

CANADA  
PROVINCE OF BRITISH COLUMBIA

NUMBER  
S-19239



**Province of British Columbia**  
Ministry of Consumer and Corporate Affairs  
REGISTRAR OF COMPANIES

SOCIETY ACT

# Certificate of Incorporation

I HEREBY CERTIFY THAT

THE ROTARY CLUB OF NORTH DELTA

HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT

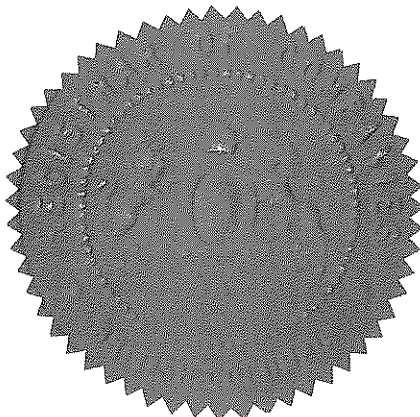
GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 8TH DAY OF JUNE, 1984

A handwritten signature in cursive script, appearing to read "L. G. Huck".

L. G. HUCK  
DEPUTY REGISTRAR OF COMPANIES



SOCIETY ACT

I HEREBY CERTIFY THAT THESE ARE  
COPIES OF DOCUMENTS FILED WITH THE  
REGISTRAR OF COMPANIES ON

C O N S T I T U T I O N

JUN 8 1984

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1. The name of the Society is THE ROTARY CLUB OF NORTH DELTA.
2. The purposes of the Society shall be for the Province of British Columbia the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:
- (a) The development of acquaintance as an opportunity for service;
  - (b) High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying by each Rotarian of his occupation as an opportunity to serve society;
  - (c) The application of the ideal of service by every Rotarian to his personal, business and community;
  - (d) The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional men united in the ideal of service.
3. The following provisions are added and are unalterable:
- (a) This Society shall be a non-profit Society. Its purpose shall be charitable and benevolent and to encourage, promote and extend the object of Rotary International and to maintain the relations of a member club in Rotary International;
  - (b) Insofar as the provisions of the laws of the Province of British Columbia under which this Society is incorporated shall permit, this Society shall be subject to the jurisdiction of Rotary International;
  - (c) This Society shall have the authority to adopt such by-laws as may be consistent with the laws of the Province of British Columbia under which this Society is incorporated;
  - (d) In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to organizations concerned with social problems or

organizations promoting the same objects of this Society, halves may be determined by the members of the Society at the time of winding up or dissolution, and such funds shall be given or transferred to some other organizations; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect.

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BY-LAWS OF

THE ROTARY CLUB OF NORTH DELTA, BRITISH COLUMBIA, CANADA

BY-LAW 1:

The office of the club shall be in Delta, British Columbia, at the place designated by the Board of Directors.

BY-LAW 2: (SEAL)

SECTION 1 - The seal, an impression of which is stamped in the margin hereof, shall be the seal of the club.

SECTION 2 - The seal of the club shall only be affixed by such two members of the club as the Board of Directors may by resolution designate from time to time.

BY-LAW 3: (MEMBERSHIP AND CLASSIFICATION)

SECTION 1 - Membership in this club shall be as set forth in article IV, section 3 of the constitution of Rotary International and article III of the by-laws of Rotary International.

(note: the aforementioned portions of the constitution and by-laws of Rotary International are reprinted on Appendix A to this document).

SECTION 2 - Classifications

- (a) Each active member of this club shall be classified in accordance with his business or profession.
- (b) The classification of each active member shall be that which covers the principal and recognized activity of the firm, company, or institution with which he is connected, or if he be independently engaged in a business or profession, his classification shall be that which covers his principal and recognized business or professional activity.
- (c) How corrected. The Board of Directors, in its discretion, may correct or adjust the classification of any member whose membership has not terminated, if the circumstances

warrant such action. Due notice of such proposed correction or adjustment shall be given to the member and he shall be allowed a hearing thereon.

SECTION 3 - Limitations. The active membership shall consist of but one man from each classification of business or profession excepting the religion, news media and diplomatic services classifications, which may have more than one man in each such classification, and excepting the provision for additional active members as provided in article III of the by-laws of Rotary International.

SECTION 4 - Emeritus Membership. Notwithstanding section 1 of this by-law, any senior active member of the club who has given long and valued service to Rotary in general and to this club in particular, who has been a Rotarian for at least twenty-five years, and who, for reasons of age, health or financial constraint, is unable to continue active participation and so feels he must resign, but does not wish to sever his connection with the club completely, may be elected to emeritus membership.

Emeritus members shall not be required to pay any dues. They shall have no vote, shall not be eligible to hold any office in the club, or have any interest in any property of the club, shall not be considered as representing a classification and shall be free of any attendance requirements or participation obligations. Emeritus members shall, however, be entitled to attend all meetings and enjoy all other privileges of the club. Emeritus membership carries no entitlement to any rights or privileges in any other club or in Rotary International.

