

BY-LAWS

By-laws relating generally to the conduct of the affairs of **Saint James Music Academy**.

PART 1 - INTERPRETATION

1.1 **Definitions.** In these by-laws and all other by-laws of the Society, unless the context otherwise requires:

- (i) “**Act**” means the British Columbia *Societies Act* and any regulations made under the *Societies Act*, as amended from time to time;
- (ii) “**constitution**” means the constitution of the Society;
- (iii) “**directors**” or “**board**” or “**board of directors**” means the directors of the Society for the time being;
- (iv) “**member**” or “**members**” means any person or entity who is a member of the Society;
- (v) “**section**” or “**sections**” means any section or sections of the Society by-laws from time to time in force and effect; and
- (vi) “**Society**” means **Saint James Music Academy** or any other name which it may from time to time change to and adopt pursuant to the Act.

1.2 **Societies Act Definitions.** Except as set forth in section 1.1 above, all words which are used in these sections that are defined in the Act shall have the meanings given to them in the Act unless the context of these sections requires otherwise.

1.3 **Other Definitions.** Any words defined elsewhere in these sections shall have the meanings ascribed to them.

1.4 **Conflict.** If there is a conflict between these sections and the Act, the Act prevails.

PART 2 – MEMBERSHIP AND GOOD STANDING

2.1 **Entitlement.** The members of the Society shall be those persons who may from time to time be admitted to membership in accordance with these sections.

2.2 **Membership Classes.** The Society shall have one class of membership.

2.3 **Good Standing.** A member in good standing shall be a member who has paid all dues and assessments owing by such member within three months of the day on which the dues or assessments became due and who has not resigned or been expelled, terminated or suspended from membership in the Society.

PART 3 - ADMISSION TO MEMBERSHIP

3.1 **Membership.** A person may apply to the board for membership in the Society and the board may accept or decline that person as a member of the Society in the board's sole discretion. After acceptance by the board, and upon payment of the applicable membership dues, the person applying for membership shall become a member of the Society.

3.2 **Non-Transferable.** The membership of a member in the Society and all rights arising from the membership are non-transferable.

3.3 **Cessation of Membership.** A member shall cease to be a member of the Society:

- (i) **Resignation** - by delivering a written resignation signed by the member to the Secretary or to the registered address of the Society. Upon the resignation of a member, all unpaid dues and assessments, calculated on a pro-rata basis, owing by that member prior to his or her resignation shall immediately become due and payable and the member shall remain liable for payment to the Society of any such dues or assessments;
- (ii) **Death** - upon his or her death;
- (iii) **Expulsion** - upon being expelled in accordance with these sections; or
- (iv) **Not in Good Standing** - subject to section 3.5, if the member has not been in good standing for three consecutive months.

3.4 **Expulsion.** The board may, in accordance with section 3.7, expel any member of the Society where the member has failed to observe, in a material and serious degree, the rules and sections of the Society or where the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society.

3.5 **Termination/Suspension.** The membership of any member in the Society may be terminated or suspended, at the discretion of the directors, in accordance with section 3.7, if:

- (i) **Unpaid Dues** - the member has not paid his or her annual dues within three months from the date due, such termination or suspension to continue until such time as the dues are paid in full; or
- (ii) **Unpaid Assessments** - the member has failed to pay any assessment imposed pursuant to these sections within three months of the assessment becoming due, such termination or suspension to continue until the unpaid assessment is paid in full.

3.6 **Return of Dues/Assessments and Restoration.** Any member who has been terminated or suspended pursuant to section 3.5, shall not be entitled to the restoration of the member's membership until all arrears of dues and assessments are paid by the member to the Society and any requirements for restoration to membership, as may be established by the board from time to time, are met by the member.

