

The Space: A Non-Commercial Gallery Incorporated Constitution and By-laws

Section 1 – General

- 1.01 Name: The name of the organization shall be The Space, A Non-Commercial Gallery Incorporated, hereinafter referred to interchangeably as the “Corporation” or “third space”.
- 1.02 Purpose: The Corporation is an artist-run, non-profit corporation serving regional, national and international artists and the community by providing an inclusive environment for the promotion of contemporary art and art practices. It shall be the objective of the Corporation to:
- a. Highlight the work of emerging and established artists who cross disciplines and boundaries in their examinations of contemporary culture;
 - b. Operate a gallery and to provide programming that encompasses all disciplines of visual art, including site-specific exhibitions, performances, time-based art, video, readings, lectures and workshops;
 - c. Facilitate the education, understanding and appreciation of contemporary art at a local, national and international level. It will do this by hosting exhibitions, workshops, residencies, lectures, performances and screenings, as well as by publishing and disseminating materials relevant towards this aim.
 - d. Enhance the professional profiles of artists within both the art and regional communities;
 - e. Encourage the payment of professional fees to exhibiting artists; and
 - f. Network with other community arts organizations, artist-run centres and art services organizations
- 1.03 The Corporation shall be operated without pecuniary gain to any of the members and any surplus or accretions of the Corporation shall be used solely for the purposes of the Corporation and the promotion of its objectives.
- 1.04 Head Office: the head office of the Corporation shall be located in the City of Saint John, in the Province of New Brunswick and at such a place therein as determined from time to time by the Board of Directors (hereinafter known as the Board) of the Corporation.

Section II – Membership

- 2.01 Classes of Membership: There shall be five classes of membership:
- a. ARTIST/SUPPORTER: \$30
 - STUDENT/UNDER EMPLOYED: \$20
 - DUAL/FAMILY: \$50
 - PATRON: \$100+

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- 2.02 Guidelines for membership shall be the following:
- a. Artist, student, supporter and dual membership includes those members who pay dues on an annual basis;
 - b. Life membership is granted to members who opt to pay a one-time lump sum rather than annual dues (Patron);
and
 - c. Honorary membership may be granted, upon recommendation of the Board, by majority vote of the regular membership to individuals who have made an outstanding contribution to the objectives of the Corporation.
- 2.03 Membership Fees: The annual fees and the lump sum payment for a life membership, shall be established by the Board, subject to majority approval of the regular membership. The Board may elect to waive payment of a members annual membership fee upon application by a member. In considering such an application, the Board shall take into consideration the members outstanding contributions by way of volunteer activities, or any other equitable circumstances
- 2.04 Eligibility for Membership: Any individual who is prepared to embrace the purpose and objectives of the Corporation is eligible for membership.
- 2.05 Members in Good Standing: Members in good standing are those individuals who have paid all required fees to the Corporation.
- 2.06 Member Code of Conduct: In the interest of maintaining an inclusive, fair, and transparent arts community, all members of THIRD SPACE Gallery as well as contractors, agents, employees, or any other person or entity having entered into a written or oral agreement with the Gallery, are required to sign and to abide by the THIRD SPACE Gallery Member Code of Conduct. The adherence to this Code of Conduct is a condition of membership and actions that breach the Code of Conduct are grounds for expulsion.
- 2.07 Resignation of Membership: Any member may resign from the Corporation by giving written notice to the Secretary. Fees for any unexpired term of the subscription year are not refundable. The board may approve a refund of fees, other than those for the unexpired term of the subscription year, prepaid by sustaining and life members. Resignation from membership is not grounds to halt the investigation of a membership review committee.
- 2.08 Suspension from Membership: Only members whose annual fees are in good standing are entitled to vote, make nominations, hold office, or receive prepaid mailings. If the annual fees remain in arrears for more than three months, the member shall be deemed to have resigned. Any member deemed to have resigned pursuant to this section may be reinstated upon payment of arrears and associated fees. An additional administrative fee, to be set by the Board, may be imposed for reinstatement.