BY-LAW 4: (METHOD OF ELECTING MEMBERS)

SECTION 1 - Every prospective member of the club shall be proposed by a dues-paying member in good standing on a proposal form approved by the Board of Directors. The Board shall refer the proposal to the classification and membership evaluation committee, which committee shall consider the eligibility of such proposed member from the standpoint of classification and declare the classification filled or unfilled and the proposed classification proper or improper and after making due investigation of the character, business, social standing and general eligibility of the proposed member shall then proceed to vote, and if no more than one negative vote is cast, the name of the proposed member shall be considered eligible.

The committee shall then report back to the Board the action taken thereon. The Board shall then review the action of the

committee and sustain or reject its decision, or refer it back to the committee for further consideration and action.

If the classification and membership evaluation committee has reported adversely upon the name of the newly proposed member and the Board of Directors has sustained its decision, the proposer shall be so notified by the secretary.

If the classification and membership evaluation committee has reported favourably upon the name of the newly proposed member and the Board of Directors has sustained its decision, the secretary shall notify the proposer that he shall fully inform the proposed member of the privileges and responsibilities of membership in a rotary club, and shall secure the oral or written permission of the proposed member to publish his name to the membership of the club.

After permission to do so has been secured from the proposed new member, the secretary shall publish in the club's bulletin a notice of the proposal for membership, giving the name of the candidate, the firm represented and the classification under which he seeks membership. A ten day period shall then be allowed during which any dues-paying member in good standing objecting to the election of the proposed member shall notify the Board of Directors, in writing or by personal appearance at a meeting of the Board of Directors, stating reasons for his objections.

If any objections have been presented, the Board of Directors shall consider the same and then proceed to ballot, in secret, on the proposed member. If more than two negative votes are then cast, the matter shall end there and the proposed member shall not be elected to the club.

The secretary shall notify the proposer, and the proposer shall notify the newly elected member, of his election to membership and the new member shall fill in, sign and return to the secretary the regular membership agreement card.

In the event the proposed member is rejected, the proposer shall be notified by the secretary of such rejection.

SECTION 2 - Honorary Members. The club may, upon the recommendation of the Board, and by the unanimous vote of all members present at any regular weekly meeting, elect any person to honorary membership, provided thirty day's notice is given of such proposed election to the members of the club.

SECTION 3 - Emeritus Members. The Board of Directors may, by the unanimous vote of all directors present at any meeting,

elect to emeritus membership in the club any senior active member of the club who qualifies as an emeritus member.

BY-LAW 5: (FEES AND DUES)

SECTION 1 - There shall be payable by every person admitted to the club as an active (including additional active), senior active or past service member an admission fee in such amount as shall be determined and approved by the Board of Directors from time to time, except that:

- (i) A senior active or past service member who held active membership in this club shall not be required to pay a second admission fee;
- (ii) An additional active member of this club whose membership has terminated in accordance with the provisions of section 2(b)(1) of by-law 6 and who is promptly re-elected to active membership shall not be required to pay a second admission fee;
- (iii) An additional active member of this club whose membership has terminated in accordance with the provisions of section 2(b)(2) of by-law 6 and who is re-elected to active or additional active membership shall not be required to pay a second admission fee; and
- (iv) A former member of this club who resigned from the club for good cause while in good standing may, by resolution of the Board, be excused a portion of the second admission fee in an amount up to but not exceeding fifty percent thereof.

SECTION 2 - The admission fee shall be paid before the new member is admitted to the club.

SECTION 3 -

- (a) Every active (including additional active), senior active and past service member of this club shall pay annual dues in such amount as shall be determined and approved by the Board of Directors from time to time except that, on admission to the club, a new member shall be liable for such dues at the rate of one-twelfth of the then current annual dues for each month, or portion thereof, in the period from time to time of his admission to the end of June next following.

- (b) Notwithstanding subsection (a) of this section, a senior active member of this club with at least fifteen years service in Rotary who has attained the age of sixty-five hears may submit a written request to the secretary that his annual dues be frozen at the then current rate, and the Board of Directors shall grant the request, and no further increases shall occur in the member's annual dues so long as he remains in good standing in the club.
- (c) Annual dues shall be payable at the election of the member:
- (i) in full on the second day of July in each year, or
  - (ii) one-half on the second day of July in each year and one-half on the second day of January next following.
- If a member who has paid the full amount of annual dues should resign, or otherwise lose his membership, before the second day of January, one-half of the amount he has paid shall be refunded to him.
- (d) Annual dues shall become overdue thirty days after the payable date.

BY-LAW 6: (DURATION OF MEMBERSHIP)

SECTION 1 - Period. Membership shall continue during the existence of the club unless terminated as hereinafter provided.

SECTION 2 - How Terminated.

- (a) Active membership shall automatically terminate if, and when, an active member ceases to be personally and actively engaged in the classification of business or profession under which he is classified in the club or ceases to have his place of business or residence located within the territorial limits of the club, or his connection with his business establishment is severed, except that by permission of the club directions:
1. an active member moving from the territorial limits of the club, may be given special leave of absence for a period not exceeding one year to enable him to visit and become known to a Rotary club in the community to which he moves, providing he is still active in the same classification of business or profession and continues to comply with the attendance and all other conditions of Rotary membership;



2. or, an active member who would be losing his classification without default on his part may retain his classification and be given special leave of absence for a period not exceeding one year to enable him to obtain new employment in his classification or in a new classification providing he continues to comply with the attendance and all other conditions of Rotary membership. The termination of his membership would take effect only at the end of the period of leave granted to him.