3.7 **Procedure for Expulsion, Termination or Suspension.** If grounds appear to exist for the expulsion, termination or suspension of a member under sections 3.4 or 3.5 (the “**Disciplinary Action**”), the following procedure shall be followed:

- (i) **Notice** - Written notice shall be given to the member in accordance with section 15.1 of the proposed Disciplinary Action and the reasons therefor at least 30 days prior to the effective date of the Disciplinary Action as set out in the notice.
- (ii) **Hearing** - During the period from the date the notice was deemed to be given to 10 days before the effective date of the Disciplinary Action, the member shall be given every reasonable opportunity to present to the board, either orally or in writing, his or her reasons why the Disciplinary Action should not proceed.
- (iii) **Meeting** - The board shall decide whether or not to proceed with the Disciplinary Action, by a majority of the votes cast at a meeting of the directors to be held not less than five days before the effective date of the Disciplinary Action. In the event the board approves proceeding with the Disciplinary Action, the approval shall be final.
- (iv) **Appeal** - Any appeal of a Disciplinary Action must be commenced by the member so affected within one year after the effective date of the Disciplinary Action.

PART 4 - ALLOWANCES TO MEMBERS

4.1 **Honoraria, Travel and Maintenance.** The board may determine, in its discretion, what honoraria, travel and maintenance allowances the Society may pay to any of its members, including without limitation, any member who is a director, officer or senior manager of the Society or who serves on a committee.

PART 5 - DUES AND ASSESSMENTS

5.1 **Dues.** The annual dues payable by the members shall be those fixed from time to time by the board.

5.2 **Assessment.** In addition to the dues described in section 5.1, the board may from time to time impose an assessment on members for any extraordinary expenditures which the board considers appropriate. To be effective, an assessment must first be approved by an ordinary resolution passed at a general meeting of the members by a simple majority of the votes of the members cast in respect of a resolution to approve such extraordinary expenditures.

5.3 **Notification.** Notice may, in the discretion of the directors, be sent to any or all members, in writing, of the dues and assessments at any time payable by the member and to what the dues and assessments relate.

5.4 **Payment.** Each member shall pay to the Society:

- (i) the dues fixed in accordance with section 5.1 within 30 days of the day of receipt by the member of the notice referred to in section 5.3;

- (ii) the assessments approved in accordance with section 5.2 within the time specified in the notice referred to in section 5.3;

and such dues and assessments shall constitute debts due from the members to the Society which are recoverable by action and are payable as of the due date thereof.

5.5 Waiver of Dues/Assessments. The directors may, by resolution, waive the requirement for the payment of any dues or assessments or a portion thereof due to the Society by any member.

PART 6 – GENERAL MEETINGS OF MEMBERS

6.1 General Meeting. A general meeting of the members must be held at the time and place the board determines.

6.2 Notice of Meeting. Written notice of a general meeting shall be given in accordance with section 15.1 at least 14 clear days before the date of the meeting:

- (i) to every member listed on the register of members on the day notice is given; and
- (ii) in the case of annual general meetings, to the auditors, if there are auditors holding office at the time notice is given;

and no other person shall be entitled to notice of a general meeting.

6.3 Omission of Notice. The accidental omission to send notice of a general meeting to a member, or the non-receipt of any notice by a member, does not invalidate any proceedings at the meeting.

6.4 Entitlement to Attend General Meetings of Members. Only members, directors and the auditors may attend general meetings, provided, however, that the board may invite non-members to attend general meetings.

PART 7 - PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

7.1 Chair of the Meeting. The President shall be chair at any general meeting. If the President is absent or unable to act as chair at a general meeting, then the Vice-President shall be chair of the general meeting. If the Vice-President is absent or is unable to act as chair at a general meeting, then the members who are present and entitled to vote shall choose a director who is present and able to act as chair of the meeting and if no director is present and able to act or if all the directors present decline to take the chair then the members who are present and entitled to vote shall choose one of their number to act as chair of the meeting.

7.2 Adjournment. The chair of any general meeting may, with the consent of a majority of the members present at the general meeting and entitled to vote, adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the members. No business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

7.3 **Quorum.** A quorum at any general meeting shall be 3 members of record in good standing and entitled to vote. No business other than the election of a chair and the adjournment or termination of the meeting shall be transacted at any general meeting unless the requisite quorum is present at the time of the transaction of such business. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

7.4 **Rules of Order.** The directors may, from time to time, adopt such rules of order to govern the general meetings as the directors may determine. Any such rules of order shall be available for inspection during normal business hours at the registered office of the Society.