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- 2.09 Removal from Membership: Members whose conduct is found by the Board, following investigation, to be contrary to the purpose and objectives of the Corporation may revoke membership. The investigation may be delegated to a committee of the Board and all files relating to the investigation are to be retained at the discretion of the Board in consultation with the Executive Director. Revocation shall require a two-thirds majority (67%) of votes cast. Fees for any unexpired term of subscription are not refundable for expelled members.
- 2.10 Directors shall enjoy no special privileges or considerations beyond those granted to members in regards to Art 2.08
- 2.11 Privileges of Membership: the following privileges apply to all classes and categories of members in good standing except as otherwise indicated:
- a. One vote in the General Assembly;
 - b. The opportunity to be elected to the Board of Directors;
 - c. Access to information concerning arts activities;
 - d. Access to the opportunity to exhibit at the annual Members' Open Exhibition and other open exhibitions in which the Corporation may participate;

Section III – Organization

- 3.01 Administrative Structure: The Corporation shall consist of a General Assembly, a Board of Directors, and employees of the Corporation. The Board shall consist of a minimum of 5 and a maximum of 9 members and shall include the five officers of the Corporation – the President, Vice-President, Secretary, Treasurer, and Communications Officer
- 3.02 President: The President shall:
- a. be responsible for the supervision of any Professional Staff;
 - b. chair meetings of the Board and preside at meetings of the General Assembly;
 - c. in consultation with the Secretary, prepare agendas for meetings of the Board and General Assembly;
 - d. ensure that all policies and actions approved by the General Assembly and the Board are implemented;
 - e. serve as an ex-officio member of all standing and ad-hoc committees;
 - f. act as the public spokesperson on behalf of the Board and the membership at large;
 - g. commit to mentor their successor to facilitate continuity, and
 - h. perform any other duties and responsibilities assigned by the General Assembly or the Board.
- 3.03 Vice President: The Vice-President shall:

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- a. fulfill the duties of the President when that person is absent or unable to perform the duties of that office;
 - b. chair the Events Committee;
 - c. assume administrative duties and responsibilities associated with membership including the maintenance of a registry; and
 - d. perform any specific duties and responsibilities assigned by the Board or the General Assembly.
- 3.04 Secretary: The Secretary shall:
- a. be responsible for circulating notices, agendas, and minutes of meetings of the Board and General Assembly;
 - b. ensure that minutes are prepared and minute books are maintained for meetings of the General Assembly and Board;
 - c. make all required reports to the New Brunswick Department of Corporate Affairs responsible for administering the Act of Incorporation;
 - d. perform and specific duties and responsibilities assigned by the Board or the General Assembly
- 3.05 Treasurer: The Treasurer shall:
- a. be responsible for the care and custody of the funds and other assets of the Corporation;
 - b. ensure deposit of all monies received in an approved financial institution and make payments for all approved expenses incurred by the Corporation;
 - c. maintain complete and accurate records of the accounts and all financial transactions of the Corporation;
 - d. report to each regular meeting of the Board, and to the Annual General Meeting, on the Corporation's financial status;
 - e. provide all required financial reports and returns to the appropriate provincial and federal ministries;
 - f. perform any specific duties and responsibilities assigned by the Board or the General Assembly; and
 - g. ensure a budget is presented to the Board prior to the beginning of the fiscal year;
- 3.06 Communications Officer: The Communications Officer shall:
- a. Develop, maintain and manage the Corporation's external communications strategy
 - b. Leverage traditional print and broadcast media as well electronic and social media to promote the Corporation's programs and events.
 - c. Work to establish the Corporations brand within the community and government
- 3.07 The above notwithstanding, actual performance of some of the duties of the Officers of the Corporation may be assigned to the professional staff,

