

## FOCUS ART

# CONSTITUTION

## ARTICLE 1 - NAME

1.1 NAME. The name of the association is “Focus Art” (the “Association”)

## ARTICLE 2 - MISSION STATEMENT

2.1 MISSION STATEMENT. The mission for whom the Association has been formed is to:

- (i) Promote visual art, especially paintings, pottery and sculptures, in Eastern Ontario in the English language as well as in the French language.
- (ii) Offer to the residents of Eastern Ontario the possibility of discovering works of art and this by means of organized activities such as exhibitions.
- (iii) Offer artists of Eastern Ontario opportunities to create, alone or in groups, works of art.
- (iv) Offer artists of all origins opportunities to have their art known by residents of Eastern Ontario.
- (v) Actualize all other objectives compatible with these objectives.
- (vi) Through outreach programs engage citizens young and old in arts education;
- (vii) Coordinate activities with other civic organizations and city administration to promote the region's tourism and cultural offerings.

## ARTICLE 3 - DEFINITIONS

### 3.1 DEFINITIONS. In this constitution, unless context otherwise requires:

(i) Words importing the singular include the plural and vice versa and words importing gender include the masculine, feminine and neutral genders;

(ii) “Association” shall mean FOCUS ART;

(iii) “Board” shall mean the Board of Directors and Executive of FOCUS ART;

(iv) “Officers” shall mean the Board of Directors and Executive of Focus Art.

(v) “Executive” shall mean President, Vice President, Past President, Treasurer and Secretary

(vi) “Member(s) in good standing” shall mean an individual(s) who has fully paid his membership fees for the year;

(vii) “Annual General Meeting” shall mean the general meeting held within six months following the Association’s fiscal year-end;

## ARTICLE 4 - BUSINESS OF THE ASSOCIATION

4.1 NON-PROFIT. The activities of the Association shall be carried on without a view to profit. No member of the Association may receive income of the association (except for repayment of reasonable expenses duly authorized by the Board and properly incurred on behalf of the Association).

4.2 FINANCIAL YEAR. The financial year of the Association shall end on the last day of each year.

4.3 EXECUTION OF INSTRUMENTS. Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Association by two persons, one of whom holds the office of president, vice-president or director and the other of whom holds one of the office of secretary or treasurer. In addition the Board may from time to time direct the manner in which the person or persons by whom any particular instrument may or shall be signed.

4.4 CORPORATION REGULATION ACT. The Directors or persons representing, must maintain the good standing of the corporation: Ontario Corp. # 1810432, January 12, 2010.

## ARTICLE 5 - MEETINGS

5.1 MEETINGS. General meetings of the Association may be held each month of the year.

5.2 The Annual General Meeting shall be held in April following the Association's financial year-end.

5.3 SPECIAL MEETINGS. May be called by the President, or by a written request signed and delivered to the president, by:

- (i) Ten (10) members in good standing, or
- (ii) Four (4) members of the Board

Shall have the power to call a special meeting of the Board at any time.

5:4 NOTICES OF MEETINGS:

(i) General Meetings: The Secretary shall make every effort to advise members of the time and place of regular meetings. Such notice may be delivered by Email, postal service, or by telephone.

(ii) Special Meetings: Notice of a special meeting called for any purpose other than the consideration of the financial statements and election of directors shall state the nature of such business in sufficient detail to permit the members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

(iii) Annual General Meeting: The Secretary shall notify members, by Email, Phone or internet service, of the agenda, slate of Officers to be nominated, and any special resolutions which have been properly presented to the Board. Such notice shall be delivered ten (10) days in advance of the date specified for the AGM.

5:5 LIST OF MEMBERS ENTITLED TO NOTICE AND VOTE. The Treasurer shall keep, and amend as required, an up to date list of members. This list shall contain, at a minimum, the following categories of information:

- (i) Given and Surname
- (ii) Complete address
- (iii) Email address
- (iv) Phone number
- (v) Paid-up status

For every meeting of members, the Treasurer shall be able to present a list of members entitled to vote. The members listed shall be those members who are in good standing on the day on which the meeting is held. Only those members who are in good standing at the time are entitled to vote at that meeting. The Treasurer shall ensure that the list shall be available for examination by any member.