7.5 **Participation by Telephone or Other Communications Medium.** Meetings of members may be held by conference telephone or any other communications medium whereby all the members participating in the meeting can hear each other and make themselves heard. A member participating in a meeting in accordance with this section 7.5 shall be deemed to be present at the meeting and to have so consented and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

PART 8 - VOTING AT GENERAL MEETINGS OF MEMBERS

8.1 **Voting.** Unless provided otherwise in the Act or these sections:

- (i) every resolution submitted at a general meeting shall be decided in the first instance by a show of hands;
- (ii) no resolution submitted at a general meeting need be seconded and the chair of a meeting may move or propose a resolution; and
- (iii) in the case of an equality of votes, the chair of the meeting shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.

8.2 **Secret Ballot.** A secret ballot may be demanded by any member who is entitled to vote at the general meeting either before or on the declaration of the result of any vote by show of hands. If at any general meeting a secret ballot is demanded on the election of a chair or on the question of an adjournment, the secret ballot shall be taken forthwith without adjournment. If at any general meeting a secret ballot is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or at an adjournment of that meeting as the chair of the meeting directs. The result of a secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded. A demand for a secret ballot may be withdrawn.

8.3 **Entitlement to Vote.** No member shall be entitled to vote at any general meeting unless the member is in good standing pursuant to the provisions of section 2.3. Any member who is in good standing is entitled to one vote on any show of hands or secret ballot at a general meeting.

8.4 **Simple Majority.** At all general meetings every resolution put to the vote at a general meeting shall, unless otherwise required by these sections or under the Act, be decided by a simple majority of the votes duly cast on the resolution.

8.5 **Evidence that Resolution Carried.** At any general meeting, unless a secret ballot is demanded in accordance with section 8.2, a declaration by the chair of the meeting following a show of hands that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact.

8.6 **Voting by Proxy.** All members shall be entitled to appoint a proxyholder to attend and vote at any general or other meeting of the members or any adjournment of that meeting. A proxy shall be in writing, shall be deposited at the registered address of the Society prior to the meeting or deposited with the Secretary (or his or her nominee) at the meeting at which the person named in the proxy proposes to vote and shall be in the following form, or any other form that is approved by the directors:

Saint James Music Academy

The undersigned hereby appoints _____ of
_____ or failing him or her _____ of
_____ as proxyholder for the undersigned to attend at and vote for and on
behalf of the undersigned at the meeting of the Society being held on the ____ day of
_____, _____ and at any adjournment of that meeting.

Name of Member

Authorized Signatory

Any individual person 19 years of age or older may act as proxyholder of a member whether or not that person is entitled on his or her own behalf to be present and to vote at the meeting at which that person acts as proxyholder.

PART 9 - BOARD OF DIRECTORS

9.1 **Number of Directors on the Board.** The affairs of the Society shall be managed by a board consisting of such number of directors as may be determined from time to time by the members of the Society entitled to vote at a general meeting, provided that the number of directors of the Society shall not be less than 3 or more than 10.

9.2 **Qualifications for Director.** A person is qualified to become a director of the Society if that person:

- (i) is not an undischarged bankrupt;
- (ii) has never been convicted of an indictable offence involving fraud or in connection with the promotion, formation or management of a society or corporation or such other offence as the directors in their sole discretion may determine from time to time; and
- (iii) is not mentally incompetent. For the purposes of this section 9.2(iii) a person shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the person in question is incapable of managing his or her affairs.

9.3 **Powers and Duties of Board.** The board shall be responsible for conducting all business of the Society and may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not by the constitution, these sections or the Act expressly directed or required to be done in some other manner, and may from time to time by majority vote pass resolutions relating in any way to the Society or to the conduct of its affairs. No act or proceeding of the board is invalid by reason only of there being vacancies among the directors or less than the prescribed number of directors in office.

9.4 **Election/Appointment of Directors.** At each annual general meeting all the directors retire and the members must elect or appoint a Board consisting of the number of directors fixed pursuant to Section 9.1. Any retiring director is eligible for re-election or re-appointment.

