



SOCIETY ACT

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APR 24 2015

COPY OF RESOLUTION

The following is a copy of

- Special resolution\* passed (checked)
Ordinary resolution
Directors' resolution

Signature of Carol Prest, Registrar of Companies, Province of British Columbia

in accordance with the by-laws of the Society on the 12TH day of DECEMBER, 2014

RESOLVED

AS A SPECIAL RESOLUTION OF THE SOCIETY THAT THE BYLAWS OF THE SOCIETY BE REPLACED IN THEIR ENTIRETY WITH THE BYLAWS ATTACHED HERETO AND FORMING PART OF THIS RESOLUTION.

Dated this 12 day of Dec, 2014

ROTARY CLUB OF BURNABY FOUNDATION

by [Signature] PRESIDENT / DIRECTOR

\* Strike out words which do not apply.

- Note (a) No special resolution has effect until accepted by the Registrar of Companies.
(b) Send, in duplicate, to the Registrar of Companies.
Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.
Location Address: 200 - 940 Blanshard Street, Victoria BC V8W 3E6 together with applicable fee.
Telephone number: 1 877 526-1526.]

Filing Fee: \$50.

Additional information and forms are available on the Internet at: www.bcregistryservices.gov.bc.ca

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment.

## **PART 1 INTERPRETATION**

- 1.1 In these Bylaws, unless the context otherwise requires:
- 1.1.1 **"Board"** means the Board of Directors of the Society;
  - 1.1.2 **"Bylaws"** means the Bylaws of the Society as amended from time to time;
  - 1.1.3 **"Special resolution"** means a resolution passed by a majority of not less than 75% of those members of the Society, who, being entitled so to do, vote at a general meeting of the Society of which not less than 14 days notice specifying the intention to propose the resolution as a special resolution, has been given;
  - 1.1.4 **"Ordinary resolution"** means:
    - 1.1.4.1 a resolution passed by the members of the Society entitled to vote at the general meeting by a simple majority of the votes cast;
    - 1.1.4.2 a resolution that has been submitted to the members of the Society who would have been entitled to vote in person at a general meeting of the Society and that has been consented to in writing by 75% of such members of the Society; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the Society;
  - 1.1.5 **"Registered address"** of a member means his address as recorded with the register of members;
  - 1.1.6 **"Society"** means the Rotary Club of Burnaby Foundation;
  - 1.1.7 **"Society Act"** means the *Society Act of British Columbia*, as amended from time to time;
  - 1.1.8 Throughout these bylaws, the terminology "letter", "written", "notice", "telegram", "telex", "cable", "post" and "mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.
- 1.2 Words importing the singular include the plural and visa versa; and words importing a male include a female person and a corporation.

## **PART 2 MEMBERS**

- 2.1 The members of the Society are those persons, admitted for membership in the Society in accordance with these bylaws, who have not ceased to be members in accordance with these bylaws.
- 2.2 Any person who is a member in good standing of the Rotary Club of Burnaby and who has consented in writing to become a member of the Society and who has paid the membership dues, if any, and who has not ceased to be a member pursuant to these bylaws shall be deemed to be a member of the Society effective the date that such consent and membership dues, if any, are delivered to the office of the Society.

- 2.3 A member of the Society shall cease to be a member upon the occurrence of any one of the following events:
- 2.3.1 Delivery to the office of the Society of a written resignation; or
  - 2.3.2 Delivery to the office of the Society of written notification from the Rotary Club of Burnaby confirming that the member has ceased to be a member of the Rotary Club of Burnaby; or
  - 2.3.3 Death of the member; or
  - 2.3.4 On being expelled.
- 2.4 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.5 The notice of special resolution for expulsion must be accompanied by a brief statement for the reasons for the expulsion.
- 2.6 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7 Every member shall uphold the constitution and comply with these bylaws.
- 2.8 The amount and frequency of membership dues (if any) to be paid by the members shall be determined by the directors