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- Directors or members of the Corporation. Responsibility for ensuring proper performance of any assigned tasks remains with the Officer concerned.
- 3.08 Professional Staff: the establishment of professional staff positions shall be approved by a two-thirds majority (67%) of the Board. Appointments shall be based upon merit and determined via open competition. Remuneration and terms of service shall be stated in contracts between the Corporation and those appointed.
- 3.09 The duties and responsibilities of all employees shall be stated in specific job descriptions for each position. These job descriptions shall be approved by the Board and may be modified by mutual agreement between the Board and the employee[s] concerned.
- 3.10 Professional staff of the Corporation may be appointed as ex officio members of the General Assembly, the Board, or any of the committees of the Corporation. Any professional staff who are members in good standing of the Corporation prior to their appointment shall not be required to relinquish their membership, but shall lose the privilege of voting at meetings of the General Assembly.
- 3.11 General Assembly: the General Assembly is composed of all members in good standing of the Corporation. Individual members are entitled to receive notices of, to attend, to participate, and to vote (except as otherwise provided in this document) at all meetings of this body. Any member of the Corporation is entitled to attend meetings of the Board but shall have no entitlement to vote, nor to participate in the deliberations of the Board, except upon invitation thereof.
- 3.12 The General Assembly shall meet at least once a year. The Annual General Meeting shall be held at such a time and place as decided by the Board. At the Annual General Meeting, in addition to any other business that may be transacted, the reports of the Directors, the financial statement and the auditor's/reviewer's report shall be presented, Directors elected to fill vacant positions on the Board.
- 3.13 Notice for Meetings and Agenda: Meetings of the General Assembly may be called by the President or Secretary at any time by providing at least fourteen (14) days' notice of the date, time, and location and by providing the agenda to the members at least seven (7) days prior to the scheduled date. This notice must be sent by prepaid mail or permanent electronic mail to each member's last known address as recorded in the membership register. The requirement of notice can only be waived by the unanimous consent of all members entitled to attend the meeting.
- 3.14 Notice for Certain Agenda Items: The following items may only be approved at a meeting of the General Assembly and may not be considered unless proper notice of motion is attached to the circulated agenda;
- a. Amendments to the Constitution and By-Laws;

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- b. Borrowing of money;
 - c. Changes of fees;
 - d. Adoption of, and changes to, terms of reference for standing committees;
 - e. Renewing, amending or rescinding of a previously considered motion in this category;
 - f. Amendments to the purpose and objectives of the Corporation;
 - g. Dissolution of the Corporation.
- 3.15 Additions to the Circulated Agenda: Items not included on the circulated agenda, excluding those listed at Art 3.13, may be added thereto if presented as an amendment to the motion to approve the agenda, and subject to approval by a two thirds (67%) majority of the members present. Once the agenda has been approved, additional items, excluding those listed at Art 3.13, may only be added with unanimous consent of the members present.
- 3.16 Statutory Agenda Items: Except at special general meetings, each meeting of the General Assembly shall be presented with minutes of the previous meeting for approval, and with reports of actions taken in the name of the Corporation, by the Board or by individual members thereof since the last general meeting
- 3.17 Special meetings: Special meetings of the General Assembly may be called by the Board or by the Secretary upon written request by at least five members in good standing. Reasonable, but no less than five days, notice shall be given of the date, time, location and agenda for a special meeting. No additional items can, under any circumstances be added to the agenda circulated for a special meeting.
- 3.18 Residual Powers of the General Assembly: The General Assembly shall retain all powers of the Corporation, except those specifically delegated to the Board and Officers in this document.
- 3.19 Quorum for the General Assembly: A quorum for all meetings of the General Assembly shall be equal to the number of current positions on the Board, plus five. (ie. for a Board of ten [10] director positions, the quorum would be fifteen [15]).

Section IV – Board of Directors

- 4.01 Composition: As provided at Art 3.01, the Board shall consist of the five Officers of the Corporation and up to four additional Directors elected at large by the General Assembly.
- 4.02 Eligibility: Any member in good standing, except honorary members, is eligible to serve on the Board. However, the majority of the Board members must be self-identified “artists” in one of the disciplines of visual art.

