

IWS CANADA BY-LAWS

Accepted by the Quorum of Directors August 2017

Purpose of the Corporation

The Canadian Branch of the International Watercolor Society is part of an International Network of Watercolour Societies.

IWS Canada recognizes, encourages, and promotes the advancement of watercolour within Canada. Our mission is to showcase Canadian watercolour on a worldwide scale and make Canadian artists part of a global infusion of watercolour in both the national and international art scene.

Art can bring people together despite differences in race, beliefs, culture and distance. Through the medium of watercolour our mission is to promote peace, harmony, love, understanding and acceptance of each other's differences. Diversity is the strength that will help us to build a better society through our mutual love of watercolour.

IWS Canada provides a platform where watercolour artists may shine, regardless of age, gender, beliefs, economic status or experience.

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ARTICLE 1

INTERPRETATION

1 In this bylaw and all other bylaws and resolutions of the Corporation unless the context otherwise requires:

1.1 **the singular** includes the plural.

1.2 **“They”** includes all genders .

1.3 **“Board”** means the Board of Directors of the Corporation.

1.4 **“Corporation”** means International Watercolour Society of Canada hereafter referred to as IWS Canada.

1.5 **“Act”** means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time, Chapter C-32.

1.6 **“documents”** includes releases, receipts and discharges for the payment of money or other obligations, and all paper writings of IWS Canada.

1.7 **“Officers”** means the persons who hold the offices listed in Article 4.

1.8 **“Letters Patent”** a subsidiary under the patent of IWS Globe Registration Turkey 2012 .

1.9 **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation.

1.10 **“bylaw”** means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect.

1.11 **“Member”** means a person meeting the requirements in Article 10 .

1.12 **“meeting of members”** includes any meeting of members of a physical or virtual nature.

1.13 **“proposal”** means an idea or suggestion submitted by a paid member of the corporation to the board.

1.14 **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time.

1.15 **“Headings”** used in the by-laws of the Corporation are for convenience of reference only and shall not affect the construction or interpretation of them.

1.16 **“Good standing”** refers to current paid IWS Canada members

1.17 The **“Executive”** refers to members with a leadership role within IWS Canada i.e board of directors plus committee members .

ARTICLE 2

THE BOARD

2.1 **Board** The affairs of the Corporation shall be managed by a board of elected Directors.

2.2 **Elected Directors** Each Director shall hold office for two years. This term is renewable. The term of office of the directors shall be two (2) years and shall commence on the day that they are elected or confirmed. A director is eligible for re-election for any number of consecutive terms.

2.3 **Qualifications** Each Director shall:

2.3.1 be at the date of election and throughout their term, a member in good standing of the Corporation.

2.3.2 be at least 18 years of age.

2.3.3 not be bankrupt nor mentally incompetent.

2.4 **Vacancies** The position of a Director shall be vacated if:

2.4.1 A Director resigns their office by delivering a written resignation to the secretary.

2.4.2 They cease to be a member of the Corporation.

2.4.3 They are absent without reasonable excuse for three consecutive meetings of the Board of Directors.

2.4.4 They are found to be of unsound mind.

2.4.5 They become bankrupt or guilty as charged under the Canadian Criminal Code.

2.4.6 They die.

2.5 **Quorum** Four (4) Directors shall constitute a quorum for the transaction of business at meetings of the Board.

2.6 **Vacancies on the board** So long as a quorum of directors remains in office, a vacancy may be filled by the Board from among the members of the Corporation for the balance of the term of the vacating director. If no quorum exists, the remaining members of the Board shall forthwith call a general meeting of members to fill the vacancy.

2.7 **Removal of Directors** A Director may be removed, prior to the end of his term, by a resolution voted upon by two-thirds ($\frac{2}{3}$) of the Corporation's members. The membership shall be notified of the intention of the resolution prior to this vote. They shall also be permitted to vote on a replacement..

2.8 **Meetings** Meetings of the Board may be held physically within Canada or virtually, as designated in the notice calling the meeting. Meetings of the Board may be called in writing by any of the directors and distributed to the board by the Secretary.