### **PART 3 MEETINGS OF MEMBERS**

- 3.1 General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Board of directors decides, subject to the provisions of paragraph 3.6 hereof.
- 3.2 Every general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.
- 3.3 The Board of directors may, whenever they think fit, convene an extraordinary general meeting.
- 3.4 Fourteen (14) days notice of a general meeting shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business.
- 3.5 The accidental omission to give notice of any meeting, or the non-receipt of any notice by a member entitled to receive notice, does not invalidate any proceedings at such meetings.
- 3.6 The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and shall be in the month of September or in such other month, not later than the month of December, as the Board of directors shall determine.

## **PART 4 PROCEEDINGS AT GENERAL MEETINGS**

- 4.1 Special business is:
  - 4.1.1. all business at an extraordinary general meeting except adoption of rules of order; and
  - 4.1.2. all business that is transacted at an annual general meeting; except
  - 4.1.3. the adoption of rules of order;
  - 4.1.4. the consideration of financial statements;
  - 4.1.5. the report of the directors, if any;
  - 4.1.6. the report of the auditor, if any;
  - 4.1.7. the elections of directors;
  - 4.1.8. the appointment of the auditor, if required; and
  - 4.1.9. such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Board of directors issued with the notice convening the meeting.
- 4.2 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3 If at any time during a general meeting there ceases to be a quorum present, any business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated, as the case may be.
- 4.4 One-third of the membership shall constitute a quorum at an annual or extraordinary general meeting.
- 4.5 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon 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 thirty (30) minutes from the time appointed for the meeting, the members present shall be a quorum.
- 4.6 Subject to paragraph 4.7, the president of the Society, the vice-president / president-elect, or in the absence of both, one of the other directors present shall preside as chair of every general meeting.
- 4.7 If at a general meeting:
  - 4.7.1 there is no president, vice-president / president-elect, or other director present within thirty (30) minutes after the time appointed for holding the meeting; or
  - 4.7.2 the president and all the other directors present are unwilling to act as chair; the members present shall choose one of their number to be chair.

- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 All resolutions shall be seconded before being discussed and the chair of any meeting is entitled to move or propose a resolution.
- 4.11 In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
- 4.12 Every member in good standing present at a meeting of members shall be entitled to one (1) vote.
- 4.13 Voting shall be by show of hands.
- 4.14 Voting by proxy shall not be allowed.

## **PART 5 DIRECTORS AND OFFICERS**

- 5.1 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
  - 5.1.1 all laws affecting the Society,
  - 5.1.2 these bylaws, and
  - 5.1.3 rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting;
  - 5.1.4 No rule, made by the Society in general meeting, invalidates any prior act of the directors that would have been valid if that rule had not been made.
- 5.2 The Board of directors shall be made up of those persons elected as set forth in the bylaws.
- 5.3 The number of directors shall not be less than five (5) and not be more than thirteen (13) but otherwise as determined from time to time in general meeting.
- 5.4 The directors shall retire from office at the end of the Rotary calendar year, June 30 but are eligible for re-election.
- 5.5 The vice-president / president-elect, secretary and treasurer shall be elected by the members at the annual general meeting. The vice-president / president-elect shall assume office as president on the first day of July immediately following the year of service on the Board as vice-president / president-elect.

- 5.6 The officers and directors, so elected, together with the president and the immediate past president shall constitute the Board of directors.
- 5.7 The directors have the power at any time and from time to time to appoint an eligible member as director to fill a casual vacancy on the Board, and a director so appointed shall hold office only until the end of the Rotary calendar year, June 30.
- 5.8 The members may by special resolution remove a director before the expiration of his term of office.
- 5.9 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

