

**SPECIAL RESOLUTION OF THE ART GALLERY OF GREATER
VICTORIA
Certificate of Incorporation No. S - 0003274**

RESOLVED THAT THE BYLAWS OF THE ART GALLERY OF GREATER VICTORIA ARE AMENDED AS FOLLOWS:

1 Section 1 is amended by

- (a) in the definition of “Board”, by striking out “in managing or supervising the affairs of the Gallery” and substituting “in managing, or supervising the management of, the activities and internal affairs of the Gallery”,**
- (b) by repealing the definition of “Board Officer” and substituting the following:**

“Board Officer” means a person elected pursuant to section 62 or appointed pursuant to section 64 to hold office as President, First Vice-President, Second Vice-President, Treasurer or Secretary of the Board; ,

(c) in the definition of “Chief Executive Officer”,

(i) by striking out “s. 61” and substituting “section 61”, and

(ii) by striking out “to manage the affairs of the Gallery” and substituting “to exercise the Directors’ authority to manage the activities or internal affairs of the Gallery as a whole or in respect of a principal unit of the Gallery”,

(d) by adding the following definition:

“last recorded address” means a member’s mailing or email address, as the case may be, as recorded in the register of members; ,

(e) by repealing the definition of “registered address”, and

(f) by repealing the definition of “Societies Act” and substituting the following:

“Societies Act” means the Societies Act, S.B.C. 2015, c. 18;”.

2 Sections 2 to 6 are repealed.

3 Section 11 is amended

- (a) in paragraph (a) by striking out “the date of delivering his or her resignation in writing” and substituting “the date of delivery of the person’s written resignation”, and**

(b) by repealing paragraph (c) and substituting the following:

(c) on the person's death; .

4 ***Section 12 is amended by striking out “prescribe annual fees” and substituting “the fee referred to in section 7 (a)”.***

5 ***Section 14 is amended by striking out “the prescribed fees” and substituting “the fee referred to in section 7 (a)”.***

6 ***Section 17 is repealed and the following substituted:***

17 Subject to the Societies Act, an extraordinary general meeting may be convened at the discretion of the Board.

7 ***Section 18 is repealed and the following substituted:***

18 The Gallery must give members written notice of a general meeting
(a) at least 14 days before the meeting, and
(b) not more than 60 days before the meeting.

8 ***The following section is added:***

18.1 (1) Notice of a general meeting may be sent by email.
(2) If notice of a general meeting is sent by email, notice of the general meeting must also be posted on the Gallery's website throughout the period commencing at least 21 days before the meeting and ending when the meeting is held.

9 ***Section 20 is repealed.***

10 ***Section 25 (b) is amended by striking out “except following” and substituting “except the following”.***

11 ***Section 26 is amended by striking out “30 members” and substituting “15 members”.***

12 ***Section 31 is amended by striking out “in addition to the vote to which he or she may be entitled” and substituting “in addition to the vote to which the chair may be entitled”.***

13 ***Section 36 is repealed and the following substituted:***

36 (1) A Director must, when exercising the powers and performing the functions of a Director of the Gallery,
(a) act honestly and in good faith with a view to the best interests of the Gallery,
(b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
(c) act in accordance with the Societies Act and the regulations under that Act,
and

- (d) subject to paragraphs (a) to (c), act in accordance with the bylaws of the Gallery.
 - (2) Without limiting subsection (1), a Director must, when exercising the powers and performing the functions of a Director of the Gallery, act with a view to the purposes of the Gallery.
- 36.1 Subject to and in accordance with section 56 of the Societies Act, a Director who has a direct or indirect material interest, that is known by the Director or reasonably ought to have been known, in
- (a) a contract or transaction, or a proposed contract or transaction, of the Gallery, or
 - (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Gallery
- must
- (c) disclose fully and promptly to the other Directors the nature and extent of the Director's interest,
 - (d) abstain from voting on a Directors' resolution or consenting to a consent resolution of Directors in respect of the contract, transaction or matter,
 - (e) if not asked by another Director to remain in the meeting for the purpose of providing information, leave the Directors' meeting, if any,
 - (i) when the contract, transaction or matter is discussed, and
 - (ii) when the other Directors vote on the contract, transaction or matter, and
 - (f) refrain from any action intended to influence the discussion or vote.
- 36.2 A Director must be a member of the Gallery.

