



## Mission Statement

The irrevocable purpose of the Vancouver Poetry House Society is to advance, federate, shelter & maintain poetry and poets in Vancouver.

We shall encourage poetry and the poetic lifestyle by

1. Bringing forth poetry
2. Bringing forth poetry from everyone
3. Bringing forth poetry everywhere
4. Bringing forth poetry in all its forms

Vancouver Poetry House is a Literary Society incorporated for:

1. The advancement of education in all forms of poetry, with an emphasis on spoken word, through sponsoring readings, competitions and school & community outreach programs
2. The creation of a yearly poetry festival
3. And the creation and dedication of a permanent home for poetry and the poetic arts in Vancouver as a public amenity for purposes beneficial to the community

VPH shall operate so that any profits or other accretions to the Society shall be used solely to promote its objectives.

## Constitution

The name of the Society is: VANCOUVER POETRY HOUSE SOCIETY

The purposes of the Society are

- the advancement of education in all forms of poetry through sponsoring readings, competitions and school & community outreach programs
- the creation of a yearly poetry festival
- and the creation and dedication of a permanent home for poetry and the poetic arts in Vancouver as a public amenity for purposes beneficial to the community

The unalterable provision of the Society shall be to operate so that any profits or other accretions to the Society be used solely to promote Vancouver Poetry House programs and objectives.



Vancouver Poetry House  
Bylaws

Part 1 Definitions

1. In these bylaws, unless the context otherwise requires
  - a. **“Attending membership”** means those voting members of the Society who are physically present at a general meeting.
  - b. **“Censure”** is determined according to Policy.
  - c. **“Directors”** means the directors voted into office at the Annual General Meeting.
  - d. **“Expulsion”** is determined by policy.
  - e. **“General Meeting”** means a general meeting of the members of a society. It includes the Annual General Meeting (AGM) and any other General Meetings (EGM) in addition to the AGM.
  - f. **“In good standing”** means a member whose dues are current and is not under censure from the Board.
  - g. **“Interim Director”** means a director appointed to their office between general meetings.
  - h. **“Not in good standing”** means a member whose annual dues are in arrears for up to 30 days and/or is under censure from the Board.
  - i. **“Officers”** are those persons who fulfil Directorial roles appointed to them by the Directors.
  - j. **“Policy”** means that which is recorded in the Policy Manual, the rules of which bind the organization and its Board, Staff and Members in its operations and processes, and that supplement the By-Laws but may not overturn them.
  - k. **“Policy Manual”** means the code of policy, written and approved by The Board of Directors, and/or its designate, and reflected in the Minutes of the Society.
  - l. **“Renewal”** means the annual extension of membership following the payment of annual dues.
  - m. **“Resolution”** means a formal decision by the directors of the Society on an important topic which is documented in the minutes.
  - n. **“Society Act”** means the Society Act of British Columbia from time to time in force and all amendments to it.
  - o. **“Special Business”** is the business carried on at General Meetings of the Membership. This includes proposals made by the Board and voted on by the Membership, and proposals made by the Membership to the Board.
  - p. **“Special Resolution”** means any of the following:



- i. a resolution passed at any general meeting by at least 2/3 of the votes cast by the voting members at that meeting, or
  - ii. a resolution consented to in writing by all of the voting members.
- q. **“Voting member”** is a person who has been a member in good standing for at least 30 days.

The definitions in the Society Act on the date these bylaws become effective apply to these bylaws. These By-Laws, and the Policy Manual may not override regulations in the Society Act.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation. Singular pronouns when used in this document are understood to include the plural and vice versa. Words traditionally indicating any gender are understood to include a person of any gender or non-gender identity.