9.5 **Vacancy.** The directors may at any time and from time to time appoint a qualified member to act as a director to fill a vacancy on the board. A director so appointed holds office only until the conclusion of the next annual general meeting of the members but is eligible for re-election at the annual general meeting.

9.6 **Power of Board if a Vacancy.** Where there is a vacancy or vacancies on the board, the remaining directors may exercise all the powers of the board as long as a quorum of the board remains in office.

9.7 **Additional Directors.** The directors, between annual general meetings of the members, may appoint one or more additional directors of the Society, but the number of additional directors must not at any time exceed one-third of the number of directors elected or appointed at the last annual general meeting of the members of the Society.

9.8 **Termination of Office.** The office of a director shall automatically be terminated if any of the following events occur:

- (i) the director's term of office expires in accordance with section 9.4;
- (ii) the director is removed from office in accordance with section 9.9;
- (iii) the director becomes bankrupt, suspends payment of his or her debts generally or compounds with his or her creditors;
- (iv) the director is mentally incompetent. For the purposes of this section 9.8(iv) a person shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the person in question is incapable of managing his or her affairs;
- (v) the director is convicted of an indictable offence involving fraud or in connection with the promotion, formation or management of a society or corporation or such other offence as the directors in their sole discretion may determine from time to time;
- (vi) the director resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

9.9 **Removal of Directors.** The members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given in accordance with these sections, remove any director before the expiration of his or her term of office and may, by the majority of votes cast by the members present and entitled to vote at that general meeting, elect any person to serve in the place of the removed director until the next annual general meeting of the members.

9.10 **Remuneration.** Except as provided in section 4.1, no director shall be paid for serving as a director but may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties as a director of the Society.

PART 10 - MEETINGS OF THE BOARD

10.1 **Place of Meeting.** The board may meet together at the times and places for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

10.2 **Holding of Meetings.** Any director may at any time, and the Secretary shall, at the request of any director, convene a meeting of the board.

10.3 **Chair of the Meeting.** The President shall be chair at any meeting of the directors. If the President is unable to act as chair or if the President is not present within thirty minutes after the time appointed for holding the meeting of directors, then a Vice-President shall be chair of the meeting of directors. If the Vice-President is absent or is unable to act as chair at a meeting of the directors, then the directors who are present shall choose one of their number to act as chair of the meeting. The chair of a meeting may submit a question for consideration to the directors.

10.4 **Notice of Meetings.** Notice of each meeting of the board shall specify the time and place of the meeting. The notice may be sent by prepaid mail or may be delivered to each director either personally, or by facsimile, e-mail or other electronic means, or by leaving it at the usual business or residential address of the director as shown on the register of directors, and if no address is shown in the records of the Society, then to the last known address of such director. Notices shall be given at least seven clear days before the time appointed for holding the meeting or such lesser time as may be reasonable under the circumstances; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Notwithstanding the above, it shall not be necessary to give to any director notice of a meeting of directors immediately following an annual general meeting at which that director has been elected or notice of a meeting of directors at which that director was appointed. Accidental omission to give notice of a meeting of directors to or the non-receipt of notice by any director shall not invalidate the proceedings of that meeting.

10.5 **Participation by Telephone or Other Communications Medium.** The board may hold meetings by means of conference telephone or any other communication facility whereby all directors participating in the meeting can hear each other and make themselves heard, provided that all the directors consent to the holding of a meeting in such manner. Such consent may be made generally or in respect of a particular meeting. A director participating in a meeting in accordance with this section 10.5 shall be deemed to be present at the meeting and to have so consented and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

10.6 **Quorum.** The quorum necessary for the transaction of business of the board may be fixed by the directors and unless so fixed shall be a majority of the directors then in office. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the board.

10.7 **Voting.** No question submitted at a meeting of the directors need be seconded. Each director shall have one vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall not have a casting or second vote in addition to the vote to which the chair is otherwise entitled and the proposed resolution shall not pass.

10.8 **Written Resolutions.** A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument.

10.9 **Acts Valid.** All acts done at any meeting of directors, any meeting of any committee of the board, by any persons acting as directors or by any member of a committee constituted by the directors shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such directors or persons acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act as a director.