2.8.1 **Conference** Directors may participate in a meeting of the Board by means of conference call or web based communications facilitating all persons to be able to participate.

2.8.2 **Notice** Notice of Board meetings shall be sent by any digital or analog communication service to each director not less than fourteen (14) days before the meeting is to take place.

2.8.3 **No formal notice** No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

2.8.4 **Regular Meetings** The directors may appoint one or more days in each year for regular meetings of the Board at a place and time named, and no further notice of the regular meetings need be given.

2.8.5 **Voting** Questions arising at any meeting of the directors shall be decided by a majority vote. In the case of an equality of votes, the President shall have the casting vote.

ARTICLE 3

ELECTION OF DIRECTORS

3.1. **Elections** Directors and Officers shall be elected at the annual meeting of members.

3.1.1 If the slate of Directors is incomplete at the time of the annual meeting, further nominations from the society will be accepted.

3.1.2 If a new board is not elected, the Directors then in office shall continue in office until their successors are duly elected.

3.1.3 The election will take place via e-mail ballot and will be collected by the area reps. Results of the votes for each region will be passed to the board of directors for final count. Final results will be announced at the AGM

3.2 **Term of Office** The term of office of the Directors shall be two (2) years and shall commence on the day that they are elected or confirmed. A Director is eligible for re-election for any number of consecutive terms.

3.3 **Nomination** Candidates for directors to be elected at the annual meeting of members shall be presented by the Nominating Committee.

3.4 **Mail-In Nominations** The nomination procedure for Directors shall be as follows:

3.4.1 **Notice of nominations** for Directors and officers, a nomination form shall be sent to members at least two (2) months prior to the annual meeting.

3.4.2 **The nomination forms** are to be completed and emailed to the Secretary within thirty (30) days of publication, accompanied by the written consent of the person so nominated.

3.4.3 **Nominees** Any member who consents to stand for nomination may file with the Secretary his written consent. Thereafter their consent is not required to accompany any nomination.

3.4.4 **The President's ruling** is final with respect to all matters leading up to and finalizing of nominations and shall rule with respect to all questions relating to the procedure.

3.4.5 **The slate of candidates** shall be circulated to the membership at least two (2) months before the annual meeting.

3.4.6 **Time** Failure to meet any of the times specified herein shall invalidate any nomination or ballot.

ARTICLE 4

OFFICERS

No person shall be qualified to hold office in the Corporation as a Director or officer unless a member in good standing.

4.1 **Officers** One person may NOT hold more than one office. The officers of the Corporation shall hold office for TWO (2) years from the date of appointment or election or until their successors are elected or appointed in their stead.

4.2 **President** The President shall be the chief executive officer of the Corporation. They shall supervise the affairs and operations of the Corporation and with the Secretary or a second member of the board, sign all bylaws and membership certificates. They will also have the other powers and duties as deemed necessary.

4.3 **Vice President** During the President's absence or inability to act, their duties and powers will be assumed by a Vice President as determined by the Board. The Vice Presidents shall also perform the other duties from time to time prescribed by the Board .

4.4 **Secretary** The Secretary shall be the official clerk of the Board, the Executive Committee and the members of the Corporation; shall be custodian of all books, papers, records, correspondence, documents belonging to the corporation; shall file all notices required to be filed by the corporation; shall attend all meetings of the Board to record minutes of those proceedings, providing the officers with copies of same and shall expedite all notices required to be given to members and to

directors, performing other duties from time to time prescribed by the Board or incident to the office.

4.5 **Treasurer** The Treasurer shall have the custody of the funds and securities of the Corporation. They will keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account, and deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. They shall disburse the funds of the Corporation under the direction of the Board of Directors taking proper vouchers and present to the Board an account of all their transactions as Treasurer and of the financial position of the Corporation. They shall cooperate with the audit process of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or incident to their office.