## Part 2 Directors

3. Number and residency of directors
  - a. Vancouver Poetry House must have at least 3 directors and no more than 11.
  - b. At least one of the directors must be ordinarily resident in British Columbia for the duration of their tenure.
4. Employment of directors
  - a. In accordance with the revised Societies Act (2018), a majority of the directors of Vancouver Poetry House may not receive or be entitled to receive remuneration from the society under contracts of employment or contracts for services by the Society other than remuneration for being a director.
  - b. In accordance with By-Law 26.a, a minority of Board Members or Directors, may simultaneously receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for services having to do with the Programs of Vancouver Poetry House.
  - c. Interim Directors are eligible for employment under By-Law 24.
  - d. A Board Member or Director is not paid for their duties as Board Member or Director.
  - e. A Board Member or Director can be paid for extra duties as an appointed Officer or as a Director, if those duties are not defined in the duties as outlined in these By-Laws and in the Policy Manual of the Society.
  - f. A Board Member or Director can be reimbursed for reasonable expenses necessarily incurred by the director in performing their duties as a director.



- g. The Vancouver Poetry House Policy Manual provides additional details with respect to the employment of directors.
- 5. Designation, election and appointment of directors
  - a. A Director may be elected at any General Meeting or appointed by Directors already serving.
  - b. A Director appointed between general meetings is an Interim Director.
  - c. If a Director is appointed by other Directors, that Interim Director, regardless of term, must stand for election at the next Annual General Meeting to continue as a Director.
  - d. A Director, or Interim Director must be qualified under The Society Act in order to be appointed or voted in. (Section 43, 44 of The Society Act)
  - e. An appointment of a Director or Interim Director is deemed invalid if:
    - i. the individual appointed does not consent to the appointment in writing, or
    - ii. the individual appointed who was present at the meeting, refused the appointment.
- 6. Change of directors
  - a. Directorship terms commence and end at an Annual General Meeting.
  - b. An Interim Director may be appointed between general meetings, but must stand for election at the next Annual General Meeting.
  - c. Terms specific to Directors are set out in the Policy Manual.
  - d. After the expiration of their term, if a Director wishes to continue to serve, they must seek re-election at the next Annual General Meeting.
  - e. An election may be by show of hands or by ballot.
  - f. A Director or Interim Director may be removed before their term expires by special resolution at any General Meeting.
  - g. If a director resigns their office or otherwise ceases to hold office, and the remaining number of directors will fall below 3, the remaining directors must appoint a member to take the place of the former director.
- 7. An act of the directors is not invalid merely because there is less than quorum.
- 8. A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 9. Duties and responsibilities of Directors are set out in the Policy Manual.

### Part 3 Officers

- 10. Officers
  - a. Officers are the President, Vice President, Secretary and Treasurer.
  - b. Duties and responsibilities of the Officers are set out in the Policy Manual.
  - c. Change of Officers policy is set out in the VPH Policy Manual.



- d. Officers are normally chosen from and by the Directorship (Board of Directors), but need not be.
- e. Officers in addition to those set out in By-Law 10.a may be elected by the Board of Directors during a Board Meeting. Any additional office created by the Board must be set out in the Policy Manual and recorded in the Board's minutes.

## Part 4 Proceedings of Directors

### 11. Director Meetings

- a. The directors may meet at any location, on any notice and in any manner convenient to the directors.
- b. The quorum to conduct business and pass directors' resolutions at a meeting of the directors is 3.
- c. The president is the chair of all meetings of the directors, except if the president is not present within 30 minutes after the time appointed for holding the meeting.
- d. In the absence of the president, the vice president must act as chair.
- e. If neither the president nor the vice president is present, the directors present may choose one of their number to be the chair at that meeting.
- f. Any director may decline the role of chair at any specific meeting.
- g. Any director may request a meeting of the Board at any time.
- h. Upon request, the Society's secretary must convene a meeting of the directors within 14 days of the request.

### 12. Decision making at Director Meetings

- a. Questions arising at a meeting of the directors and committee of directors should be decided by consensus, but may be decided by a majority of votes present.
- b. In the case of a tie vote, the chair does not have a second or casting vote.
- c. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- d. A resolution in writing, signed by a majority of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

- 13. Delegation of power by directors to committees, senior staff and/or officers is set out in the Policy Manual.