5.6 CHAIRMAN, SECRETARY AND SCRUTINEERS. The chairman of any meeting shall normally be the President. If the President is not present the Vice-President shall act as Chairman. If neither officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the members, in good standing, present shall choose one of their number to be chairman.

If the Secretary of the association is absent, the chairman shall appoint some person to act as secretary of the meeting. If desired, one or more scrutinizers may be appointed by a resolution or by the chairman with the consent of the meeting.

5.7 PERSONS ENTITLED TO BE PRESENT. The only persons entitled to be present at an annual or special meeting of members are those entitled to vote thereat. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

5.8 QUORUM. : A quorum establishes the feasibility of conducting business of the association. The Secretary shall determine the standing quorum numbers as follows;

- (i) General meetings: A quorum shall be 20 % of the paid-up membership.
- (ii) Special meetings: Same as General meetings.
- (iii) Board meetings: Quorum shall be a majority of the combined Directors and Executive.
- (iv) Executive meetings: President or Vice-President MUST be present, and two other members of the Executive.

5.9 VOTES TO GOVERN. At any meeting of the members every motion shall be decided by a majority vote cast on the motion. In the case of a tie, either upon a show of hands or upon a roll call, the chairman of the meeting shall be entitled to a second or casting vote.

5.9.1 VOTE BY PROXY. Members may employ Proxy only after all other methods of participation have been exhausted. Members choosing to vote by Proxy must send an email or letter to the Secretary indicating their intention to use a proxy and whom they wish to use. No member can hold more than two proxy votes. Members are only allowed to Proxy for agenda items distributed in advance. The Chairman will announce who is holding the Proxy for whom at the start of the meeting. Members' holding a Proxy must have a written list of desired votes signed by the person the member holds the proxy for and initialed by the Chairman. A member may appoint a Proxy for no more than 2 meetings within an established 6-month period. A member appointed as proxy may not appoint another person to act in their stead.

5.10 ORDER OF BUSINESS. The order of business at all regular meetings of members, and of Board meetings, shall be as follows, unless otherwise adopted by the Board:

1. Call to Order
2. Reading of minutes, or memorandum of meeting, and acceptance thereof.
4. Report of Treasurer
5. Report of Secretary; membership, new members.
5. Report of committees
6. At Annual General Meeting ONLY:
  - (i) Report of Nominating Committee.
  - (ii) Election of Directors and Officers,
  - (iii) Set and ratify Contingency Fund amount.
7. Business arising.
8. New business.

## 9. Announcements

5.11 RULES OF ORDER. Meetings of the Board and Members shall be governed by and conducted according to the latest edition of “Robert’s Rule of Order”.

## ARTICLE 6 - MEMBERSHIP

6.1 MEMBERSHIP. Membership in the Association is open to all individuals.

6.2 FEES. The fees for membership in the Association shall be as determined by the Board.

6.3 ACCESS TO RECORDS. The Secretary of the Association shall provide from the following, upon written request of a member in good standing:

- (i) A list of the current membership,
- (ii) Members of the Board; Executive and Directors
- (iii) The latest financial statement.
- (iv) A copy of the constitution and by-laws of the Association.
- (v) The minutes of the directors meetings and minutes of all members meetings shall also be made available for review.

Members may make copies of these minutes at their own expense. All information is to be delivered to the member within ten (10) days of receiving the written request.