10.10 **Regulations.** The directors may by resolution make such rules and regulations for the conduct of their affairs and of the affairs of the Society as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with these sections or the Act.

PART 11 - OFFICERS, SENIOR MANAGERS AND COMMITTEES

11.1 **Officers.** The officers of the Society shall consist of a President, a Vice-President, a Secretary, a Treasurer and any other officers as the directors may from time to time determine. One person may hold more than one office. With the exception of the President and the Secretary, an officer need not be a director of the Society.

11.2 **Election/Appointment of Officers.** From time to time, the board shall appoint or elect the officers of the Society, who shall have a term of one year. Officers shall retire from office at the expiration of their term of office when their successors have been elected or appointed at the first meeting of the directors held following the annual general meeting of the members of the Society. If no successor is elected or appointed, then the person previously elected or appointed as an officer of the Society shall continue to hold office, unless the person resigns or is otherwise removed from office.

11.3 **Termination of Office.** An officer shall automatically be terminated if any of the following events occur:

- (i) the officer's term of office expires in accordance with section 11.2;
- (ii) the officer is removed from office in accordance with section 11.4;
- (iii) the officer resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

11.4 **Removal of Officer.** In the absence of a written agreement to the contrary, the board may, by resolution, remove any officer before the expiration of his or her term of office.

11.5 **Vacancy.** The directors may at any time and from time to time appoint a qualified person to act as an officer to fill a vacancy. An officer so appointed holds office only until the first meeting of the directors held following the next annual general meeting of the members of the Society but is eligible for re-election by the directors.

11.6 **President.** The President shall be the chief executive officer of the Society and shall supervise the other officers in the execution of their duties. The President shall be chair of all general meetings and of all meetings of the board. During the absence or disability of the President, the President's duties shall be exercised by the Vice-President designated by the President or as may otherwise be directed by the board.

11.7 **Vice-President(s).** The Vice-President or Vice-Presidents shall assist the President at all times in any or all of his or her duties of office. In the absence of the President, the Vice-President shall be chair of all general meetings and of all meetings of the board. If there is more than one Vice-President, the Vice-President designated by the President shall be chair of the meeting. During the absence or disability of the President, the Vice-President designated by the President shall exercise the duties of the President unless otherwise directed by the board. The Vice-President shall, subject to the authority of the board and the President, have the responsibility for the general management and direction of the Society's affairs.

11.8 **Secretary.** The Secretary shall:

- (i) make or cause to be made all required filings for the Society with the registrar;
- (ii) issue or cause to be issued all notices required to be given to members and directors;
- (iii) attend all meetings of the directors and the members and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of directors and members (such books to be kept at the registered office of the Society);
- (iv) keep or cause to be kept the corporate seal and the records and other instruments of the Society;
- (v) maintain or cause to be maintained the register of members and register of directors; and
- (vi) perform any other duties prescribed from time to time by the board.

11.9 **Treasurer.** The Treasurer shall:

- (i) keep (or cause to be kept) full and accurate books of account which record all receipts, disbursements, assets and liabilities of the Society and, under the direction of the board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society;

- (ii) provide to the board, members and others when required an accounting of all transactions of the Society and the financial position of the Society and report on the financial position of the Society to the members at the general meeting of the members; and
- (iii) perform any other duties prescribed from time to time by the board.

11.10 **Senior Managers.** The board may appoint one or more senior managers of the Society to exercise the directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society. The board may at any time by resolution remove any senior manager.

11.11 **Employment of Executive Director.** The board may employ an executive director of the Society (the "**Executive Director**") who shall be the chief operating official of the Society. The Executive Director shall not be a director of the Society. If employed, the Executive Director shall:

- (i) be directly responsible to the board and between meetings of the board to the Executive Committee as a whole through the office of the President and, in his or her absence, through the office of the Vice-President;
- (ii) assist the board in the discharge of its duties;
- (iii) be responsible for, and have general authority with respect to management and administration of the office of the Society and of all continuing operations of the Society; and
- (iv) perform such other duties and exercise such other authority as shall be established in the administrative regulations of the Society or otherwise determined from time to time by the board.