## Part 5 Membership

### 14. The members of the society are

- a. the applicants for incorporation of the society,



- b. and those persons who subsequently become members in accordance with these bylaws
  - c. and have not ceased to be members.
- 15. A person may apply for membership in the society to the directors or staff, and on acceptance is a member. Applications are taken through our website and in person at any time of the year.
- 16. Every member must uphold the constitution, comply with these bylaws, and abide by the Policy Manual.
- 17. Annual membership dues are set out in the Policy Manual.
- 18. A New Member becomes a member in good standing and remains so for 12 months after the payment of their dues.
- 19. A Renewing Member remains in good standing by paying their dues on or before the anniversary of their previous payment of dues.
  - a. A Renewing Member whose membership lapses for more than 30 days (during which time they are not in good standing) following their anniversary ceases to be a member.
- 20. A member becomes a voting member and able to vote at any general meeting 30 days after their membership dues are paid.
  - a. A voting member remains as such by renewing membership.
  - b. Renewal does not require a 30-day hold on voting rights.
  - c. A person who has been a member in the past but has allowed their membership to lapse for more than 30 days, is subject to the 30-day hold on voting rights.
- 21. A person ceases to be a member of the society
  - a. by delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the society,
  - b. on the date of their death or, in the case of a corporation, on dissolution,
  - c. on being expelled, censured (which will be defined by the membership in the policy manual),
  - d. or not in good standing for 30 days,
  - e. or by special resolution of the membership.
- 22. As a member of the Vancouver Poetry House Society (VPH), an individual is deemed to agree to and abide by these By-Laws, the Policy Manual and Code of Conduct therein.

## Part 6 General Meetings

- 23. General meetings of the society must be held at the time and place, in accordance with the Society Act, as decided by the Directors.



- a. Notice of all General Meetings shall be posted on the VPH website, which will include time, place and agenda.
  - b. Best efforts will be made to post on social media and announce the meeting at VPH events. Such notices and announcements will be made at least 3 weeks in advance of the date of the General Meeting.
  - c. Posting of notices to the website shall constitute notice to all Members. One day past the date of the posting shall constitute the date of notice.
24. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
25. The directors may, when they think fit, convene an extraordinary general meeting.

#### Part 7 Proceedings at General Meetings

##### 26. Special business is

- a. all business at any general meeting except:
  - i. adoption of rules of order
  - ii. consideration of the financial statements
  - iii. report of the directors
  - iv. report of the auditor, if any
  - v. election of directors
  - vi. appointment of the auditor, if required
  - vii. other business that, under these bylaws, ought to be conducted at an annual general meeting
- b. All special business shall require a special resolution.
  - i. In order for the proposal to be accepted, all special resolutions require two-thirds of the attending membership to vote yes.
  - ii. Voting may be by a show of hands or by ballot as the membership wishes.

##### 27. Quorum

- a. A quorum is 3 voting members present at any general meeting.
- b. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- c. If at any time during any general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- d. If a meeting is convened by requisition of members, and if there is not a quorum present within 30 minutes, the meeting must be terminated.