In the event an active member of a club ceases to have his place of business or residence within the territorial limits of the club, he may retain his membership in the club provided his new place of business or residence is located within the corporate limits of the city in which the club is located or within the territorial limits of an immediately adjoining club.

- (b) 1. The membership of an additional active member elected under the provisions of article III, section 3(a) of the by-laws of Rotary International shall automatically terminate with the termination of the membership of the active member who proposed him, or in the event such active member becomes a senior active member of this club. If such additional active member is promptly re-elected to active membership in this club, he shall not be required to pay a second admission fee.
  2. An additional active member elected under article III section 3(b) of the by-laws of Rotary International shall cease to be a member when the classification becomes vacant provided that when the classification is again filled he may (without prejudice to the right of the holder of the classification to propose an additional active member under article III, section 3(a) of the by-laws of Rotary International) then be re-elected.
- (c) Past service membership shall automatically terminate if, and when, a past service member re-enters active business or professional life, or if, and when, he ceases to reside within the territorial limits of this club or within the surrounding area or, if, and when, he becomes a senior active member under the provisions of article III, section 4(a) of the by-laws of Rotary International. The second of these provisions shall not apply to a past service member who has been an active member of this club. Such member may reside and continue to reside in the locality of his residence at the time he ceased to be an active member of this club.

- (d) Honourary membership shall automatically terminate on the 30th day of June next after the date of election. However, the Board in its discretion may, by resolution, from year to year continue such honorary membership for the ensuing year. Such honorary membership may be continued by the Board although the person so elected has ceased to reside within the territorial limits of the club.
- (e) Emeritus membership may be terminated at any time by the Board of Directors.

SECTION 3 - How to Rejoin. When the membership of an active member has terminated as provided in the foregoing section 2, such person may make new application for membership, under the same classification or another classification. Such application by an additional active member elected under the provisions of article III, section 3(a) of the by-laws of Rotary International shall be considered, before any other, for membership under the classification in which he applies. If elected to membership, he shall not be required to pay a second admission fee.

SECTION 4 - Termination - Non-payment of Dues. Any member failing to pay his dues within thirty days after the prescribed time shall be notified in writing by the Secretary at his last known address. If the dues are not paid on or before ten days from the date of notification said membership shall automatically terminate.

Such former member, at the discretion of the Board, may be reinstated to membership upon his petition, and upon the payment of all his indebtedness to the club, provided that no former member can be reinstated to active membership if his former classification has been filled.

SECTION 5 - Termination - Non-attendance.

- (a) The membership of any active, senior active, or past service member except as provided in this by-law, who is absent from four consecutive regular weekly meetings of this club shall automatically terminate, unless such absence is made up as hereinafter provided, or he is excused by the Board for good and sufficient reason.

Any member absent from a regular meeting of this club may make up such absence by attendance at a regular meeting of any other Rotary club or a provisional Rotary club at any time between the usual time of the regular meeting of this club immediately preceding the day of absence and the usual time of the regular meeting of this club

immediately following the day of absence and be given full credit for attendance in this club for the regular meeting from which he was absent, provided notice of such attendance is given to this club by the secretary of the club visited or the member may make his own report, and provided, however, the member shall have put in at least 30 percent of his attendance during each half year at his home club unless exempted by the Board of Directors of the club for good reasons upon written request from the member concerned.

Any active, senior active, or past service member of this club absent from a regular meeting of this club who attends a regular meeting of a Rotaract club or provisional Rotaract club or Interact club or provisional Interact club at the direction of this club at any time between the usual time of the regular meeting of this club immediately preceding the day of absence and the usual time of the regular meeting of this club immediately following the day of absence, shall be given full credit for attendance in this club for the regular meeting from which he was absent, provided notice of such attendance is given to this club by the member.

In the event an active, senior active, or past service member of this club presents himself at the regular time and place of meeting of any other club for the purpose of attending the meeting of such club, and such club has omitted, postponed, or changed the time or place of its meeting for said week, then such member shall be credited with attendance by this club for the week for which he would be entitled to credit had such meeting been held at the regular time and place, provided notice of such circumstances is given to this club by the secretary of the club visited or the member may make his own report.

Any active, senior active, or past service member of this club who is serving as an officer of Rotary International, or a committeeman of Rotary International, or as a special representative of the district Governor, or who is in the employ of Rotary International absent from a regular meeting of this club on Rotary business shall be credited with attendance at such meeting missed while on such business, provided notice of such circumstances is given to this club by the member.