11.12 **Duties of Other Officers.** The duties of all other officers of the Society shall be set out in the terms of their engagement or as the board requires. Any of the powers and duties of a senior manager to whom an assistant has been appointed may be exercised and performed by that assistant, unless the board otherwise directs.

11.13 **Variation of Duties.** From time to time the board may vary, add to or limit the powers and duties of any officer or senior manager.

11.14 **Committees of Directors.** The board may appoint committees of directors from among their number and may delegate to such committees any but not all of the powers of the board. Any committee so appointed may, subject to a resolution of the board and these sections, meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

11.15 **Executive Committee.** There shall be an executive committee (the "**Executive Committee**") comprised of the President, Vice-President, Secretary and Treasurer and/or such other members of the board as the directors may from time to time determine, who shall exercise the powers of the board and do all acts and things necessary to provide for and ensure the organized and efficient operation of the Society between meetings of the board. The Executive Committee shall present to the board for approval all matters of policy and all proposed financial commitments falling outside the day to

day operations of the Society. The quorum at all meetings of the Executive Committee shall be a majority.

11.16 Powers of Committees. Every committee constituted by the board shall have the authorities, powers and discretion which may be delegated to it by the board and shall act in accordance with any requirements, including reporting, which the board may impose upon the committee.

11.17 Meetings of Committees. A committee shall elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within thirty minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to chair the meeting. The members of a committee may meet and adjourn as they think fit.

11.18 Notice of Committee Meetings. Notice of each meeting of any committees of the board shall specify the time and place of the meeting. The notice may be sent by prepaid mail or may be delivered, as the Secretary deems appropriate, to each committee member either personally, or by facsimile, e-mail or other electronic means, or by leaving it at the usual business or residential address of the committee member as shown in the records of the Society, and if no address is shown in the records of the Society, then to the last known address of such committee member. Notices shall be given at least seven clear days before the time appointed for holding the meeting or such lesser time as may be reasonable under the circumstances; provided always that a committee member may in any manner and at any time waive notice of a meeting of a committee, and attendance of a committee member at a meeting of a committee shall constitute a waiver of notice of the meeting except where a committee member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Accidental omission to give notice of a meeting of a committee to or the non-receipt of notice by any committee member shall not invalidate the proceedings of that meeting.

11.19 Committee Meetings by Telephone or Other Communications Medium. The members of a committee may hold meetings by means of conference telephone or any other communication facility whereby all committee members participating in the meeting can hear each other and make themselves heard, provided that all the committee members consent to the holding of a meeting in such manner. Such consent may be made generally or in respect of a particular meeting. A committee member participating in a meeting in accordance with this section 11.19 shall be deemed to be present at the meeting and to have so consented and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

PART 12 - REGISTERS

12.1 Register of Members. The Secretary shall keep, or cause to be kept, a register on which the names of all the members are listed, together with the following particulars:

- (i) the full name and address of each member;
- (ii) the date on which the member is admitted as a member and the class of membership, if provision is made for classes;
- (iii) the date on which any person ceases to be a member;
- (iv) the dates on which any member is suspended or reinstated to full membership following a suspension; and

- (v) any other information required by the Act.

12.2 **Register of Directors.** The Secretary shall keep, or cause to be kept, a register in which the names of the directors are listed, together with the following particulars:

- (i) the full name and address of each director;
- (ii) the date upon which each director was last elected or appointed as a director;
- (iii) the date on which that person ceases to be a director; and
- (iv) any other information required from time to time by the directors or the Act.

PART 13 - BORROWING POWERS AND USE OF SEAL

13.1 **Borrowing Powers.** Subject to the Act, the directors may, by resolution, cause the Society to borrow such sums of money on such terms and on such security as the directors may determine and as specified in the resolution of the directors.

13.2 **Charge on Property.** To raise or secure the payment of any sum of money borrowed by the Society in accordance with section 13.1, the board may mortgage, pledge, hypothecate and charge all or any part of the property of the Society.

13.3 **Common Seal.** The board may adopt a common seal which shall be the seal of the Society and, when required, may destroy the seal and substitute a new seal in its place.

13.4 **Custody.** The seal of the Society, if any, shall be kept in the custody of the Secretary or at the registered office of the Society.

