

- c. To cooperate with other types of organizations or societies such as, but not limited to:
 - educational
 - arts
 - business
 - cultural

BY-LAWS OF THE KAMLOOPS FILM SOCIETY

The Societies Act of British Columbia ([SBC 2015] CHAPTER 18) provides the basis for KFS governance. This can be accessed at:

https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01

The Kamloops Film Society will solely abide by its purpose and mission free from influence from businesses, organizations or societies, including political or religious groups. The films shown by the Society, or in theatre rentals, do not necessarily reflect the views of the Society.

Part 1 – Interpretations

1. Definitions:

(1) In these bylaws, unless the context otherwise requires,

(a) “Directors” means the Directors of the Society for the time being;

(b) “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;

(c) “registered address” of a member means the address as recorded in the register of members.

(2) The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.

2. Words that suggest the singular include the plural and vice versa and no distinction shall be made between a male and a female person.

Part 2 – Membership

3. The two categories of membership shall be individual and honorary. No member in either category shall be entitled to more than one vote.

(1) Any person 18 years of age or older shall be entitled to become an individual member on application to the Executive Director

(2) An honorary member shall be a person designated by the Board of Directors and approved by the membership in recognition of outstanding service to the Society, or to the principles of the Society.

Part 3 – Meetings of Members

4. General meetings of the Society shall be held at the time and place, in accordance with the Societies Act, that the Directors decide.

5. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

6. The Directors may, when they think fit, convene an extraordinary general meeting.
7. Notice of meeting:
 - (1) Notice of a general meeting shall specify the place, day, and hour of meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
8. An annual general meeting shall be held at least once in every calendar year.
9. The Directors shall convene a special extraordinary general meeting of the Society within 21 days after a signed request in writing of ten percent (10%) of the members is received by the Secretary.
10. Amendments to the agenda of any AGM may be requested by no fewer than five percent (5%) of voting members, requested in writing no less than 21 days before the convening of any AGM.

Part 4 – Proceedings at General Meetings

11. Special business is
 - (1) all business at an extraordinary general meeting except the adoption of rules of order; and (2) all business transacted at an annual general meeting, except
 - (a) the adoption of rules of order;
 - (b) the consideration of financial statements;
 - (c) the report of the Directors;
 - (d) the report of the auditor, if any;
 - (e) the election of Directors;
 - (f) the appointment of the auditor, if required; and
 - (g) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
12. Limitations of quorum
 - (1) No business, other than the election of Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum shall be a number of members equal to or greater than the majority of current Directors.
 - (4) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it 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 constitute a quorum.

13. Subject to bylaw 14, the Chair of the Society, the Vice Chair or in the absence of both, one of the other Directors present, shall preside as Chair of a general meeting.
14. If at a general meeting
 - (1) There is no Chair, Vice Chair or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (2) The Chair and all other Directors present are unwilling to act as Chair, the members present shall choose one of their number to be Chair.
15. Adjournment
 - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided by this bylaw, it is not necessary to give notice of an adjournment or of business to be transacted at an adjourned general meeting.
16. Resolutions
 - (1) A resolution proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.
 - (2) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which the chair is entitled as a member.
17. Voting
 - (1) Any member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands.
 - (3) Voting by proxy is not permitted.
18. Roberts' Rules of Order shall be observed except where in conflict with the Societies Act or with these bylaws.

Part 5 – Directors and Officers

19. A Director must be a member of the Society.
20. Powers of Directors
 - (1) The following shall constrain the powers of Directors:
 - (a) all laws affecting the Society
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
 - (2) No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
21. The number of Directors shall be a minimum of five (5) and a maximum of nine (9).
22. Elections
 - (1) A Director's term is for two years. Director positions are subject to election at Annual General Meetings.
 - (2) An election may be by acclamation, otherwise it shall be by ballot.

(3) There are no limits to the number of terms a Director may serve.

23. Officers

(1) Unfilled Officer positions (Chair, Vice-Chair, Secretary and Treasurer) shall be elected by a majority vote at the first Board meeting following the annual general meeting.

(2) Officer terms are for 2 years.

(3) A Director may be elected to a previously held Officer position, to a maximum of 3 consecutive terms. At this time the Director may take time off from any Officer position, or be elected into a different Officer position.

(4) In the case where an Officer has served three consecutive terms in one position, the board may choose to elect that Officer for one additional year. This should be done only in exceptional circumstances.

(5) In the case of an unexpected vacant Officer position, the Board may appoint an Officer by a majority vote at any Board meeting.

24. Vacancies

(1) If a Director position needs to be filled, the remaining Directors shall call a special general meeting at which an election for a new Director shall take place.