Any active, senior active, or past service member of this club absent from a regular meeting of this club while travelling with reasonable directness to or from a convention of Rotary International, a Council on Legislation, an international assembly, a Rotary Institute for past and

present officers of Rotary International, a Rotary Institute for present, past, and incoming officers of Rotary International, convened with the approval of the Board, the president acting for the Board of Rotary International, a Rotary regional conference, a Rotary International committee meeting, a Rotary district assembly, any district meeting held by direction of the Board of Directors of Rotary International, any district committee meeting held by direction of the district Governor, or a regularly announced intercity meeting of Rotary Clubs shall be credited with attendance at such regular meeting of this club, provided notice of such circumstances is given to this club by the member.

Any active, senior active, or past service member of this club absent from a regular meeting of this club who attends a convention of Rotary International, a Council on Legislation, an international assembly, a Rotary Institute for past and present officers of Rotary International, a Rotary Institute for present, past, and incoming officers of Rotary International, convened with the approval of the Board, the President acting for the Board of Rotary International, a Rotary regional conference, a Rotary International committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the Board of Directors of Rotary International, any district committee meeting held by direction of the district Governor, or a regularly announced intercity meeting of Rotary clubs, at any time between the usual time of the regular meeting of this club immediately preceding the day of absence and the usual time of the regular meeting of this club immediately following the day of absence shall be credited with attendance at such regular meeting of this club, provided notice of such attendance is given to this club by the member.

Any active, senior active, or past service member of this club absent from a regular meeting of this club who attends a convention of Rotary International, a Council on Legislation, an international assembly, a Rotary Institute for past and present officers of Rotary International, a Rotary Institute for present, past, and incoming officers of Rotary International, convened with the approval of the Board, the President acting for the Board of Rotary International, a Rotary regional conference, a Rotary International committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the Board of Directors of Rotary International, any district committee meeting held by direction of the district Governor, or a regularly announced intercity meeting of Rotary clubs, at any time between the usual time of the regular meeting of this club immediately preceding the day of absence and

the usual time of the regular meeting of this club immediately following the day of absence shall be credited with attendance at such regular meeting of this club, provided notice of such attendance is given to this club by the member.

Any Rotarian who is absent from his club meeting due to his being directly and actively engaged in a district-sponsored service project in a remote area where the opportunity of making-up his attendance is completely impossible shall be credited with attendance at such meeting.

- (b) The membership of any active, senior active, or past service member, except as hereinafter provided, whose percentage of attendance is less than sixty percent during the first or second six months of the club's fiscal year shall automatically terminate, unless he is excused by the Board for good and sufficient reason.
- (c) Any member who, because of protracted ill health or impairment, is physically unable to comply with the provisions of this section may, during the period of its continuance, upon application to the Board, be excused from complying with attendance requirements and his absence shall not be computed in the attendance record of the club.
- (d) Any senior active member who has been a member of one or more Rotary clubs for in the aggregate twenty years or more, and has reached the age of sixty-five years, or who has been a member of one or more Rotary clubs for in the aggregate fifteen years or more, and has reached the age of seventy years, may notify the secretary in writing of his desire to be excused from complying with attendance requirements. If approved by the Board, such member's absence shall not be computed in the attendance record of the club, but such member's attendance may be computed if he so desires.

#### SECTION 6 - Termination for Other Causes

- (a) The membership of any member who shall cease to have the qualifications for membership in this club may be terminated by the Board by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.
- (b) The membership of any member may be terminated by the Board, for a reason which the Board may deem to be sufficient, by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.

- (c) In either case (a) or (b) the member shall be given at least ten days' notice in writing of such pending action and an opportunity to submit to the Board a written answer. He shall also have the privilege of appearing before the Board to state his case. Service of such notice shall be made by personal delivery or by registered letter to his last known address.
- (d) In case of a decision to terminate membership the Secretary shall, within seven days after the date of the Board's decision, notify the member in writing of the decision of the Board. Such member may, within fourteen days after the date of such notice, give written notice to the Secretary of his intention either to appeal to the club or to arbitrate as provided in by-law 22 of these by-laws. In the event he appeals, the Board shall set a date for the hearing of the appeal at a special general meeting of the club, to be held within twenty-one days after the receipt of such written notice of appeal.

At least two weeks notice of such club meeting and its special business shall be given in writing to every member of the club, and only members of the club shall be permitted to be present when such appeal is considered at such meeting.

- (e) When the Board has terminated the membership of an active member as provided for in this section, the club shall not elect a new member under his former classification until the time for hearing the appeal, if any, has expired and the club's decision or the decision of the arbitrators has been announced.
- (f) The action of the Board shall be final if no appeal to the club is taken and no arbitration is requested. If an appeal is taken, the action of the club shall be final.

SECTION 7 - Resignation. The resignation of any member from this club shall be in writing (addressed to the President or Secretary) and shall be accepted by the Board, provided that all indebtedness of said member to the club has been paid.

SECTION 8 - Property Interest - Forfeiture of. Any person whose membership in this club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club.

SECTION 9 - Loss of Good Standing Status. A member of this club ceases to be a member in good standing when in the opinion of the Board, he ceases to support the object of Rotary, or when

he fails to meet the attendance requirements of the club, or when his annual dues become overdue, or when he otherwise neglects or fails to comply with the constitution and by-laws of the club.

