

4

SOCIETY ACT

CONSTITUTION

1. The name of the society is "ST. VARTAN ARMENIAN APOSTOLIC CHURCH OF BRITISH COLUMBIA."

2. The purposes of the society are:
 - (a) To establish, maintain, and conduct a church under the Supreme Ecclesiastical jurisdiction of the Catholicos-Patriarch of All Armenians, at Holy Etchmiadzin, and to carry on the doctrine of the Armenian Church of America;
 - (b) To operate as a charitable organization;

45. A Priest cannot officiate in any parish other than his own without the consent of the Parish Priest and the Parish Council of that Parish. In communities where there is no priest or a Parish Council, a clergyman may officiate with the consent or on the instruction of the Primate.

46. A Priest who is under the jurisdiction of this Diocese may leave this Diocese for another only when he has obtained permission from the Primate to do so.

47. When there is a vacancy in the priest's office, the Primate shall appoint a priest to take charge of the parish, with the agreement of the Parish Council.

48. Deacons, choirmasters, sacristans, and office workers may be appointed by the Parish Priest, with the consent of the Parish Council, and shall be subject to the authority of the Parish Priest, and may be discharged by the latter with the consent of the Parish Council.

DIOCESAN ASSEMBLY

49. The Diocesan Assembly is the representative body of the Parishes of the Diocese of the Armenian Church of America, and shall exercise supervision and control over all ecclesiastical-administrative bodies within the jurisdiction of the Diocese, and is under the Supreme Ecclesiastical jurisdiction of the Catholicos-Patriarch of All Armenians at Holy Etchmiadzin.

50. The Diocesan Assembly is a permanent body and shall consist of elected lay delegates, Parish Council chairmen, and all the priests and higher-ranking clergymen under the jurisdiction of the Diocese.

51. Delegates shall be elected for a four-year term, only by their respective parish. Each year the term of office of one-fourth of the lay delegates of the Diocesan Assembly shall expire. The respective parishes shall be instructed by the Primate and the Diocesan Council to hold new elections to fill vacancies.

52. When the Diocesan Assembly is newly formed, the Primate and the Diocesan Council shall divide the Parishes in the Diocese into four groups, so that each group shall comprise approximately one-fourth of the total number of lay delegates to the Diocesan Assembly, and they shall further designate the groups to comprise delegates who shall serve for one, two, three or four years respectively. As the term of office of the delegates of each group expires, their successors shall be elected for four years.

53. At various intervals, when deemed advisable, the Primate with the consent of the Diocesan Council, may regroup the Parishes in the Diocese in order to equalize as nearly as possible the number of lay delegates to be elected each year, notwithstanding the fact that by such regrouping the number of years of the term of office of some delegates to be newly elected may be reduced.

54. Parishes having one hundred eligible voting members or less, shall have one elected lay delegate in the Diocesan Assembly. Parishes having more than one hundred such members shall be entitled to one elected delegate for each of said one hundred members, or a fraction thereof, however, that such fraction shall be no less than twenty-five, provided further that no parish shall have more than seven elected delegates. The Parish Council chairman will be ex-officio delegate to the Diocesan Assembly with the same privileges and rights as elected delegates.

55. Each delegage shall have only one vote which is not transferable and must be cast in person. In the event of illness, death, or permanent absence of a delegate he shall be substituted or replaced as the case may be by the alternate having received the next highest number of votes short of election.

56. The election of a Diocesan Delegate is verified by the Primate and the Diocesan Council and is presented to the Diocesan Assembly for confirmation. The newly elected delegate shall present to the Diocesan Assembly a credential signed by the Parish Priest, or in the absence of a Parish Priest by the Chairman and Secretary of the Parish Council.

57. The Diocesan Assembly shall meet annually during the first weekend of May unless otherwise determined by the previous Diocesan Assembly.

58. Special sessions of the Diocesan Assembly may be called by the Primate and the Diocesan Council, or on written request of one-third of the delegates, or at the recommendation of His Holiness the Catholicos-Patriarch of All Armenians.