#### **PART 6 PROCEEDINGS OF DIRECTORS**

- 6.1 The directors may meet together at such places and at such times as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
- 6.3 The president shall be chair of all meetings of the directors; but if at any meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the president elect / vice-president shall act as chair, but if neither is present, the directors present may choose one of their number to be chair at that meeting.
- 6.4 A director may, at any time, and the secretary upon the request of a director, convene a meeting of the directors.
- 6.5 The directors may delegate any, but not all, of their powers to a committee or committees consisting of such directors or directors as they see fit.
- 6.6 A committee so formed in the exercise of the powers so delegated shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 6.7 The directors may also appoint special committees to perform such duties as are specifically conferred by resolution of the directors and to report thereon to the directors from time to time as directed. Such committees may include members who are not directors, who will serve on the committee in an advisory capacity but shall have no vote.
- 6.8 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 (30) minutes after the time appointed for the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.

- 6.9 The members of a committee may meet and adjourn as they think proper.
- 6.10 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be duly constituted if a quorum of the directors is present.
- 6.11 A director who may be absent temporarily from the Province of British Columbia may send or deliver a letter to the address of the Society a waiver of notice of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- 6.11.1 no notice of meetings of directors shall be sent to that director; and
- 6.11.2 any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- 6.12 Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- 6.13 Each director shall have one vote upon any matter arising before the Board and a vote of the majority of the directors shall prevail; in the case of an equality of votes, the chair shall not have a second or casting vote, and such matter shall be the first act of the Board of directors for further study.
- 6.14 In case of an equality of votes, the chair shall not have a second or casting vote.
- 6.15 All resolutions proposed at a meeting of directors or committee of directors shall require a seconder before being discussed and the chair of a meeting is entitled to move or propose a resolution.
- 6.16 A resolution in writing, signed by all the directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.
- 6.17 Subject to the Society Act the directors may delegate their powers and duties with respect to the investment and management of the Society's assets, funds or investments in whole or in part, to one or more of the following:
- 6.17.1 a trust company authorized by law to perform such functions;
- 6.17.2 an Investment Committee appointed by the Board; and
- shall not be personally liable for any loss or damage arising in any manner by reason of such delegation.

## **PART 7 DUTIES OF DIRECTORS AND OFFICERS**

- 7.1 The president shall preside at all meetings of the Society and of the directors.
- 7.2 The president shall supervise the other officers in the execution of their duties.

- 7.3 The vice-president / president-elect shall carry out the duties of the president during his absence.
- 7.4 The secretary shall:
- 7.4.1 conduct the correspondence of the Society;
  - 7.4.2 issue notices of meetings of the Society and directors;
  - 7.4.3 keep minutes of all meetings of the Society and directors;
  - 7.4.4 have custody of all records and documents of the Society except those required to be kept by the treasurer;
  - 7.4.5 have custody of the common seal of the Society; and
  - 7.4.6 maintain the register of current active members,
- 7.5 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
- 7.6 The treasurer shall:
- 7.6.1 keep such financial records including books of accounts, as are necessary to comply with the *Society Act*, and
  - 7.6.2 render financial statements to the directors, members and others when required.
- 7.7 The immediate past president shall assist the Board as may be required from time to time.
- 7.8 Duties may be assigned by the Board to each of the directors.

## **PART 8 SEAL**

- 8.1 The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 8.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary, or president and treasurer.

## **PART 9 FINANCES**

- 9.1 The Foundation was established as a charitable organization affiliate by the Rotary Club of Burnaby on October 16, 1981 and registered under the *Society Act of British Columbia* on December 1, 1981 (#064978-63). The Foundation has a registered federal tax number (#11912 4493 RR0001) and a complete report must be submitted to Revenue Canada each year. It also must file an Annual Report with the Province under the *Society Act*. Both reports allow the Foundation to remain in good standing as a registered society in B.C. which allows the Foundation to issue tax receipts for donations received.