4.6 **Youth Director** The Youth Director shall publicize and market youth involvement in IWS Programs and/or events on facebook, website and community websites and school websites. They will provide program and/or event updates for facebook page, website, community and school websites, coordinate with IWS Canada directors any marketing, and program documentation, provide assistance to youth artists with entering competitions and the navigation of the website or facebook page. They will provide assistance to youth artists with information about beginning watercolour painting. They will manage youth entries in IWS Canada Youth Competition (children age 5-18 within Canada only) and liaise with grade and high schools, universities and colleges to provide information on IWS Canada.

4.7 **Regional Director** The Regional Director will liaise with a committee of area representatives, one for each of the provinces and territories within Canada. They will report back to the full Board of Directors at each executive meeting. They will be responsible for maintaining a full committee of reps and will put out a call to members if a position needs to be filled, review applications and appoint new representatives.

4.8 **International Director** The International Director will be in charge of monitoring international events from other IWS country branches and liaise with other country Directors regarding exhibitions. They will be responsible for putting a call out to artists within Canada and collecting and shipping paintings where needed. Willingness to travel to some of the international IWS festivals would be an advantage but not essential.

4.9 **Publicity Director** The Publicity Director will be in charge of maintaining and keeping the website and all social media up to date with news about IWS Canada, as well as creating event publicity. This may include writing press releases, contacting public media including radio, TV and newspapers or magazines, speaking for the society in interviews, and creating and printing flyers, posters, and banners.

4.10 **President of IWS Globe** The IWS Globe President, will sit on the board when able, and offer advice regarding the business of IWS Canada. Due to time constraints they will not be involved in the day to day decision making of IWS Canada activities.

4.11 **Additional Directors** The number of Directors may differ from the by-law should the Board deem it necessary to add additional Directors for specific purposes or functions.

ARTICLE 5

COMMITTEES

5.1. **Creating committees** The Board of Directors may establish the following Committees to perform such duties as are from time to time required by the Board and, without limiting the foregoing, for the following purposes:

5.1.1 **Administration. and Membership Services** Manage and operate the office facilities of the Corporation, including employing staff, collecting dues, maintaining membership lists and providing other services to members.

5.1.2 **Advertising and Publicity** Obtain advertising and articles, publish Watercolour news and promote the Society's objectives and undertakings.

5.1.3 **Exhibitions** Seek appropriate venues. Establish hanging and installation procedures, transportation, insurance and show activities and confer with the Advertising and Publicity Committee to promote same.

5.1.4 **Awards** Develop and review policy, solicit funding and administrate all awards.

5.1.5 **Education and Government Relations** Provide information and educational programs to educators, libraries and the public. Conduct and publish research, monitor all government legislation and programs and represent the Corporation at all levels of government.

5.1.6 **Finance and Fundraising** Develop and supervise financial policies and procedures generally and develop fundraising programs.

5.1.7 **Regions** Each province/territory within Canada shall have one (1) representative that reports to a lead Regional Director who sits on the Board of Directors.

i The term of office is 2 years and is renewable.

ii The Executive will propose candidates for Regional representatives

iii **Election of Area representatives** The members of each province or territory shall elect their area representative by ballot emailed in to the Regional

Director prior to the AGM. In the event that an area representative is not elected prior to the Annual general meeting, one may be appointed by the Board of Directors.

iii Area representatives will seek to promote the Corporation and its presence in the province or territory. This may be done by public relations, workshops, exhibitions, informative gatherings, active recruitment of new members or other means that may be seen as appropriate.

5.2 **Constitution** All committees shall be subject to the following:

5.2.1 Each Committee shall consist of a Chairman who shall be appointed by the Board from the members of the Corporation, and such assistants as the Chairman may require.

5.2.2 All Committee members shall be active members of the Corporation, but the Chairman may obtain the assistance of such other persons as may be approved by the Board.

5.2.3 The Committee shall be responsible to, and report after each meeting to their supervising Board member. If a Board member sees the need for a specific committee development, they shall have the right to appoint the committee members and be apprised of the developments through regular reporting.

5.2.4 Each Committee shall prepare and submit an annual budget for review and approval of the Board and shall work within the budget as approved.