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- 4.03 Term of Office: The normal term of office for directors shall be two years from the date of election, until they resign or are removed from office, or until a successor shall have been duly elected. In the cases of Directors appointed between Annual General Meetings to fill Board vacancies, the term of office shall be from the date of appointment until the next Annual General meeting.
- 4.04 Meetings: The Board shall meet no less than bi-monthly and shall endeavor to establish a fixed time, date and location for such meetings.
- 4.05 Calling and Notice: Board meetings may be called by the President or Secretary by providing reasonable notice of the date, time and place for the meeting. No error in giving such notice shall invalidate such meetings or render void any proceedings at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken thereat.
- 4.06 Special Meeting: Special Board meetings may be called by the President or Secretary at the request of at least three other directors in good standing. The same conditions for calling, notice and limitations to the agenda as prescribed in Art 3.16 shall apply.
- 4.07 IN-CAMERA Meetings: For urgent matters of strategy, personnel, or member conduct, the President, the Secretary, or the Chair of a Committee in consultation with an Officer of the Board, may call a special meeting of the Board of Directors with reasonable notice of not less than 48 hours.
- 4.08 Powers and Duties: In addition to the specific duties assigned, and subject to limitations prescribed elsewhere in this document, the Board shall:
- a. Take the initiative in preparing general policies and actions for consideration and possible adoption by the General Assembly;
 - b. Put into effect all policies and actions approved by the General Assembly;
 - c. Have power to enter into contracts and agreements in the name of the Corporation in accordance with policies and practices approved by the General Assembly;
 - d. Be responsible for management of the affairs of the Corporation between meetings of the General Assembly;
 - e. Report to the General Assembly as provided at Art 3.11 and 3.15;
 - f. Consider matters of a substantive nature at the written request of at least three members, and put this matter together with its recommendations, on the agenda for the next regular meeting of the General Assembly; and
 - g. Ensure that all necessary books and records of the Corporation required by these by-laws, or by any applicable statute of law are regularly and properly kept.
- 4.09 Signing Authority: Deeds, transfers, leases, licenses, contracts, engagements and other instruments enacted or issued on behalf of the

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- Corporation shall be signed by either the President or Vice-President and one other Officer of the Corporation.
- 4.10 Delegation of Powers: The Board shall have power to delegate authority for specific matters to any of its committees or any Officer of the Corporation, provided that any authority delegated to the Board by the General Assembly is not further delegated without prior permission of the latter body.
- 4.11 Sub-committees: The Board may establish sub-committees in order to conduct its business more effectively.
- 4.12 Quorum: A quorum for all meetings of the Board shall be the majority of the eligible voting members.
- 4.13 Remuneration: No Director shall receive remuneration, either in monies or in kind, for acting as such.

Section V – Committees

- 5.01 Standing Committees: Standing committees of the Corporation shall be established by the Board or by majority vote of the General Assembly upon recommendation by the Board. Motions to establish standing committees must include specific terms of reference. The terms of reference may be amended subsequently by approval of an appropriate motion by the appointing body. Standing committees shall normally be chaired by Directors, and if not, shall report to the Board through a Director designated for that purpose. Standing committees shall include the following:
- 5.01.1 Program Committee
- 5.01.2 Budget Committee
- 5.01.3 Communications Committee
- 5.01.4 Membership Committee
- 5.01.5 Nominating Committee
- 5.01.6 Events Committee
- 5.02 Ad Hoc Committees: Ad hoc committees may be established from time to time by the General Assembly, the Board, or any standing committee of the Corporation. If terms of reference are not provided by the appointing body, the committee shall draw up its own terms of reference and submit them to the appointing body for approval.
- 5.03 Reporting Period: Each committee shall submit a written activity report to the Board on a monthly basis, or such other period as the Board may direct.

Section VI – Elections

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- 6.01 Eligibility: All members in good standing, except employees of the corporation, may serve as officers, directors, or voting members of any committee, of the Corporation.
- 6.02 Election of Directors: Directors, including officers of the Corporation, shall be elected by the General Assembly during the Annual General Meeting.
- 6.03 Appointment of Directors: The Board, by majority vote, may fill vacancies thereon that occur between Annual General Meetings due to resignation or removal from office of elected directors, subject to the limitation that a majority of the sitting members of the Board must have been duly elected by the General Assembly. Any member appointed to a vacancy must satisfy eligibility criteria as outlined at Art 6.01 and shall serve a term of office prescribed by Art 4.03.
- 6.04 Nominating Committee: at least three months before the Annual General Meeting, the Board shall appoint a Nominating Committee consisting of the Vice-President (chair) and at least two other members in good standing of the Corporation. This committee shall:
- a. Inform the general membership Board of all vacant positions of officers, directors and chairs of standing committees;
 - b. Invite nominations for members to stand for election; and
 - c. Ensure that those nominated are willing to serve, and shall ensure that at least one name is put forward for each vacant position by making its own nomination for any positions for which no names have been received.
- 6.05 Nothing prescribed in Art 6.04 shall preclude nominations from the floor during the Annual General Meeting.
- 6.06 Terms of Service: All officers, directors and members of committees shall continue to hold office for a period of two years until their successors are elected, unless they resign, are suspended from membership in accordance with Art 2.07, expelled from membership by an action under Art 2.06, or removed from office by an action under Art 6.07 or 6.08. Any officer, director or member of a committee who misses three consecutive duly called meetings shall be deemed to have resigned from office.
- 6.07 Removal of Officers and Directors: An officer or director, or chair of a standing committee, of the Corporation may be removed from office if, and when, a motion requesting this action is approved by a two-thirds (67%) majority of votes cast at an annual or special meeting of the Board at which the person has been invited to make a statement.
- 6.08 Removal of Committee Members: The chair of an ad hoc committee, or member of any committee, may be removed from office if, and when, a motion requesting this action is approved by a two-thirds (67%) majority of votes cast at a meeting of the Board at which the person has been invited to make a statement.

