

**CONSTITUTION**  
**OF**  
**THE NIAGARA PUMPHOUSE VISUAL ART CENTRE**

**ARTICLE 1 - NAME**

The name of the corporation shall be the Niagara Pumphouse Visual Art Centre.

**ARTICLE 2 - ADDRESS OF THE CORPORATION**

The address of the corporation shall be 247 Ricardo Street, Niagara-on-the-Lake, Ontario L0S 1J0.

**ARTICLE 3 - STATEMENT OF PURPOSE**

The purposes of the corporation are:

- (a) To provide a centre at the Town of Niagara-on-the-Lake for the encouragement and growth of interest in the visual arts in the Niagara-on-the-Lake community.
- (b) To develop and support programmes which demonstrate and further the public's awareness, understanding and appreciation of the visual arts.

**ARTICLE 4 - GOALS AND OBJECTIVES**

For the purposes as set out herein:

- (a) To provide facilities where individuals may work and learn.
- (b) To organize classes, workshops, lectures and special events for members of the corporation and the community.
- (c) To organize events, displays, and to maintain an exhibit gallery.
- (d) To raise funds as required for the operation of the Niagara Pumphouse Visual Art Centre.
- (e) to maintain an accurate and up-to-date website and supplementary social media sites.

**ARTICLE 5 - BOARD OF DIRECTORS**

- (a) The Board of Directors of the Centre shall consist of nine members. Eight members shall be elected and one member shall be appointed by The Corporation of the Town of Niagara-on-the-Lake.
- (b) The directors to be elected shall be elected by the members of the corporation at the Annual General Meeting.
- (c) Each elected member of the Board of Directors shall serve for a term of three years or until his or her successor is elected or appointed.

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(d) Two or three members shall be elected to the Board of Directors at each Annual General Meeting to replace members whose terms are ending.

(e) Each member of the Board of Directors may serve for a maximum of two consecutive terms.

(f) After a one-year hiatus from the Board of Directors the member may serve further terms following the procedures laid out in Section 5(a) to Section 5(e).

(g) Following the Annual General Meeting the Board of Directors shall elect the following officers, each of whom must be a member of the Board:

- Chairperson
- Vice-Chairperson
- Secretary
- Treasurer
- Chairpersons of key standing committees.

(h) Vacancies among the elected members of the Board of Directors during a term shall be filled from the membership of the corporation by a vote of the remaining members of the Board of Directors.

(i) Board of Directors' meetings shall take place a minimum of seven times per year and as often as necessary to properly manage the affairs of the corporation.

(j) A majority of Board members of record on the date of the meeting shall constitute a quorum for Board of Directors' meetings.

(k) The responsibilities of the Board of Directors shall be as follows:

- to establish policy.
- to form committees as required.
- to set an annual budget for the corporation
- to approve expenditures related to the operation of the corporation.
- to hire employees.
- to maintain and promote the goals and objectives of the corporation.
- to raise appropriate resources to sustain and develop the corporation.

#### **ARTICLE 6 - MEMBERSHIP MEETINGS**

(a) Annual General Meeting

(i) The corporation shall hold at least one Annual General Meeting of its membership in each year which shall take place between August 31 and November 30 (unless otherwise authorized by the Board of Directors); at this meeting the new members of the Board of Directors shall be elected, a financial report will be presented, the Auditor will be appointed and reports of the committees will be presented.

(1) if financial reports are not available from the Auditors the unaudited report will be presented. If no changes are made by the Auditor the report shall be accepted by the Board of Directors at a regular board meeting. If changes are made by the Auditor, a Special Membership Meeting will be called to discuss the report.

(ii) Two weeks prior to the Annual General Meeting, the Secretary shall prepare a written notice of the date, place, time and agenda for the meeting, to be emailed or mailed to all members of the corporation.

(iii) The Annual General Meeting shall be advertised once a week in each of the two weeks immediately preceding the meeting in at least one regional newspaper, on the corporation's website and other social media sites.

(iv) A quorum for the Annual General Meeting shall consist of the lesser of a simple majority of the membership, or twenty members, including a majority of the Board of Directors.

(b) General Membership / Special Meetings

(i) The Board of Directors may call a General Membership Meeting or a Special Meeting from time to time as they see fit.

(ii) Special Meetings may also be called by a request in writing to the Board of Directors of one-tenth of the members of the corporation. This request must include the reason for requesting a Special Meeting

(iii) Two weeks prior to the General Membership Meeting or Special Meeting, the Secretary shall prepare a written notice of the date, place, time and agenda for the meeting, to be mailed or emailed to all members of the corporation.

(iv) The General Membership Meeting or Special Meeting shall be generally advertised at least two weeks preceding the meeting.

(v) A quorum the General or Special Meeting shall consist of the lesser of a simple majority of the membership, or twenty members, including a majority of the Board of Directors.

**ARTICLE 7 - MEMBERSHIP**

(a) The corporation shall offer five kinds of memberships:

- Single memberships
- Family memberships
- Life memberships
- Student memberships
- Honourary memberships.

(b) Fees and privileges of memberships shall be established under a by-law of the Constitution.

(c) Each membership shall entitle the member to one vote at the Annual General Meeting or special meeting.

## **ARTICLE 8 - AMENDMENTS TO THE CONSTITUTION**

- (a) The Articles of this Constitution may be amended at the Annual General Meeting or at any special meeting.
- (b) Notice of intention to amend the Constitution must be mailed or emailed to each member at least two weeks prior to the Annual General Meeting or special meeting and this notice must include a copy of the proposed amendment(s).
- (c) An amendment may be made to the Constitution with the approval of two-thirds of the members present at the Annual General Meeting or special meeting.

## **ARTICLE 9 - BY-LAWS & POLICIES**

- (a) Bylaws
  - (i) The Board of Directors shall pass and amend the by-laws with regard to the management and operation of the corporation, including those by-laws with regard to membership fees and privileges, duties of members of the Board of Directors, committees and banking arrangements.
  - (ii) New by-laws or amendments to existing by-laws shall take effect when passed by the Board of Directors and shall be submitted to the next General or Special Meeting of the corporation for approval by simple majority vote.
  - (iii) Notice of a General or Special Meeting must indicate the intention to vote on a by-law and must include the text of the proposed by-laws.
- (b) Policies
  - (i) The Board of Directors shall create and amend the policies of the corporation with regard to affairs not governed by the by-laws of the corporation.
  - (ii) The membership of the corporation must be informed of any new policies or amendments to existing policies by mail or email on a quarterly basis.
  - (iii) Members may discuss and question the board about new policies at the Annual General Meeting or at a Special Meeting called to discuss them.

## **ARTICLE 10 - DISSOLUTION**

Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.