59. The Primate shall preside over the Diocesan Assembly. The Assembly shall elect its officers composed of chairmen and secretaries, in such numbers as it may deem necessary, to conduct the meetings. These shall hold office until the next Annual Assembly whereat their successors shall be elected. The Diocesan Assembly shall also elect the following standing committees: Nominating, Proposals and Budget. These committees shall serve a term of one year starting with the adjournment of the Assembly whereat they were elected and ending with the completion of the next Annual Assembly. The standing committees shall convene at least once before the Annual Assembly. The Assembly chairman may appoint such other committees as are necessary for the conduct of the Assembly.

60. Relations between the Diocesan Assembly and His Holiness the Catholicos-Patriarch of All Armenians shall be maintained through the Primate, and the Diocesan Council shall be informed thereof. The Primate shall forward to His Holiness a report on all the resolutions adopted by the Diocesan Assembly within one month from the date of their adoption.

61. The powers and the duties of the Diocesan Assembly shall be:

A. To adopt the agenda of its meeting with due regard

to the proposals made by the Diocesan Council and to the resolutions formally proposed by various parishes through their respective delegates.

B. To supervise the strict observance of the provisions of these By-Laws and to interpret them.

C. To elect delegates or representatives to take part in the National Church Assembly or other church assemblies or conferences as may be advisable or necessary.

D. To elect the Primate by secret ballot from a slate of three candidates to be submitted by the Diocesan Council. The Diocesan Assembly may add other names to the list by petition of at least twenty delegates submitted in writing to the Diocesan Assembly previous to the election session, and the election shall be held on the list of candidates so revised. If on the first ballot NO registered candidate receives a majority vote of all the delegates, a second ballot shall be conducted on the two candidates having received the highest number of votes. The candidate receiving the majority votes of all the registered delegates shall be declared elected, and upon the confirmation of His Holiness the Catholicos-Patriarch of All Armenians, he shall become the duly constituted Primate.

E. To elect by majority vote of the delegates present and voting the members of the Diocesan Council and of the Auditing Committee and their alternates and to remove any member thereof by majority vote of the delegates present and voting.

F. To elect by majority vote of the delegates present and voting the members of the Diocesan Board of Trustees, such elections being subject to approval and confirmation by His Holiness the Catholicos-Patriarch of All Armenians.

The Diocesan Assembly by majority vote of the delegates present and voting may suspend or remove from

office a member of the Diocesan Board of Trustees, provided such suspension or removal is in the first instance recommended by the majority vote of all the members of the Diocesan Board of Trustees.

G. To elect an Auditing Committee composed of three members and two alternates, for a one-year term, with the duty of examining the accounts of the Diocesan Council and Diocesan Board of Trustees as well as of bodies created by Diocesan authority, and to submit the results of their examination to the Diocesan Assembly.

H. To examine the accounts and financial statements and reports of the Diocesan Council, the Diocesan Board of Trustees, and of the other bodies created by Diocesan authority.

I. To examine, modify if necessary, and approve the annual budget of the Diocese prepared by the Diocesan Council.

J. To investigate complaints against the Primate, to hear his explanations thereon and act accordingly.

In the event that the Diocesan Assembly by a two-thirds vote of those present and voting find either justifiable cause to remove the Primate, or request his resignation from office, its decision shall be set forth in a report containing all the charges against him and his explanations thereon, duly signed by the chairman and secretary of the Diocesan Assembly, and shall be submitted to His Holiness the Catholicos-Patriarch of All Armenians for final determination.

K. To examine and adjudge complaints against the Diocesan Council, Diocesan Board of Trustees, and bodies created under Diocesan authority or individual members thereof.

L. To decide on the nature and assess the amount of regular Diocesan and Parish dues.

DIOCESAN COUNCIL

62. The Diocesan Council shall consist of nine members of whom four shall be clergymen and five shall be laymen elected by the Diocesan Assembly.

Two clergymen and two laymen for membership in the Diocesan Council in the first instance shall be elected for a term of two years and two clergymen and three laymen shall be elected for a term of four years. The term of office of their successors shall be for four years. At each election an alternate clergyman or an alternate layman shall be elected to fill, until the following Diocesan Assembly, any vacancy that may occur in the Council.

63. Voting members of any Parish within the jurisdiction of the Diocese of the Armenian Church of America are eligible to membership in the Diocesan Council.

64. The Diocesan Council shall meet at least once a month.

65. The powers and duties of the Diocesan Council shall be:

A. To supervise all the parochial institutions and organizations of the Diocese, and the activities of the officers thereof.