BY-LAW 7: (LEAVE OF ABSENCE)

Upon written application to the Board of Directors, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

(NOTE: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless he attends a regular meeting of some other club within the specified time frame, the excused member must be recorded as absent except that absence authorized under the provisions of by-law 6, section 5 (c) or (d) of these by-laws is not computed in the club's attendance record.)

BY-LAW 8: (DIRECTORS AND OFFICERS)

SECTION 1 - The governing body of this club shall be a Board of Directors to be constituted as the by-laws of the club may provide.

SECTION 2 - Except as herein otherwise specifically provided the decision of the Board in all club matters shall be final, subject only to an appeal to the club. The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a Board of Appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the Board to the club. On such appeal, the decision appealed from shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the Board, a quorum being present, notice of such appeal having been given by the Secretary to all members of the club at least five days previous to such meeting.

SECTION 3 - The officers of this club shall be a president, one or more vice-presidents, all of whom shall be members of the Board, and a secretary, a treasurer, and a sergeant-at-arms, any or all of whom may or may not be members of the Board as the by-laws of the club shall provide.

SECTION 4 - Each officer shall be elected as provided in the by-laws of the club, and except as may otherwise be provided in relation to the president, shall take office on the first day of July immediately following his election and shall serve for the period of his election of until his successor shall have been elected and qualified.

Each officer and each director shall be an active (including additional active), senior active, or a past service member in good standing of this club.

BY-LAW 9: (ELECTION OF DIRECTORS AND OFFICERS AND BOARD OF DIRECTORS)

SECTION 1 - At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for vice-president-elect, secretary, treasurer and four members of the Board of Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for vice-president-elect, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The four candidates for director receiving a majority of the votes shall be declared elected as directors.

SECTION 2 - The officers and directors, so elected, together with the immediate past president shall constitute the Board of Directors. Within one week after their election, the Board of Directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

SECTION 3 - The vice-president-elect shall automatically become president on the first anniversary following commencement of his term as vice-president and the vice-president-elect shall, for a period of one year commencing on July 1st next following his election, fulfill the function of vice-president.

SECTION 4 - A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

SECTION 5 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.



SECTION 6 - The governing body of this club shall be the Board of Directors, consisting of nine members of this club, namely, four directors elected in accordance with By-law 9, Section 1 of these by-laws, at the first annual meeting of the club, the president elected in accordance with By-law 9, Section 1, the vice-president-elect, secretary and treasurer elected in accordance with By-law 9, Section 2 of these by-laws.

BY-LAW 10: (DUTIES OF OFFICERS AND EXECUTIVE SECRETARY)

SECTION 1 - President. It shall be the duty of the president to preside at meetings of the club and of the Board of Directors and to perform such other duties as ordinarily pertain to his office.

SECTION 2 - Vice-President. It shall be the duty of the vice-president to preside at meetings of the club and Board of Directors in the absence of the president and to perform such other duties as ordinarily pertain to his office.

SECTION 3 - Secretary or Executive Secretary. It shall be the duty of the secretary or executive secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership which shall be made to the secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the district Governor immediately following the last meeting of the month, and perform such other duties as ordinarily pertain to the office.

Notwithstanding what is set forth in the preceding paragraph of this section, the directors shall review the duties and responsibilities of the executive secretary in January of each year, shall make such adjustments thereto as they deem necessary, and shall maintain a current list of the duties and responsibilities at all times.

SECTION 4 - Treasurer. It shall be the duty of the treasurer or his nominee approved by the Board to have custody of all funds, accounting for same to the club at its annual meeting and at any other time upon demand by the Board of Directors and to perform such other duties as pertain to his office. Upon his retirement from office he shall turn over to his successor or to the president, all funds, books of accounts or any other club property in his possession.

SECTION 5 - Contracts and engagements on behalf of the club shall be signed by two officers of the club duly appointed by the Board of Directors and the seal of the club shall be affixed to such instruments as require the same.

BY-LAW 11: (MEETINGS)

SECTION 1 - This club shall meet regularly at 12:00 noon each Thursday in Delta, British Columbia, provided that, in an emergency, or for good cause, the Board of Directors may change the regular meeting of any week to any day during the period commencing with the day following the preceding regular meeting and extending to the day preceding the next regular meeting of the club or to a different hour of the regular day, or to a different place, or cancel the regular meeting of any week when it falls on a legal holiday, or because of the death of the club president or an epidemic or a disaster affecting the entire community.

SECTION 2 - A meeting of the members for the election of a president-designate and directors shall be held annually not later than the 31st day of December.

SECTION 3 - An annual general meeting of the members shall be held after the end of June and before the end of December in each year for the purpose of receiving the financial statement of the club, hearing the auditor's report, and for such other purposes as the Board of Directors may decide.

SECTION 4 - Special general meetings of the members may be called at any time by the Board of Directors, and the directors shall, on the written resolution of ten percent or more of the dues-paying members stating the object of the proposed meeting, call a special general meeting.

SECTION 5 - This club shall give not less than 14 days' notice of a general meeting of the society to its members entitled to receive notice of a general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

SECTION 6 - One-third of the dues-paying membership shall constitute a quorum at an annual election meeting, an annual general meeting, a special general meeting, or a regular weekly meeting of the club.