## ARTICLE 7 – DIRECTORS and Executive

7.1 NUMBER. The affairs of the Association shall be managed by the Board of Directors consisting of ten (10) Officers as follows:

The Executive:

- (1) President
- (11) Vice-President
- (111) Past President
- (1V) Secretary
- (V) Treasurer

And six (6) Directors

7.2 QUALIFICATION. Any member in good standing may serve as a director or member of the Executive. If a person is not so qualified, he may qualify by becoming a member in good standing by paying his annual membership fee immediately after his election. No person under the age of eighteen is qualified for election to the Board.

7.3 ELECTION AND TERM. Directors, and the Executive, shall be elected each annual general meeting to succeed those whose term has expired, and to fill any vacancies. These Officers shall hold their offices for a term of one year, and until their successors are elected. If qualified Officers shall be eligible for re-election. If an election is not held at the proper time, the incumbents shall continue in office until their successors are elected.

7.4 REMOVAL OF BOARD MEMBERS. The Members may by resolution passed at a general meeting or special meeting of Members called for the purpose (of which notice specifying the intention to pass the resolution has been given), by a two-thirds majority vote of the members, remove any Director or member of the Executive from office. The vacancy created by such removal may be filled for the remainder of the term at the same meeting, failing which, the remaining Officers may fill it.

7.5 VACATION OF OFFICE. An Officer ceases to hold office when they die; the Members remove them from office; they cease to be qualified for election; or by notice of resignation. Such resignation shall be effective when the notice of resignation is delivered to the Association's Secretary, unless the notice specifies a later effective date and the Board accepts the later effective date.

7.6 VACANCIES. A quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number of directors or from the failure of the members to elect the number of directors. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the number of directors, the Board shall forthwith call a special meeting of members to fill the vacancy. If the Board fails to call such meeting or if there is no such directors then in office, any member may call the meeting.

7.7 MEETINGS. The Board of Directors will meet a minimum of once a month for ten (10) months of each year.

7.8 NOTICE OF MEETINGS. The Secretary shall make every effort to communicate notice of Directors' meetings, stating the time, place, and special agenda items.

7.9 QUORUM. A majority of the number of Officers in office present in person constitutes a quorum for the transaction of business at meetings of the Board.

7.10 VOTES TO GOVERN. At any meeting of the Board of Directors every motion shall be decided by a majority vote cast on each motion. Each director is authorized to exercise one vote. In the case of a tie, the chair shall NOT have a second or casting vote.

7.11 REMUNERATION AND EXPENSES. The directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The directors may be reimbursed for their traveling and other out-of-pocket expenses reasonably and actually incurred in connection with the performance of their duties.

7.12 CONTINGENCY FUND: The Board may establish a contingency fund. The amount designated to this fund shall be determined by vote at the Annual General meeting. The Board for unforeseen expenses such as gifts, honorariums, flowers etc may use this fund.

## ARTICLE 8 - COMMITTEES

8.1 COMMITTEE OF DIRECTORS. The Board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the Board.

8.2 TRANSACTION OF BUSINESS. The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee.

8.3 QUORUM. Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedures.

## ARTICLE 9 – The Executive

9.1 IDENTIFICATION. The Executives of the Association are the President, Vice-president, Past President, Secretary, and the Treasurer.

9.2 ELIGIBILITY. Any member in good standing is eligible to stand as a member of the Executive of the Association.

9.3 ELECTION AND TERM. The Executive of the Association shall be elected at the annual general meeting and shall serve for a term of one year, and are eligible for re-election.

9.4 PRESIDENT. The president shall be the chief operating officer and, subject to the authority of the board, shall have general supervision of the Association; shall act as the chair for meetings of the Board of Directors, general, and special meetings of the members, and he shall have such other powers and duties as the Board may specify.

9.5 VICE-PRESIDENT. The vice-president shall have such powers and duties as the Board may specify.

9.6 SECRETARY. The secretary shall

- (i) Attend and be the secretary of all meetings of the Association.
- (ii) Shall ensure that minutes of all Board meetings are recorded and kept secure.
- (iii) Shall record a memorandum of events at general meetings.
- (iv) Shall record specific minutes of the Annual General meeting.
- (v) Shall give all notices, as may be required, or as directed, to members, directors, officers, and members of committees of the board.
- (vi) Shall be the custodian of all books, papers, records, documents and instruments

belonging to the Association, except when some other officer or agent has been appointed for that purpose.