B. To examine and decide, jointly with the Primate, on matters relative to the establishment of churches, educational and charitable institutions, and organizations within the Diocese.

C. To give necessary instructions to Church and community organizations within the jurisdiction of the Diocese, in accordance with the provisions of these By-laws.

D. To confirm or reject the decisions and elections of Parish Assemblies and advise same of its decisions thereon.

E. To confirm or to dismiss the members of a Parish Council in accordance with the provisions of these By-Laws.

- F. To appoint, when deemed necessary, a Director for the supervision of educational institutions and schools of the Diocese, to fix his salary, supervise his work, and receive and examine his reports.
- G. To supervise the financial and educational activities of parish church schools (Armenian language and Sunday) and to examine the reports of their activities and accounts.
- H. To receive the annual reports of Parish Councils and to guide their activities.
- I. To examine disputes arising among church organizations or among school bodies and their officers; to examine complaints made by or against them, and to make the necessary decisions.
- J. To appoint committees for the examination of problems requiring detailed study or for the performance of specific duties.
- K. To appoint an auditor or auditors, whenever necessary, to examine the accounts of Diocesan and parochial organizations.
- L. To fix the amount of incidental dues to be paid by local Parish Councils and other church organizations or auxiliary bodies under its jurisdiction.
- M. To elect a Locum-Tenens for the Diocese when the office of the Primate has become vacant.
- N. To prepare a list of three candidates for the office of the Primate, to send the names of such candidates to the members of the Diocesan Assembly not less than 30 days prior to the date of the Assembly and subsequently to submit the names of such candidates to the Diocesan Assembly for election.
- O. To devise ways and means to increase the revenue of the Diocese and to submit proposals to that end to the Diocesan Assembly.

P. To be responsible for the economic administration of the Diocesan Office and to defray the expenses thereof within the limits of the budget adopted by the Diocesan Assembly.

Q. To submit every year a detailed report of its activities and financial status to the Diocesan Assembly.

R. To report annually through the office of the Primate the general activities of the Diocese to His Holiness the Catholicos-Patriarch of All Armenians.

S. To invite, jointly with the Primate, the delegates to the Diocesan Assembly, to prepare its agenda and to have it mailed to the delegates not less than thirty days in advance of the date set for the Assembly.

T. To have on file a detailed list of real properties owned or used by all parishes through the Diocese--such as church buildings, schools, libraries, and in general all real properties owned by educational, benevolent, youth and other organizations and institutions within the jurisdiction of the Diocese.

U. To decide the establishment, or examine and approve proposals for the establishment, of new church communities or parishes or various other church or community organizations.

V. To determine complaints against a Parish Assembly or a Parish Council in accordance with the provisions of these by-Laws.

W. To meet jointly with the Diocesan Board of Trustees and at such joint meetings, which shall be presided over by the Primate, and of which a quorum shall be formed by the presence of a majority of members of each group, decide by majority vote to sell, convey, lease, exchange, improve, alienate, mortgage or encumber real property belonging to this Diocese, and to construct and reconstruct thereon. Whenever one of the two bodies lack

quorum, decisions shall be rendered by two-thirds vote.

66. The Primate, and in his absence his Vicar, shall preside over the meetings of the Diocesan Council. In the event of the office of the Primate being vacant, the Locum-Tenens of the Diocese shall preside.

67. A majority of the members of the Diocesan Council shall constitute a quorum, provided the Primate or his Vicar presides. In case of a tie vote in the meetings of the Diocesan Council, the presiding officer shall cast the deciding vote.

68. In all matters pertaining to the discipline of the clergy, and in all religious and ritual matters, the decision of the Primate shall prevail.

69. In case of vacancy due to resignation, death, or absence from four consecutive meetings without a compelling reason, of a member of the Diocesan Council, the alternate elected at the same Diocesan Assembly where such member was elected, shall be invited to fill the vacancy and to serve until the next partial election of the Diocesan Council.

70. The sources of income of the Diocese are:

- A. Dues imposed by the Diocesan Assembly.
- B. Voluntary gifts and bequests.
- C. Revenue from personal and real properties of the Diocese excluding revenues derived from properties assigned and used for the benefit of parishes.
- D. Incidental incomes, donations, and special collections.
- E. Proceeds from functions sponsored by the Diocese.