SECTION 7 - Regular meetings of the Board shall be held not less than once per month at such hour and day as the Board may decide. Special meetings of the Board may be called by the president whenever deemed necessary, or upon the request of two members of the Board, due notice having been given.

SECTION 8 - The directors may meet at any time without notice if all of the directors be present, or if those absent have signified their consent that such a meeting be held.

SECTION 9 - A majority of the Board of Directors shall be a quorum of the Board.

BY-LAW 12: (METHOD OF VOTING)

SECTION 1 - Except for the election of members as provided in By-law 4, and except as hereinafter otherwise provided, the business of the club shall be transacted by viva voce vote or by show of hands, except that, at the discretion of the Board of Directors, or at the request of not less than ten percent of the members made in writing at least three days before the meeting at which the business is to be voted upon, any vote shall be by ballot.

SECTION 2 - There shall be no proxy voting.

BY-LAW 13: (COMMITTEES)

SECTION 1 -

- (a) The president shall, subject to the approval of the Board, appoint the chairmen and members of the committees mentioned in By-law 14 and of any other committees necessary for the proper administration of the club.
- (b) The president shall appoint members of the Board to be a liaison between the various committees and the Board.
- (c) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

SECTION 2 - Each committee shall transact such business as is delegated to it in the by-laws and such additional business as may be referred to it by the president or the Board of Directors. Except where special authority is given by the Board of Directors, no committee shall commit the club to action or expenditure until a report has been made to the Board and approved by the Board.

BY-LAW 14: (DUTIES OF COMMITTEES)

SECTION 1 - The duties of the committees referred to in By-law 13 shall be as described in this by-law together with any additional duties assigned by the president.

SECTION 2 -

- (a) Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of community service.
- (b) International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the club and shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of international service.
- (c) Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the vocational service activities of the club and shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of vocational service.
- (d) Classification and Membership Evaluation Committee. This committee shall, from time to time as the Board requires, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, using the outline of classifications as a guide; shall review existing classifications represented in the club; shall counsel with the Board on all classification problems; shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report their decisions on all proposals to the Board.
- (e) Fellowship Committee. This committee shall promote acquaintance and friendship among the members and do such work in pursuance of the general object of the club as may be assigned by the president or the Board of Directors.
- (f) Membership Development Committee. This committee shall review continually the club roster of filled and unfilled

classifications as prepared by the classifications and membership evaluation committee; shall urge upon the members the importance of proposing names for the unfilled classifications; and shall itself take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications.

- (g) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club.
- (h) Public Information Committee. This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object and scope; and (2) to secure proper publicity for the club in particular.
- (i) Rotary Information Committee. This committee shall devise and carry into effect plans (1) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members; and (2) to give the members information about Rotary, its history, object, scope and activities.
- (j) Rotary International Foundation Committee. This committee shall encourage interest in the Rotary International Foundation and in its fellowships.

BY-LAW 15: (FINANCES)

SECTION 1 - The treasurer or nominee approved by the Board of Directors shall deposit all funds of the club in a bank named by the Board of Directors.

SECTION 2 - All bills shall be paid only by cheque signed by two officers duly appointed by the Board of Directors. Subject to the provisions of the Society Act, an audit may be made once each year of all the club's financial transactions.

SECTION 3 - Officers and employees having charge or control of funds shall give bonds as may be required by the Board of Directors for the safe custody of the funds of the club, cost of bond to be borne by the club.

SECTION 4 - The fiscal year of this club shall be from July 1st to June 30th.

SECTION 5 - The payment of per capita tax and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

SECTION 6 - Prior to the beginning of each fiscal year, the incoming Board of Directors 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 be publicized to the members and stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

BY-LAW 16: (BORROWING MONEY)

Subject to the provisions of the Society Act, the club may borrow monies only on the authority of a majority vote of the members present at a special general meeting of the club.

BY-LAW 17: (RESOLUTIONS AND SUBSCRIPTIONS)

SECTION 1 - No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a club meeting, shall be referred, without discussion, to the Board, which after having given consideration to the matter, shall submit its recommendations to the club. Having received the recommendations of the Board, the club may then proceed to take such action as may seem proper to the majority.

SECTION 2 - Any appeal to the club, or to its members as Rotarians, for charitable or other subscriptions, shall be handled in accordance with the procedure prescribed in Section 1 of this by-law.

BY-LAW 18: (BOOKS AND RECORDS)

SECTION 1 - The secretary or executive secretary shall prepare and keep the minutes of the proceedings of meetings of the club and of the directors, and shall prepare and keep other books and records of the club.

SECTION 2 - The books and records of the club may be inspected by the members at the club's office during all ordinary business hours.

BY-LAW 19: (COMMUNITY, NATIONAL AND INTERNATIONAL AFFAIRS)

SECTION 1 - The general welfare of the community, the nation and the world is a concern to the members of this club, and the merits of any public question involving such welfare shall

be proper subjects of fair and intelligent study and discussion before a club meeting for the enlightenment of its members in forming their individual opinion. However, this club shall not express an opinion on any pending controversial public measure.