- e. If a meeting is convened in a way other than by requisition of members, and there is not a quorum present within 30 minutes, the meeting must stand adjourned to the same day in the next week, at the same time and place.
  - f. If at a meeting convened after an adjournment, and a quorum is not present within 30 minutes, the membership present will constitute quorum for the purposes of terminating the meeting.
28. Meeting Chair
- a. Normally, the President of the Society will preside as chair at any general meeting.
  - b. In the absence of the President, the Vice President will chair.
  - c. In the absence of the President and the Vice President another Board Member will act as Chair.
  - d. Any Board Member assigned to chair the meeting may decline.
  - e. If no member of the Board is present or willing to Chair within 15 minutes after the time appointed for holding the meeting, the Membership present may appoint one amongst themselves to Chair, for the sole purpose of adjourning the meeting.
  - f. The Board may, once the meeting is brought to order, ask the Membership at the meeting to choose someone present to act as Chair for the duration of that meeting.
29. Adjournment
- a. At a meeting taking up the business of a previously adjourned meeting, only the business left unfinished at the first meeting may be taken up.
  - b. If a meeting has been adjourned for 10 or more days, notice of the subsequent meeting must be sent to those who were notified of the original meeting.
  - c. Except as provided in these by-laws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
30. Voting
- a. A voting member physically present at any general meeting is entitled to one vote.
  - b. Voting is by show of hands, or by ballot as membership decides.
  - c. Except as provided in these by-laws, voting by proxy is not permitted.
  - d. In the case of a tie vote, the chair does not have a second vote in addition to the vote to which they may be entitled as a member.
  - e. *Ad hoc* and operational decisions surrounding voting procedures are covered in the Policy Manual.





31. Any rule made by the Society may not be applied retroactively to invalidate or validate a previously standing rule.
32. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

#### Part 8 Borrowing

33. 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 that power, by the negotiation of loans.
34. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, secure a credit card.
35. 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 9 Auditor

36. At each annual general meeting the society may appoint an auditor to hold office until the next annual general meeting.
37. If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under section 39, the directors may appoint an auditor to hold office until the close of the next annual general meeting.
38. An auditor may be removed by ordinary resolution of the members at an annual general meeting.
39. A person qualified to act as auditor must:
  - a. not be a director or employee of the society,
  - b. be a member of, or in partnership with, a provincial institute of chartered accountants within Canada, or
  - c. be a member of a provincial organization of chartered professional accountant within Canada, authorized by that organization to perform audits. (Society Act 112)

#### Part 10 By-Laws

40. On being admitted to membership, each member is deemed to be given a copy of the constitution and bylaws of the Society, which shall remain posted on the website at all times.



41. These bylaws must not be altered or added to except by special resolution at any General Meeting.

## Part 11 Dissolution of Vancouver Poetry House

### 42. Dissolution

- a. In the event of a Board decision to dissolve VPH, all operations shall cease in accordance with *The Society Act*.
- b. Any VPH assets, including any outstanding balances, will be donated to a nationally registered charity promoting literacy and/or spoken word poetry.
- c. The specific charity will be determined by a majority vote of the Board at the time of dissolution.
- d. Any reporting to government agencies regarding grants awarded to VPH at the time of the organization's dissolution will be the responsibility of the President and the Treasurer.

## Part 12 Documents

43. VPH will keep all required documents and records in compliance with the Societies Act.
- a. The Policy Manual sets out documentation specifics.
44. The Board of Directors, or its designate, shall maintain and edit the VPH Policy Manual in keeping with the requirements of the Society in the pursuit and enactment of its constitution, programs, and goals.
- a. The Policy Manual must include:
    - i. Land acknowledgement
    - ii. Human rights policy
    - iii. Human resources policy
    - iv. Accessibility policy
    - v. Hiring policy
    - vi. Financial policy
    - vii. Code of conduct, including behavioural expectations of community members
    - viii. Duties, responsibilities and rights of Directors and Officers of the Society
    - ix. Director term limits
    - x. Delegation of powers and their limits for key positions in the Society
  - b. The list in 45.a is not exhaustive. The Board may add, amend and/or delete policy as necessary to accurately reflect the organizing principles of the Society.
  - c. Notwithstanding 45.b, the Board may not delete any required section as listed in 45.a.



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- d. The Policy Manual supports and clarifies the Society's By-laws, but may not contravene them.
- e. The Policy Manual may not contravene requirements as set out in the Society Act.
- f. The Policy Manual and/or its elements, once approved by the board of directors, is available to membership, and must be maintained on the VPH website.