DIOCESAN BOARD OF TRUSTEES

71. The Diocesan Board of Trustees shall consist of not less than nine and not more than eleven members elected from among the members in good standing of any church or parish in the Diocese. The members of the Diocesan Board of Trustees shall be elected by majority vote of the delegates present and voting at the Diocesan Assembly, but their election shall be subject to the approval and confirmation of His Holiness the Catholicos-Patriarch of All Armenians. Only those who have been voting members of a parish for at least five consecutive years shall

be eligible for election to the Diocesan Board of Trustees.

72. Each member of the Diocesan Board of Trustees shall serve as many years as there are members on the Board. Each year the term of office of one member shall terminate and his successor shall be elected from among three candidates whose names shall be submitted to the Diocesan Assembly by the remaining members of the Board and nominations may be made from the floor by majority vote. At the first election the term of office of each trustee shall be determined by the Diocesan Assembly.

73. In the case of a vacancy in the Diocesan Board of Trustees due to resignation, death, or continued absence of any member thereof, the following Diocesan Assembly shall elect, according to Article 71, a new member to serve the unexpired term of office.

74. All meetings of the Diocesan Board of Trustees and its joint meeting with the Diocesan Council shall be presided over by the Primate who shall be the President of the Board. A quorum of the joint meeting of the Diocesan Council and the Diocesan Board of Trustees shall be formed by the presence of the majority of the members of each group. Decisions shall be made by majority vote, or when a minimum of two-thirds of the members of one group are present then decisions shall be rendered by two-thirds vote.

75. The Diocesan Board of Trustees shall have the following powers and duties:

A. To exercise supervision and proprietary control over all the real property or property rights in real estate used as a place of worship or for any other purpose by a parish or an organization operating under the jurisdiction of the Diocese of the Armenian Church of America.

B. To hold title to real property and property rights in the name of the Diocese of the Armenian Church of

America and to retain possession of all deeds and other evidence of title to such property subject, however, to the rights and privileges of the respective parishes as contained in Article 95 of these By-Laws.

6(1)(f)
C. To sell, convey, lease, improve, exchange, alienate, mortgage or encumber real property belonging to the Diocese of the Armenian Church of America, in such a manner and upon such terms as may be determined by the majority vote of the Diocesan Council and Diocesan Board of Trustees assembled in a joint meeting presided over by the Primate, having regard to Articles 14K and 95 of these By-Laws.

D. The Diocesan Board of Trustees, by majority vote, may elect or remove from office any of its officers or committees and it may prescribe rules of procedure for the conduct of its activities.

76. The quorum of the Diocesan Board of Trustees shall be formed by the presence of the majority of the members of the Board.

THE PRIMATE (Arachnort)

77. The Primate of the Diocese shall be elected by secret ballot by the majority of the registered delegates at the Diocesan Assembly, and shall hold office according to Article 61-D for a term of four years.

78. The Primate-elect shall assume his duties immediately after his election has been confirmed by His Holiness Catholicos-Patriarch of All Armenians, or by the Locum-Tenens of the Holy See of Etchmiadzin.

79. All high ranking clergymen (Vardapets and Bishops) who recognize and accept the supreme authority of His Holiness the Catholicos-Patriarch of All Armenians and of the Supreme Spiritual Council may be candidates for the office of the Primate of the Diocese.

80. The Primate in his capacity as the President of the Diocesan Assembly, The Diocesan Council, and the Diocesan Board of Trustees and all Diocesan bodies, is the executive officer of said bodies. As the representative of His Holiness the Catholicos-Patriarch of All Armenians, the Primate shall maintain official relations with other churches, institutions, organizations, and with civil and political authorities.

81. In the event of a vacancy in the office of the Primate for any reason whatever, the Diocesan Council shall elect a Locum-Tenens from among the clergy of the Diocese. The Locum-Tenens shall preside over the Diocesan Council. A new Primate shall be elected in accordance with the provisions of Article 61-D at a special meeting of the Diocesan Assembly to be called within 90 days of the date of such vacancy.

82. The Locum-Tenens shall perform the duties of the Primate until a Primate is elected by the Diocesan Assembly and confirmed by His Holiness the Catholicos-Patriarch of All Armenians.