SECTION 2 - This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

SECTION 3 -

- (a) This club shall neither adopt nor circulate resolutions or views, nor take corporate action, dealing with world affairs or international policies of a political nature.
- (b) This club shall not direct appeals to clubs, peoples or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

BY-LAW 20: (OFFICIAL PUBLICATION)

SECTION 1 - By acceptance of active, senior active or past service membership in this club, such member voluntarily becomes a subscriber to the official magazine of Rotary International. His subscription shall be handled in six-month periods and shall continue as long as he is a member of the club and to the end of any six-month period during which he may cease to be a member of the club.

SECTION 2 - The amount of the subscription shall be collected by the club from each member, semi-annually in advance, and shall be remitted to Rotary International.

BY-LAW 21: (ACCEPTANCE OF OBJECT AND COMPLIANCE WITH CONSTITUTION AND BY-LAWS)

A member by payment of his admission fee and dues thereby accepts the principles of Rotary as expressed in its object and submits himself to and agrees to comply with and be bound by the constitution and by-laws of this club, and on these conditions alone is entitled to the privileges of the club.

No member shall be absolved from the observance of the constitution and By-laws on the plea that he has not received a copy of them.

BY-LAW 22: (ARBITRATION)

Should any dispute arise between any member or members or a former member or members, and the club, or any officer or the Board of the club, relative to membership or to any alleged breach of the constitution or by-laws, or the expulsion of any member from the club, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary club may be appointed as umpire or as arbitrators. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the umpire, shall be final and binding on all parties.

BY-LAW 23: (CLUB ROSTER)

SECTION 1 - The Board of Directors shall cause to be compiled and maintained a roster of the names, organizations, addresses and lines of business or profession of all members of the club, and a copy thereof shall be issued to each member.

SECTION 2 - Members of the club shall report promptly to the secretary, changes in business, profession or employment, and changes of address and phone numbers.

SECTION 3 - The roster shall not be used for commercial purposes.

SECTION 4 - Under no circumstances shall the roster be given or loaned to anyone who is not a member of this club.

BY-LAW 24: (AMENDMENTS)

These by-laws may be amended at a special general meeting, a quorum being present, by a seventy-five percent vote of all members present, provided that notice of such proposed amendment shall have been given, in person or by mail, to each member at least two weeks before such meeting. No amendments or additions to these by-laws shall be made which are not in harmony with this club's constitution, with Rotary International's standard club constitution and with the constitution and by-laws of Rotary International.

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DATED at the Municipality of Delta, in the Province of British Columbia, this 12<sup>th</sup> day of April, A.D. 1984.

APPLICANTS FOR INCORPORATION

WITNESS: J. Buckley  
ADDRESS: J. WAYNE BUCKLEY  
BARRISTER & SOLICITOR  
9453 - 120th ST.  
OCCUPATION: DELTA, B. C.

W. Peronen  
WILLIAM PERONEN, Financial Consultant  
of 6597 Faber Crescent  
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Neil Inglis  
NEIL INGLIS, Principal,  
of 6693 Kent Crescent  
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Maurice Bouchard  
MAURICE BOUCHARD, Chartered Accountant  
of 6557 Sunshine Drive  
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Peter McCaskill  
PETER McCASKILL, Insurance Agent  
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David Cole  
DAVID COLE, Minister, of  
10922 - 79A Avenue  
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Excerpts from the "Constitution of Rotary International"  
and "By-laws of Rotary International"

The Council on Legislation in 1980 amended the "Standard Rotary Club Constitution" by deleting portions dealing with membership in a Rotary club. The portions deleted were made because they duplicated the same provisions as recorded in the "Constitution of Rotary International" and "By-laws of Rotary International." Those portions of these two documents, as they are applicable to the "Standard Rotary Club Constitution" are reprinted as follows:

CONSTITUTION OF ROTARY  
INTERNATIONAL

Article IV  
Membership

\*SECTION 3—*Composition of Clubs.*

(a) A Rotary club shall be composed of men with the qualifications herein-after provided and no club shall be qualified for membership in Rotary International unless the qualifications of its active members are as follows:

They are adult male persons of good character and good business or professional reputation, and

(1) engaged as proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession;

or

(2) holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession;

or

(3) acting as the local agent or branch representative of any worthy and recognized business or profession having charge of such agency or branch in an executive capacity;

and

personally and actively engaged in the respective businesses or professions in which they are classified in the club and having their places of business or residence located within the territorial limits of the club.

In the event an active member of a club ceases to have his place of business or residence within the territorial limits of the club, he may retain his membership in the club provided his new place of business or residence is located within the corporate limits of the city in which the club is located or within the territorial limits of an immediately adjoining club.

(b) There shall not be more than one active member in each classification of business or profession, excepting the religion, news media and diplomatic service classifications, and excepting the provision for additional active members as provided in the by-laws.

(c) The by-laws of Rotary International may provide for kinds of membership in addition to active membership in Rotary clubs to be designated as senior active, past service, and honorary membership and shall prescribe the qualifications for each.