5.3 **Procedures & Quorum** The Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure as required. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present. The Committee shall keep minutes of its meetings in which all actions taken shall be recorded, and provided to the Board at the next meeting.

5.4 **Place of Business.** Meetings of the Committee may be held at any place within Canada as specified in the notice calling the meeting or through conference means with social media options.

5.5 **Other Directors Present.** Any of the board of directors shall be entitled to speak and vote at any meeting of the Committee at which they are present if the topic is relevant to their position.

ARTICLE 6

EXECUTION OF DOCUMENTS

6.1 **Cheques, Drafts, Notes, etc.** All cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange, shall be signed by the Treasurer once expenses have been passed by the board.

6.2 Execution of Documents Contracts, documents and other instruments requiring execution by the Corporation shall be signed by any two officers and all contracts, documents and instruments so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

ARTICLE 7

BOOKS AND RECORDS

7.1 The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation are regularly and properly kept.

ARTICLE 8

DEPOSIT OF SECURITIES

8.1 The securities of the Corporation shall be deposited for safekeeping with one financial institution to be selected by the Board. Such securities deposited may be withdrawn, as needed, only upon the written order of the Corporation.

ARTICLE 9

FINANCIAL YEAR

9.1 The financial year of the Corporation shall be from January 1 to December 31 of any year .

ARTICLE 10

MEMBERSHIP

10.1 The following conditions of membership shall apply:

10.1.1 **Full Membership**

i. Full members are those with paid membership. Adult annual fees shall be \$25 and Student annual fees shall be \$15.

ii. The term of membership of a full member shall be annual, subject to renewal in accordance with the policies of the Corporation.

iii. As set out in the articles, each full member is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one (1) vote at such meetings.

iv Full members are entitled to a discount on all exhibitions and workshops organised by IWS Canada.

v Membership Dues Dues shall be paid annually for a full membership and are due by January 31 of any year.

vi Reinstatement A member whose dues have lapsed shall need to reapply for full membership, and if approved, the applicant must pay the full year's membership regardless of time of year.

10.1.2 Friend of IWS Canada

I. shall describe a non-paying member of IWS Canada.

i. The term of 'Friend of IWS Canada' shall be automatic upon subscription to mailing list.

iii. Subject to the Act and the articles, a Friend of IWS Canada shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Iv. Friends may not hold any officer position in the Corporation.

iv. They are not entitled to any discount for exhibitions or workshops, or other paying events.

10.2 Discipline of Members and Friends of IWS Canada

The board shall have authority to suspend or expel any member or friend from the Corporation on the grounds of misconduct, violation of articles, by-laws and or policies and any plausible reason not stated in this by-law that could be detrimental to the Corporation.

10.3 Voting members in good standing may vote at the annual meetings and at Corporation meetings if invited.

10.4 Transfer Membership is not transferable in any way.

ARTICLE 11

CONDUCT OF MEETINGS

11.1 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be The Board, including the Directors, area representatives, those with voting memberships, and anyone invited by a Director of the Corporation.

11.2 **Annual Meeting** The annual meeting of the members shall be held each year within Canada, at a time and date determined by the Board. As the meeting/meetings will be held in a virtual manner, the date and method of holding the meeting will be given one (1) month prior to the membership, so arrangements can be made by the members to be present; the method may be through skype, facebook, or conference call.

11.3 The Purpose of the AGM

11.3.1 Election of directors will take place electronically prior to, with results announced at the AGM.

11.3.2 Appointing the auditor and authorizing the Board to fix their remuneration.

11.3.3 Approving the financial statements and the report of the auditor brought before the meeting.

11.3.5 The transaction of any other business properly brought before the meeting without any notice thereof known as “new business”.

11.4 **General Meetings** The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided for in the Canada Corporations Act.

11.5 **Notice of Meetings** Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11.5 **Voting by Members** Unless otherwise required by the provisions of the Canada Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes the chairman presiding at the meeting shall be entitled to have a casting vote.