83. The Primate may appoint, in consultation with the Diocesan Council, a Vicar to direct the affairs of the Diocesan office in the absence of the Primate or to assist or represent him when necessary.

84. The Primate, in consultation with the Diocesan Council, may appoint a Suffragan when necessary, in any region of the Diocese to supervise the affairs of that region in the name and under the direction of the Primate and the Diocesan Council.

85. The Primate shall call, at least once a year, a Conference of the Clergy composed of all the clergymen and ordained deacons holding office within the Diocese, over which he shall preside. Such conference shall be held at the place where the Diocesan Assembly is held and shall immediately precede the Assembly. The Clergy conference may adopt its own rules of procedure.

86. The duties of the Primate shall be:
- A. To perform the duties of a spiritual leader of his Diocese in accordance with the dominical, apostolic and ecclesiastical teachings, statutes and canons, by exercising his hierarchical authority.
 - B. To exercise proper vigilance for the preservation and observance of the canons, rites and doctrines of the Armenian Church; to strengthen the spiritual life in the parishes; to promote good preaching in the churches of the Diocese and to make every effort for each Parish to have its own priest. To ensure the regular and proper performance of the rites of the Church; to investigate complaints against the clergy and make proper dispositions.
 - C. To visit periodically the churches and communities of the Diocese; to cultivate solidarity among the clergy by means of annual gatherings and by proper instructions; to devise special plans for providing means for the care of aged and needy clergymen and put such plans in effect in accordance with the decisions of the Diocesan Assembly.
 - D. To pay particular attention to the state of the clergy, the churches, the educational and benevolent institutions of the Diocese and to the proper care of church properties; to take the necessary measures in cases of urgency and subsequently to report to the Diocesan Council.
 - E. To be guided by the principles of these By-Laws and supervise the faithful execution thereof.
 - F. To examine and take proper measures, jointly with the executive bodies concerned, against any officers or organizations whose conduct goes contrary to the spirit, principles and provisions of these By-Laws.

G. To ordain clergymen with the consent of the Diocesan Council, and parish deacons upon the recommendation of the Parish Priest. To petition His Holiness the Catholicos-Patriarch of All Armenians for the grant of conferments and promotions to clergymen of merit, as well as to petition for an award, with the recommendation of the Diocesan Council, on behalf of persons who have performed extraordinary services in the Diocese.

The right of ordination of Deacons and Married Priests in the Diocese is reserved to the Primate of the Diocese, provided the Primate is a Bishop. The Primate may delegate his powers, when expedient, to another Bishop, in writing.

H. To give permission for the publication of religious books for use in the Diocese.

I. To perform such other duties as may pertain to his office, or are within his jurisdiction in accordance with the provisions of these By-Laws and the rules and canons of the Armenian Church.

J. To appoint members to the Diocesan Office Staff, with the consent of the Diocesan Council. Such officers are subject to the authority of the Primate and may be relieved from their duties by the Primate in consultation with the Diocesan Council.

K. To make appointments of clergy or changes of Parish Priests with the consent of the Diocesan Council.

L. To take care of the internal missionary work of the Diocese, organizing new parishes wherever possible. To create the necessary procedures for the religious education of members of the Armenian Church.

GENERAL PROVISIONS

87. Armenian churches within the Diocese of the Armenian Church of America constitute a spiritual and administrative

unity, the official name of which is the Armenian Church of America, and as such duly accepts and abides by the statutes and canons of the Armenian Holy Apostolic Orthodox Church, in all matters pertaining to creed, rites, order and discipline and remains subject to the supreme ecclesiastical authority of His Holiness the Catholicos-Patriarch of All Armenians, at Holy Etchmiadzin.

88. The Diocese of the Armenian Church of America conducts its affairs under the provisions of By-Laws approved by His Holiness the Catholicos-Patriarch of All Armenians.

89. These By-Laws may be amended at the annual, or a special, meeting of the Diocesan Assembly, provided the proposed amendments are sent in advance to the delegates and local Parish Councils at least two months before such meeting and shall take effect after majority vote of two consecutive Diocesan Assemblies and upon the confirmation by His Holiness the Catholicos-Patriarch of All Armenians.

90. The Diocese of the Armenian Church of America is governed, according to the traditional custom of the Armenian Church, by elected bodies or officers.