13.5 **Use of Seal.** The seal of the Society must not be affixed to any instrument except as authorized by a resolution of the board and then only in the presence of the persons prescribed in the resolution. If no persons are prescribed in a resolution of the board, then the seal of the Society must be affixed in the presence of any two directors or senior managers of the Society.

PART 14 - INDEMNIFICATION AND LIABILITY OF DIRECTORS AND SENIOR MANAGERS

14.1 **Definitions.** In this Part 14:

- (a) “**eligible party**” means, in relation to the Society, an individual who is or was a director, officer or senior manager of the Society or who holds or held an equivalent position in a subsidiary of the Society;
- (b) “**eligible proceeding**” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a director or senior manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society,
 - (i) is or may be joined as a party, or

- (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) “**expenses**” includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) “**penalty**” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and
- (e) “**representative**” in relation to an eligible party, means an heir or personal or other legal representative of the eligible party.

14.2 **Indemnification.** To the extent the Society is not so prohibited by the Act, the Society must indemnify each eligible party or a representative of the eligible party against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding and the Society must after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding.

14.3 **Insurance.** Subject to the Act, the Society may purchase and maintain insurance for the benefit of an eligible party or a representative of the eligible party against any liability that may be incurred by reason of the eligible party being or having been a director, officer or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

PART 15 - NOTICES

15.1 **Notice.** Any notice required to be given to a member or other person pursuant to the Act or these sections must, as the Secretary deems appropriate, be sent by prepaid mail or delivered either personally, or by facsimile, e-mail or other electronic means or by leaving it at the usual business or, if a member, at the usual business or residential address of the member as shown on the register of members, and if no address is shown in the records of the Society, then to the last known address of such member. Any notice shall be deemed to have been given when the notice has been deposited in the mail or when delivered, provided that the cost of such notice is prepaid by the Society and that in the case of a notice required to be given for a general meeting, the notice is deposited in the mail or delivered at least seven days before the meeting is scheduled to take place. A notice of a general meeting shall state the day, time and place of the meeting and the general nature of the business to be transacted at the meeting and, where any special business shall be transacted at the meeting, the notice shall state a sufficient amount of information regarding the special business to allow the members to make a reasoned decision regarding the special business.

PART 16 - AUDITORS

16.1 **Auditors.** At each annual general meeting, the members may (but are not required to unless otherwise required by the Act) appoint auditors to audit the accounts of the Society and the auditors so appointed shall hold office until the close of the annual general meeting following the appointment. Subject to the Act, the board may fill any casual vacancy in the office of the auditors.

16.2 **Remuneration of Auditors.** Subject to the Act, the members at an annual general meeting (or the directors if authorized to do so by the members), shall fix the remuneration of the auditors.

16.3 **Financial Year.** The financial year of the Society shall terminate on a day in each year to be fixed by the board and the financial statements of the Society's affairs for presentation to the members at the annual general meeting shall be made up to that date.

PART 17- BRANCHES AND AFFILIATIONS

17.1 **Branches Across Canada.** Subject to the provisions of any government act or regulation, the Society may establish and maintain one or more branches of the Society in any of the Provinces or Territories of Canada having the powers, but not exceeding the powers of the Society, that the Society may, in its discretion, confer on such branch or branches.

17.2 **Affiliations.** To promote the purposes of the Society, the board may, in its discretion, approve the affiliation by the Society with any individuals or other organizations having purposes similar to those of the Society.

PART 18- PREVIOUSLY UNALTERABLE PROVISIONS

18.1 **Without Purpose of Gain.** The activities and purposes of the Society shall be carried out without purpose of gain for its members and any income, profit or other accretion to the Society shall be used for promoting the purposes of the Society. **This provision was previously unalterable.**

18.2 **Dissolution.** In the event of the amalgamation, winding up or dissolution of the Society, all funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, shall be given, transferred and distributed to the Parish of St. James of Vancouver, British Columbia or, in the event of the winding up or dissolution of the Parish of St. James, to such other organizations that are registered charities pursuant to the *Income Tax Act* (Canada), as it may be amended from time to time, that shall be designated by the members of the Society. **This provision was previously unalterable.**

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