(2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

25. The members may by special resolution remove a Director before the expiration of term of office, and may elect a successor to complete the term of office.

26. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

27. Subject to the Societies Act, the Society shall purchase and maintain insurance for the benefit of Directors against personal liability incurred as a consequence of carrying on the Society's business.

Part 6 – Proceedings of Directors

28. Meetings of Directors

(1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) Quorum shall be a majority of the Directors then in office.

(3) The Chair shall chair all meetings of the Directors. If at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting or has notified the Vice-Chair about not attending the meeting, the Vice-Chair shall act as Chair; if neither is present, the Directors present may choose one of their number to chair at that meeting.

(4) A Director may at any time request a meeting of the Directors, which shall be convened by the Chair or Chair's designate.

29. Committees

(1) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to

any rules imposed on it by the Directors and shall report every act or thing done in exercise of these powers to the earliest meeting of Directors to be held next after it has been done.

(3) A committee shall elect a chair of its meeting: but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to chair the meeting.

(4) The members of a committee may meet and adjourn as they think proper.

30. For a first meeting of Directors held immediately following the election of a Director it is not necessary to give notice of the meeting to the newly elected Director for the meeting to be constituted, if a quorum of the Directors is present.

31. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter or electronic mail, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(1) no notice of meeting of Directors shall be sent to that Director; and

(2) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

32. Voting

(1) Questions arising at a meeting of the Directors and committee of Directors shall be decided by the majority of votes.

(2) In case of an equality of votes the Chair does not have a second or casting vote.

33. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the Chair of a meeting may move or propose a resolution.

34. A resolution in writing, sent by mail and signed by a majority of the Directors and documented within the minutes of the Society, or a resolution approved by a majority of the Directors sent through electronic mail, or by other means approved by the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

35. Chair

(1) The Chair shall preside at all meetings of the Society and of the Directors.

(2) The Chair is the chief executive officer of the Society and shall oversee the other Officers in the execution of their duties.

36. The Vice-Chair shall carry out the duties of the Chair during his or her absence.

37. The Secretary shall keep minutes of all meetings of the Society and Directors.

38. The Treasurer shall provide financial statements to the Directors, members and others when required.

39. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.

40. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 7 – Borrowing

41. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issues of debentures.
42. No debenture shall be issued without the sanction of a special resolution.
43. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Part 8 – Donations and Grants

44. The Society may solicit and receive grants, donations, gifts or other contributions from any person or corporation or any source whatever and apply such donations and grants to the objects of the Society.

Part 9 – Acquisition of Property

45. The Society has the right to acquire, own and dispose of both real and personal property for the purposes of the Society.

Part 10 – Auditor

46. At each annual general meeting the Society shall appoint an auditor to hold office until re-elected or a successor is elected at the next annual general meeting.
47. An auditor may be removed by ordinary resolution at an annual general meeting.
48. An auditor shall be promptly informed in writing of appointment or removal.
49. No Director and no employee of the Society shall be auditor.
50. The auditor's report shall be presented to the Society at the annual general meeting.

Part 11 – Notices to Members

51. A notice may be given to a member, either personally or by mail at the registered address of the member, or by electronic mail. A notice is valid if it is published in a periodical of the Society or on the Society's website.
52. A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by electronic mail shall be deemed to have been given on the first day following that on which the notice is posted.
53. Entitlement to Notification
 - (1) Notice of a general meeting shall be given to
 - (a) every member by electronic mail or by publication on the Society's website; and
 - (b) the auditor if Part 9 applies.
 - (2) No other person is entitled to receive a notice of general meeting.

Part 12 – Bylaws

54. On being admitted to membership, each member is entitled to and shall be given without charge, upon request, a copy of the Constitution and Bylaws of the Society.
55. These bylaws shall not be altered or added to except by special resolution.

Part 13 – Location and Recognition of Territory

56. The operations of the Society are to be carried on chiefly in the area known as The Thompson-Nicola Regional District.

The Kamloops Film Society acknowledges that we conduct our business on the traditional territory of the Tk'emlúps te Secwépemc in Secwepemcúl'ecw, a land where stories have been told for thousands and thousands of years. The Society is honoured to work and support the arts in this land.

Part 14 – Acquisition of Property

57. The Society has the right to acquire, own and dispose of both real and personal property for the purposes of the Society.

Part 15 – Dissolution of the Society

58. Upon dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society including any accumulated profits shall be distributed or disposed of as determined by the Directors. This provision can only be altered by special resolution at a general meeting of members.

Dated at Kamloops, British Columbia, the 9th day of August 1994.

Revised at the Kamloops Film Society Annual General Meeting on the 1st day of November 2017.

Revised at the Kamloops Film Society Annual General Meeting on the 30th day of November 2022