91. Only men and women who have completed their 25th year of age and are voting members in good standing of the Armenian Church, can become delegates to the Diocesan Assembly, members of the Diocesan Council or the Diocesan Board of Trustees.

92. Except in cases specifically provided herein, all meetings shall be considered regular when a quorum is formed.

93. Except in cases specifically provided herein, all elections are conducted by secret ballot.

94. Title to all real property located within the jurisdictional limits of the Diocese of the Armenian Church of America used by a church, parish, congregation acting under the jurisdiction of the Diocese of the Armenian Church, shall be vested in the Diocese of the Armenian Church of America.

95. Parishes and other organizations, created or recognized and confirmed by the Primate and the Diocesan Council and existing or operating under the jurisdiction thereof, shall have the unobstructed use of the church edifices or other buildings assigned to them for religious worship and for the needs and purposes of the parish or other organizations, within the scope of these By-Laws, provided, however, that such parish or other organizations shall receive all income or benefits derived from such edifices or buildings and shall bear and defray all expenses in connection with the maintenance thereof, and do all things necessary to keep the Diocese of the Armenian Church of America free of any claim or obligation in connection with the purchase, maintenance and operation of the said real property.

96. The purchase of real property or construction of a building or buildings by a Parish are made with the approval of the Primate and the Diocesan Council and title to such property shall be transferred and vested in the Diocese of the Armenian Church of America, wherever and whenever such transfer of title is not in violation of local ordinances and statutes and does not hinder the proper supervision and maintenance of such buildings and church edifices due to lack of proprietary rights.

97. The sale, conveyance, exchange, lease or mortgage of real property of which the title is vested in the Diocese of the Armenian Church of America, may be made only by the majority vote of the Diocesan Council presided over by the Primate. In all such decisions due regard shall be made to the provisions of Articles 14-K and 95.

98. Each church or parish may be incorporated in accordance with the laws of the state or country in which such church or parish is located provided such corporation functions subject to and in accordance with the provisions of these

By-Laws. And provided further that the instrument of such corporation is approved and confirmed in writing by the Primate and the Diocesan Council prior to the filing of the incorporation papers in compliance with the laws of respective states and countries.

99. Any Parish may adopt rules and regulations, subject to and in conformity with these By-Laws, for the conduct of its internal affairs, provided such rules and regulations are first approved by the Primate and the Diocesan Council.

100. Whenever the number of parishioners of an Armenian Church is so reduced as to render impossible or inadvisable the proper maintenance of the church and the buildings and other properties, the Diocesan Council and the Diocesan Board of Trustees in accordance with the provisions of Paragraph C of Article 75 of these By-Laws, shall make the necessary dispositions by selling or operating such properties or by assigning them for other appropriate purposes.

101. In the event of dissolution of the Diocese of the Armenian Church of America title to all real estate shall be vested in His Holiness the Catholicos-Patriarch of All Armenians at Holy Etchmiadzin, who shall have the sole right to determine the use and disposition of such properties as he deems best for the benefit of the Armenian Church wherever it may be.

Whenever the title to any property is vested in local organizations, as corporations or trusts, the By-Laws of such corporations and Trust Agreements shall contain similar provisions concerning the property rights of His Holiness the Catholicos-Patriarch of All Armenians.

DATED: May , 1981.

WITNESS(es) :

APPLICANTS FOR INCORPORATION:

Name: _____
Address: _____

Mr. Setrak Kalpakian
6090 N.W. Marine Drive
Vancouver, B.C. V6T 1A5

Name: _____
Address: _____

Mrs. Ophelia Bayliss
1715 Trimble Street
Vancouver, B.C. V6R 4J8

Name: _____
Address: _____

Mr. George Thomassian
#908 - 1246 Haro Street
Vancouver, B.C. V6E 1E7

Name: _____
Address: _____

Mr. Sarkiss Kucukgozen
170 Panorama Road
Lyons Bay, B.C. V0N 2E0

Name: _____
Address: _____

Mr. Jemil Kevranian
7820 Willowfield Drive
Richmond, B.C. V7C 4F7

Liability of members

5. A member of a society is not, in his individual capacity, liable for a debt or liability of the society.

1977-80-5.