BY-LAWS OF ROTARY  
INTERNATIONAL

Article III  
Membership in Clubs

\*SECTION 1—*Kinds.* A Rotary club shall have four kinds of membership, namely: active, senior active, past service and honorary.

\*SECTION 2—*Active.* A person possessing the qualifications set forth in Section 3 of Article IV of the Constitution of Rotary International may be elected to active membership in a Rotary club.

\*SECTION 3—*Additional Active Member.* (a) Any active member of a club may propose for and the club may elect to active membership one additional man who is actively engaged in the same classification of business or profession as that of the proposer, whose classification shall be the same as that of the proposer. The qualifications of such additional active member shall be the same as set forth in Section 3 of Article IV of the Constitution of Rotary International for active membership. Such additional active member is in all respects an active member except that he may not propose an additional active member under this paragraph, and the membership of an additional active member elected under the foregoing provisions of this section shall automatically terminate with the termination of the active membership of the proposer, or in the event the proposer becomes a senior active member.

(b) The club may, subject to the approval of the holder of the classification, elect to additional active membership in the club any former active member of a Rotary club whose place of business whereat he is actively engaged or whose residence is within the territorial limits of the club and who is otherwise qualified for membership provided:

(1) that there shall, in no case, be more than one additional active member elected under this paragraph of this section in respect of any one classification, and

(2) that any member so elected shall have terminated membership of his former club only because he ceased to be actively engaged within the territorial limits of that club in the classification of business or profession under which he was classified in that club, and

(3) that an additional active member elected under this paragraph of this

section shall cease to be a member when the classification becomes vacant, provided that when the classification is again filled, he may (without prejudice to the right of the holder of the classification to propose an additional active member under paragraph (a) of this section) then be re-elected.

SECTION 4—*Senior Active Membership.* (a) Any active member of a club or past service member whose combined active and past service membership in one or more clubs conforms with the service requirements as hereinafter set forth

(1) who has been a member of one or more clubs for a total of fifteen or more years,

or

(2) who is of the age of sixty or more after having been a member of one or more clubs for a total of ten or more years,

or

(3) who is of the age of sixty-five or more after having been a member of one or more clubs for a total of five or more years,

or

(4) who is a present or a past officer of Rotary International shall automatically and forthwith become a senior active member.

(b) Any club may, at its option, elect to senior active membership in the club any former member of any club who was a senior active member or was eligible to become a senior active member at the time he ceased to be a member of a club, provided such former member resides or whose place of business whereat he is actively engaged is within the territorial limits of the club or within the surrounding area.

(c) A senior active member shall have all the rights, privileges and responsibilities of an active member, except that

(1) he shall not be considered as representing any business or professional classification; and

(2) he shall not have the right to propose an additional active member under Section 2(a) hereof.

A club may admit to membership a qualified person in the classification of business or profession in which such senior active member may be engaged.

\*SECTION 5—*Past Service.* (a) A former active member of a club, whose active membership was terminated be-

cause of his retirement from active business or professional life, may be elected a past service member in the club in which he held active membership or in any other club provided that he has been an active member in one or more clubs for five or more years. Such former member may be elected to past service membership at the time of, or at any time after, the termination of his active membership, provided he has all the other qualifications of a past service member. If his retirement from business or professional life occurs after he has ceased to be a member of a club, he is not eligible to past service membership. A past service member shall be required to pay an admission fee unless he is elected a member of the club in which he has been an active member, in which case he shall not be required to pay a second admission fee. A past service member must reside and continue to reside within the territorial limits of the club in which he holds past service membership, or within the surrounding area, unless he is elected a past service member of the club in which he has been an active member in which case he may reside in the locality of the residence at the time he ceased to hold active membership.

(b) A past service member shall have all the rights, privileges and responsi-

bilities of an active member except that he shall not be considered as representing any business or professional classification nor may he become a senior active member (except as provided in Section 4 (a) of this Article), nor shall he have the right to propose an additional active member.

**SECTION 6—Dual Membership.** No person shall simultaneously hold active, senior active, or past service membership in more than one club.

**SECTION 7—Honorary Membership.** A male person who resides within or who has resided within the territorial limits of the club and who has distinguished himself by meritorious service in the furtherance of Rotary ideals there or elsewhere, may be elected to honorary membership in the club.

Honorary member shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the club; shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all the other privileges of the club. No honorary member of a club is entitled to any rights or privileges in any other club.

**\*SECTION 8—Religion, News Media and Diplomatic Service.** Representa-

tives of more than one religious denomination, representatives of more than one newspaper and/or other news media and diplomatic representatives of more than one government may be eligible to active membership under such classifications provided that such representatives otherwise possess the qualifications as set forth in the Constitution and these By-laws.

**SECTION 9—Public Office.** Persons elected or appointed to public office for a specified time only shall not be eligible to active membership in a club under the classification of such office. This shall not apply to persons holding a position or office in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary.

An active member in a club who is elected or appointed to public office for a specified period may during the period in which he holds such office continue as such active member in the club under the classification represented by him in the club immediately prior to such election or appointment.

**SECTION 10 — Rotary International Employment.** Any club may retain in its membership any member thereof who enters the employment of Rotary International, so long as he remains in such employment.