11.6 **Board and Members' Meeting Held Entirely by Electronic Means**
When the Directors or members of the Corporation call a meeting of members pursuant to the Act, the meeting will be held, in accordance with the Act and the Regulations, entirely by virtual means. This could be of a telephonic, electronic or other communication nature.

11.7 **Chairman of Meeting** In the absence of the President, or the Vice-Presidents, the members entitled to vote present at any meeting of members shall choose another Director or officer as chairman.

11.8 **Disputes at Meetings** In the case of any dispute, Robert's Rules will apply.

11.9 **Adjournment** The President shall call an adjournment of the meeting when all business of the Board has been dealt with and no other issue is forthcoming from any of the Board, its Directors or membership.

11.10 **Cost of Publishing Proposals for Annual Members' Meetings** The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

11.11 **Auditors** The members may, at each annual general meeting, appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual general meeting, provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

11. 12 **Notice of Meetings**

11.12.1 Computation of Time. In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

11.12.2 Omissions and Errors. The accidental omission to give notice of any meeting or any adjourned meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

ARTICLE 12

EVENTS

12.1 VIRTUAL EXHIBITIONS

12.1.1 An online national/international exhibition will be planned once every 3 or 4 years for artists 18 years and older.

12.1.2 There will also be a national competition for youth/students from ages 5 to 18 years.

12.1.3 For all online exhibitions: The Directors shall have the power to make such regulations and rules for:

- i The composition of the jury and the conduct of the exhibitions.
- ii The manner and amount of entrance fees, or absence of.
- iii The number and amount of awards.
- iv The percentage commission paid to IWS Canada from all works sold at exhibitions (currently set at 25%).

12.2 FESTIVALS OF WATERCOLOUR

If feasible, the committee shall plan to have a large, physical juried festival once every five (5) years within Canada, inviting national and international artists to participate.

The Directors shall have the power to make such regulations and rules for:

- 12.2.1 The composition of the jury and the conduct of the exhibitions.
- 12.2.2 The manner and amount of entrance fees.
- 12.2.3 The manner and amount of commission to the Corporation from all work sold at such exhibitions (currently at 25%).
- 12.2.4 The number and amount of awards at exhibitions.
- 12.2.5 Workshop fees and number of participants.

ARTICLE 13

BYLAWS AND AMENDMENTS

13.1 **Bylaws and Effective Date**

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have

effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

ARTICLE 14

RULES AND REGULATIONS

14.1 The Board of Directors may prescribe such rules and regulations relating to the management and operation of the Corporation. These rules and regulations shall be consistent with the Bylaws of the Corporation, and the Not-For-Profit Corporations Act. Such rules and regulations shall have force and effect only until the next annual general meeting of members when they shall be confirmed and, failing such confirmation, shall from that time cease to have any force and effect.

ARTICLE 15

ANNUAL FINANCIAL STATEMENTS

The Corporation will publish a notice to its members stating that the annual financial statements and documents provided are available at the registered office of the Corporation and any member may, on request, obtain a copy by prepaid mail.

ARTICLE 16

INVALIDITY OF ANY PROVISIONS OF THIS BYLAW

16.1 The invalidity or unenforceability of any provision of this by-law is independent of the remaining provisions of this bylaw.

16.2 **Omissions and Errors** The accidental omission or non-receipt of any notice to any member, director, officer, member of a committee of the board or public accountant, where the corporation has provided sufficient notice otherwise in accordance with the by-laws shall not invalidate any action taken at any meeting.

ARTICLE 17

EFFECTIVE DATE

17.1 This by-law was enacted through the Directors of the Corporation as ByLaw No. 1, pursuant to NFP Corporations Act of Canada at a meeting of the Executive of the Corporation at which a quorum was present. This By-Law was confirmed and approved through an affirmative vote of at least $\frac{2}{3}$ of the membership with voting entitlement.

Month August Day 28th Year 20 17
Ona Kingdon Elizabeth Irvine
President Vice President

Ona Kingdon

Elizabeth Irvine