Bylaw items

6. (1) The bylaws of a society incorporated under this Act shall contain provisions in respect of

- (a) admission of members, their rights and obligations and when they cease to be in good standing;
- (b) conditions under which membership ceases and the manner, if any, in which a member may be expelled;
- (c) procedure for calling general meetings;
- (d) rights of voting at general meetings, whether proxy voting is allowed, and if so, provisions for it;
- (e) appointment and removal of directors and officers and their duties, powers and remuneration, if any;
- (f) exercise of borrowing powers; and
- (g) preparation and custody of minutes of meetings of the society and directors.

(2) Subject to subsection (1) the bylaws of a society may be in the form of Schedule B or a modified form or another form altogether.

1977-80-6.

Voting

7. (1) A voting member of a society has only one vote.

(2) A society may have non-voting members but their number shall not exceed the number of voting members.

(3) The registrar may by order and on the terms and conditions he considers appropriate

- (a) allow a society or class of societies to adopt a system of delegate or indirect voting or voting by mail as described in the order; or
- (b) exempt a society or class of societies from the limitation on the number of non-voting members in subsection (2),

and an order made under this subsection may be made retroactive to March 27, 1961 or any date after that.

(4) Subject to the bylaws, a person under the age of 19 years

- (a) may be admitted as a member of a society;
- (b) may be appointed to an office in the society; and
- (c) is liable for the payment of a subscription as if he were of full age.

(5) Subject to the bylaws, a corporation admitted to membership in a society may be represented by a person authorized on behalf of the corporation.

1977-80-7.

No share capital

8. A society shall not have a capital divided into shares.

1977-80-8.

10

SCHEDULE B

SOCIETY ACT

BYLAWS OF
(Name of Society)

Part 1 — Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means the directors of the society for the time being;
 - (b) "Society Act" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 — Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
7. A person shall cease to be a member of the society
 - (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 12 consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) 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.

9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

10. General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12. The directors may, when they think fit, convene an extraordinary general meeting.

13. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

15. Special business is

(a) all business at an extraordinary general meeting except the adoption of rules of order; and

(b) all business transacted at an annual general meeting, except,

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the report of the directors;

(iv) the report of the auditor, if any;

(v) the election of directors;

(vi) the appointment of the auditor, if required; and

(vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

17. 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.

18. Subject to bylaw 19, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

19. If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or

(b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

20. (1) 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.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
(2) In case of an equality of votes the chairman 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.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
(2) Voting is by show of hands.
(3) Voting by proxy is not permitted.
23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
- (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the society.
(2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
26. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
(2) Separate elections shall be held for each office to be filled.
(3) An election may be by acclamation, otherwise it shall be by ballot.
(4) If no successor is elected the person previously elected or appointed continues to hold office.
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
30. 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

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
(3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.
(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and 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.

33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 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 be chairman of the meeting.

34. The members of a committee may meet and adjourn as they think proper.

35. 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 constituted, if a quorum of the directors is present.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) no notice of meeting of directors shall be sent to that director; and

(b) 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.

37. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman does not have a second or casting vote.

38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers

40. (1) The president shall preside at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

41. The vice president shall carry out the duties of the president during his absence.

42. The secretary shall

(a) conduct the correspondence of the society;

(b) issue notices of meetings of the society and directors;

(c) keep minutes of all meetings of the society and directors;

(d) have custody of all records and documents of the society except those required to be kept by the treasurer;

(e) have custody of the common seal of the society; and

(f) maintain the register of members.

43. The treasurer shall

(a) keep the financial records, including books of account, necessary to comply with the *Society Act*; and

(b) render financial statements to the directors, members and others when required.

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

(2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).

45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 — Seal

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47. 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 secretary treasurer.

Part 9 — Borrowing

48. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

49. No debenture shall be issued without the sanction of a special resolution.

50. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

51. This Part applies only where the society is required or has resolved to have an auditor.

52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

53. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

54. An auditor may be removed by ordinary resolution.

55. An auditor shall be promptly informed in writing of appointment or removal.

56. No director and no employee of the society shall be auditor.

57. The auditor may attend general meetings.

Part 11 — Notices to Members

58. A notice may be given to a member, either personally or by mail to him at his registered address.

59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

60. (1) Notice of a general meeting shall be given to

(a) every member shown on the register of members on the day notice is given; and

(b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of general meeting.

Part 12 — Bylaws

61. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

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