- (vii) Shall have such other powers and duties as the Board may specify.

9.7 TREASURER. The treasurer:

- (i) Shall keep proper accounting records.
- (ii) Shall be responsible for the deposit of money, the safekeeping of securities.
- (iii) Shall oversee the disbursement of the funds of the Association.
- (iv) Shall render to the board whenever required an account of all transactions and of the financial position of the Association.
- (v) Shall render to the members at the annual general meeting a financial statement for the previous fiscal year.
- (vi) Shall inform the Secretary at least on a monthly basis of the payment of membership fees.
- (vii) Shall have such other powers and duties as the Board may specify.
- (viii) Shall keep an up to date record of expenditures from, and balance of the Contingency Fund.
- (ix) Shall maintain a record of members in good standing and issue under his signature membership certificates.

## ARTICLE 10 - AMENDMENTS

10.1 AMENDMENT. No amendment to this constitution shall be effective until it has been approved by a two-thirds majority vote of the members at the Annual General meeting. Amendments may be brought forward at any general meeting, for consideration by the members present, and for the subsequent consideration of the Board. Notice must be given ten (10) days in advance of any amendments coming before the Annual General meeting.

## ARTICLE 11 - BY-LAWS

11.1 BY-LAWS. The Board of Directors may pass by-laws respecting the affairs of the Association. Any by-law passed by the Board shall be reported to the members at their next meeting.

## ARTICLE 12 - AUDITORS

13.1 AUDITORS. Subject to the direction of the Board, auditors may be appointed at the annual general meeting, if such intention has been included in the written notice sent to all members for the annual general meeting.

## ARTICLE 13 - DISSOLUTION

12.1 DISSOLUTION. The Association may be dissolved by two-third of the votes cast at a general meeting of members called for that purpose. On dissolution of the Association, the property remaining after payment of all debts of the Association shall be transferred to the City of Cornwall.

## ARTICLE 13 – ETHICS

Ethics of operation guide Focus Art members in the conduct of association business. These items could eventually be written into the responsibilities of either members, Officers and/or Directors. They are attached here not as Constitution, but as valuable principles, which may eventually be merged in part in the Focus Art Constitution.

1. Recognizing the members are the foundation of Focus Art
2. Executive as a group speaks and acts in the best interest of the group, of Focus Art members and the community
3. Presiding officers should give the benefit of the doubt in a controversial situation and further explore the situation before issuing general statements to the executive or the membership. If there is a positive or negative spin to put on the matter we should be willing to choose the positive until proof otherwise is given.
4. To use the word “We” when describing ideas and thoughts with regard to Focus Art and showing others involved our appreciation for what they are contributing
5. The President speaks for the group and reflects the ideas that the Board has brought forth, not his/ her own personal feelings when speaking with members or community with regard to Focus Art
6. Directors make the decisions for Focus Art together in a democratic process, no one director can make a decision with out a quorum of directors
7. It is essential to include as many people as possible in any project or process thus insuring the continuing interest of the membership to step up and replace board members as they leave
8. When an Executive member misses more than 3 meetings, the President must contact that member and verify their intent to participate as an active executive member. If the response is positive, in good faith a grace period of three consecutive meetings is given to allow them to participate. If they continue to miss any meetings the President may then ask that person to step down.
9. No one including the Senior executive should give themselves the right to be impatient with any member or director, we must always be courteous to everyone
10. The President must moderate, diffuse and preside over meetings and situations that arise with regard to the other board members to the best of his / her ability.
11. Internet communication should limit itself to information only and not become a forum for discussion, debate or voting
12. Major requests from the members and the board should be presented through the Secretary or the President in trust and presented to the board of directors for consideration.