Section VII – Voting Matters

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- 7.01 Voting Rights: Each member, except as prescribed elsewhere in this document, shall have one vote at meetings of the General Assembly and in all elections and other ballots. A member must be present in the meeting room when the vote is taken.
- 7.02 Voting Rights of Directors: Each officer and director shall have one vote at meetings of the Board, and must be present in the meeting room when the vote is taken.
- 7.03 Voting by the Chair: The Chair may only cast a vote at a meeting of the General Assembly or Board in order to break a tie vote. The Chair of a committee votes at the same time as the other members, and does not cast a second vote in order to break a tie vote. A tie vote in a committee shall constitute a defeat of the motion.
- 7.04 Votes for Motions: Unless otherwise provided in these by-laws or the statutes covering incorporation, all motions shall be decided by a majority of votes cast.
- 7.05 Votes for Elections: All elections for officers, directors and members of committee shall be decided by plurality vote when there are more than two candidates standing for the office.
- 7.06 Ex-officio Voting Rights: Ex-officio members of committees shall not have a vote, unless specific provision for this is made in the terms of reference of the committee.
- 7.07 Balloting: All votes for election of officers and directors at meetings of the General Assembly or Board shall be conducted by secret written ballot. Other votes may be conducted by a “show of hands”.

Section VIII – Financial

- 8.01 Financial Year: The fiscal year of the corporation shall be from 01 September to 31 August.
- 8.02 Annual Report: As provided in Art 3.05 d and 3.11, an audited/reviewed statement of the accounts of the past fiscal year, together with a budget for the following year, shall be prepared by the Treasurer for presentation and approval at the Annual General Meeting of the Corporation.
- 8.03 Auditor/Reviewer: A qualified accountant shall be appointed to audit/review the accounts. The Board shall negotiate the accountant’s remuneration and shall have power to appoint an alternate qualified accountant in the event that the appointee is unable to continue providing this service between Annual General Meetings.
- 8.04 Membership Fees: Membership fees shall be established as provided in Art 2.03.
- 8.05 Remuneration for Members: No officer, director or member of any committee shall receive any remuneration, in monies or in kind, nor any gifts, gratuities or other tangible personal benefit, for duties performed on