14 Section 38 is repealed.

15 Sections 40 (b), 41 and 66 (a) are amended by striking out "ex-officio" and substituting "ex officio".

16 The following section is added:

40.1 An ex officio Director has the rights and duties of an elected Director.

17 Section 44 is repealed and the following substituted:

44 The committee established under section 74, the terms of reference for which include nominations for Directors, must convene at least 60 days prior to the Annual General Meeting to consider and recommend nominees for Directors.

18 Section 45 is amended

(a) in paragraph (b) by striking out "his or her" and substituting "the nominee's", and

- (b) in paragraph (c) by striking out “the Chair of the Nominations Committee” and substituting “the Chair of the committee established under section 74, the terms of reference for which include nominations for Directors”.*
- 19** *Section 47 is amended by striking out “so appointed” and substituting “appointed under section 46”.*
- 20** *Section 48 is amended by striking out “his or her” and substituting “the Director’s”.*
- 21** *Section 49 is repealed and the following substituted:*
- 49 (1) A Director who intends to resign must give the Director’s resignation to the Board in writing, and the resignation takes effect in accordance with section 49 of the Societies Act.
- (2) A Director may resign in writing by email.
- 22** *Section 50 is repealed and the following substituted:*
- 50 Members may, by special resolution, remove a Director before the expiration of the Director’s term.
- 23** *Section 51 is repealed and the following substituted:*
- 51 The Directors may regulate their meetings and proceedings as they see fit.
- 24** *Section 52 is amended by striking out “not less than 10 times” and substituting “not less than 6 times”.*
- 25** *Section 56 is repealed and the following substituted:*
- 56 The Directors may delegate as they see fit any, but not all, of their powers to a committee established under section 74, provided that the committee includes at least one Director.
- 26** *Section 61 is repealed and the following substituted:*
- 61 (1) The Directors may pass a Directors’ resolution without a meeting if
- (a) a copy of the resolution has been sent to all of the Directors, and
- (b) at least 75% of the Directors consent to the resolution in writing.
- (2) A Director may consent to a resolution referred to in subsection (1) by email.
- 27** *Section 69 (a) is repealed and the following substituted:*
- (a) chairs the committee established under section 74, the terms of reference for which include the financial affairs of the Gallery; .
- 28** *Section 70 (a) is amended by deleting the space after the word “maintained”.*
- 29** *Section 71 is amended*

(a) by striking out “Directors” and substituting “Directors’”, and

(b) by striking out “in whole or in part” and substituting “as a whole or in respect of a principal unit of the Gallery”.

30 *Section 73 is repealed and the following substituted:*

73 A Senior Manager manages the activities or internal affairs of the Gallery in accordance with the contract between the Senior Manager and the Board and under the direction of the Board.

31 *Sections 74 and 75 are repealed and the following substituted:*

74 (1) Subject to subsection (3), the Board may establish standing and other committees, as may be required, to exercise such functions as the Board may direct.

(2) Each committee must

(a) normally be chaired by a Director, and

(b) be made up of such other Directors and persons as the Board may appoint.

(3) The Associates of the Art Gallery of Greater Victoria is a standing committee.

32 *Section 79 in Part 10 is amended by renumbering the section as section 78.1.*

33 *Section 80 in Part 10 is amended by renumbering the section as section 78.2.*

34 *Section 79 in Part 11 is amended by striking out “an auditor who shall be a Charter Professional Accountant” and substituting “a person who is qualified to act as an auditor of a society under section 112 of the Societies Act”.*

35 *Section 87 is repealed and the following substituted:*

87 A notice may be delivered personally or sent to the person’s last recorded address.

36 *Section 88 is repealed.*

37 *Section 89 is repealed and the following substituted:*

89 A notice delivered personally or sent to a person’s last recorded address is deemed to have been given on the day it was delivered or sent.