- 9.2 The funds received shall be spent in accordance with the Government of Canada regulations. These funds shall be deposited in the Foundation's bank account by the Society's treasurer and shall be accounted for on a project budget basis. All expenses for these projects shall be charged & paid from this account.
- 9.3 The treasurer shall deposit all funds of the Rotary Club of Burnaby Foundation Society in some bank or credit union named by the Board of directors of the Rotary Club of Burnaby Foundation.
- 9.4 The treasurer of the Rotary Club of Burnaby Foundation shall maintain the bank account which shall be used to account for all receipts and expenses for many of the charitable projects sponsored by the Rotary Club of Burnaby Foundation.
- 9.5 All bills shall be paid only in a manner prescribed by the Board. A review by a qualified person shall be made once a year of all of the Rotary Club of Burnaby Foundation's financial transactions.
- 9.6 The treasurer, president, immediate past president and vice-president / president-elect shall have signing authority over the bank account. Any two of these officers' signatures shall be required on cheques written on the bank account. Should two or more of the named signing officers be absent for a temporary period, and the Board deems it necessary to replace the officer solely for a specified period, the Board may, at its discretion, and by unanimous consent of the directors present, appoint any past president to serve with signing authority for an interim period of time but no longer than at the end of the Rotary calendar year, June 30
- 9.7 The fiscal year of the Rotary Club of Burnaby Foundation shall extend from 1 July to 30 June.
- 9.8 At the beginning of each fiscal year the Board of the Rotary Club of Burnaby Foundation shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by the action of the Board.

## **PART 10 INVESTMENT OF FUNDS**

- 10.1 If the Board or, any trust company or investment committee authorized by the Board pursuant to paragraph 6.17 hereof, is required to make any investments on behalf of the Society, such investment shall be made in the name of or under the legal control of the Society in all or any of the following:
- 10.1.1 investments from time to time authorized by the law of British Columbia for the investment of trust funds by a trustee; or
- 10.1.2 investments from time to time authorized by the laws of Canada for the investment of the funds of life insurance companies, but without regard to any restriction upon the amount that may be invested by the Society in any such form of investment.

## **PART 11 BORROWING**

- 11.1 In order to carry out the purposes of the Society the Board of directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures,
- 11.2 No debentures shall be issued without the sanction of a special resolution.
- 11.3 The members may restrict the borrowing powers of the Board of directors provided that any restriction so imposed shall expire at the next annual general meeting.

## **PART 12 AUDITOR**

- 12.1 The Society may have an auditor who shall be a Chartered Professional Accountant (CPA) accredited within the Province of British Columbia.
- 12.2 The first auditor shall be appointed by the Board of directors who shall also fill all annual vacancies occurring in the office of the auditor.
- 12.3 At each annual general meeting the Society may appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 12.4 An auditor may be removed by ordinary resolution.
- 12.5 All auditors shall be informed forthwith, in writing, of appointment or removal.
- 12.6 No directors of the Society shall be auditor.
- 12.7 The auditor has the right to attend general meetings, but not the vote thereof.

## **PART 13 NOTICE TO MEMBERS**

- 13.1 A notice may be given to any member, either personally, by email, or by sending it by post to him in a prepaid letter, envelope, or wrapper addressed to the member at his registered address.
- 13.2 A notice sent by post shall be deemed to have been given on the third day following that on which the letter, envelope, or wrapper containing the notice is posted, and in proving that notice has been given it is sufficient to prove that the letter, envelope, or wrapper containing the notice was properly addressed and put in a Canadian Government post office, postage prepaid.
- 13.3 At least fourteen (14) days notice of every general meeting shall be given in any manner hereinbefore authorized to:
  - 13.3.1 every member shown on the register of members on the day notice is given; and
  - 13.3.2 the auditor, if part 12 applies.

13.4 No other person is entitled to receive notices of general meetings.

**PART 14 BYLAWS**

14.1 Upon being admitted to membership, each member shall be entitled to and the Society shall give him, without charge, a true written copy of the constitution and bylaws of the Society.

14.2 These bylaws shall not be altered or added to except by special resolution.

DATED AT THE City of Burnaby, Province of British Columbia this 12 day of Dec AD 2017