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- behalf of the Corporation. However, these persons may be reimbursed for reasonable personal expenses incurred while performing such duties, provided these duties were approved in advance by the Board.
- 8.06 Limits on Expenditures: All expenditures of funds for items in excess of \$100 that are not included in the budget for the current year shall require prior approval by the Board.
- 8.07 Budget Preparation: At least three months prior to the beginning of the fiscal year, the Treasurer shall prepare a budget for presentation to the Board, and consequent to the latter's approval, to the General Assembly at the Annual General Meeting.
- 8.08 Budget Committee: The Budget Committee shall consist of the President and Chair, the Treasurer as Vice-Chair, and at least two other members of the Board.
- 8.09 Inspection of Accounts: The financial accounts of the Corporation shall be available for inspection by members at any time upon reasonable request.
- 8.10 Financial Authority: All cheques, bills of exchange or other orders for the payment of monies, notes or other evidence of indebtedness issued in the name of the organization shall be signed by either the President or Treasurer of the Corporation. The Treasurer may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation. The Treasurer shall alone have authority to arrange, settle, balance and certify all books and accounts between the Corporation and its bankers, and shall receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
- 8.01 Spending Authority: Consequent to approve thereof, the Board may assign a budget to a committee, a staff department, an Officer or Director of the Corporation. Such assignment shall implicitly delegate authority, subject to the limitation proscribed in Art 8.07, or other limitations as the Board may from time to time prescribe, to the chair of that committee, the head of the staff department, the Officer or Director to contract for goods and services in accordance with the budget. Once delegated, unless revoked by the Board, sole authority to commit funds, and the responsibility to account to the Board for expenditures, shall rest with the chair of the committee, head of the staff department, Officer or Director. Financial authority shall not be delegated, nor shall any Officer, Director, committee chair or head of staff department commit funds, or implement an operating decision that will commit funds, against any budget for which they do not hold spending authority.
- 8.02 Borrowing: Subject to the approval of the General Assembly as prescribed at Art 3.13, the Board may:
- a. Borrow money on the credit of the Corporation; or

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- b. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any other obligations or liabilities of the Corporation.
- 8.03 The Board may authorize any Director, Officer or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore. Such authorization shall not include the authority to vary or modify such arrangements, terms and conditions, or to give such additional securities for any monies borrowed or remaining due to the Corporation, without specific approval of the Board.
- 8.04 Investment: In lieu of maintaining the cash assets of the Corporation in deposit accounts, the Board may invest such assets in other forms of interest bearing securities. Such securities must be characterized by a high degree of liquidity, independence of the financial markets, and must offer a guaranteed rate of return in excess of that available on deposit accounts. The amount invested shall not exceed the available cash assets less one month's average corporate operating expenses.
- 8.05 Protection of Officers, Directors and Others: This shall be as prescribed in the Corporation Act of New Brunswick.

Section IX – Miscellaneous

- 9.01 Redress of Grievance: Members shall have the right to grieve actions taken by the Board, any committee or any member of these bodies, that are in contravention of the purpose and objectives of the Corporation or of the provisions of this constitution, or which bring discredit to, or reflect unfavorable upon the Corporation or its membership. Such grievances must be submitted in writing to the President, or in the event that the President is the officer being grieved against, to the Vice-President. Grievances against individual officers or directors will be handled in accordance with the provisions of Art 2.08, 2.09, 6.07, and 6.08. the Officer or Director being grieved against shall not participate in the deliberations, nor the voting, of the body taking action as provided in those Articles. If the Board as a whole is the subject of the grievance, the grievance must be submitted in writing, signed by at least five members, to the Secretary who will convene a special meeting of the General Assembly, as prescribed in Art 3.16, at the earliest opportunity. At that meeting, the Board, and such individual Directors as so desired, will be given the same opportunity to defend its/their actions as extended to individual members under Art 2.08 and 6.07, but shall not otherwise participate in the deliberations or voting.

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- 9.02 Vote of Non-Confidence: No recommendation by the Board presented at an Annual General Meeting or a special meeting of the General Assembly, and that is defeated by a vote therein, shall be considered to constitute a vote of “non-confidence”, and the Board shall not be required to resign. However, subject to the limitations prescribed in Art 3.14 (ie. Unanimous consent of those present), any member may request that a motion of “non-confidence” be added to the agenda. Subsequent voting on such a motion shall require a two-thirds (67%) majority of votes cast to unseat the Board.
- 9.03 Unusual Circumstances: In the event that items or circumstances arise that are not covered in this Constitution, they shall be dealt with by reference to the most current version of Robert's Rules of Order.

Section X – Amendment

- 10.01 This constitution and by-laws may be amended by approval of a motion by a two-thirds (67%) majority of votes cast at a meeting of the General Assembly, provided that notice as prescribed at Art 3.12 has been given of the proposed amendments and provided that any such amendments shall neither be enacted nor enforced until approval has been obtained from the minister responsible for the administration of the Act of Incorporation.

Section XI – Dissolution

- 11.01 In the event of dissolution of the Corporation, all corporate assets, including equipment or the monies realized from the sale thereof, shall be awarded to a charitable arts organization[s] as decided by a majority vote of the membership.