

INDEX

CONSTITUTION AND BYLAWS

**NATIONAL ASSOCIATION OF TEACHERS OF SINGING-
VANCOUVER CHAPTER**

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**NATIONAL ASSOCIATION OF TEACHERS OF SINGING-
VANCOUVER CHAPTER**

CONSTITUTION

1. The name of the society is NATIONAL ASSOCIATION OF TEACHERS OF SINGING – VANCOUVER CHAPTER (the “Society”).
2. The purposes of the Society are:
 - a. to encourage a high standard of the vocal art;
 - b. to promote vocal education and research;
 - c. to provide public performances of the vocal art;
 - d. to promote the enrichment of the vocal art for members of the general public;
 - e. to enhance the appreciation of the vocal art by members of the general public;
 - f. to hold auditions for students of singing;
 - g. to encourage the professional advancement of students of singing;
 - h. to receive, hold and invest bequests, donations, endowments, gifts, funds, loans, properties, proceeds of trusts and other benefits and to administer and distribute donations, proceeds of endowments, gifts, funds, loans, properties, proceeds of trusts and other benefits and to establish and administer financial programs for the funding and support of activities of the Society;
 - i. to receive bequests, donations, endowments, gifts, funds, loans, properties, trusts and other benefits to hold, invest, administer and distribute the foregoing bequests, donations, endowments, gifts, funds, loans, properties, trusts and other benefits for the advancement of the purposes of the Society, for such other organizations as are “qualified donees” under the provisions of the Income Tax Act which are charitable at law and for such other purposes and activities as are authorized for registered charities under the provisions of the Income Tax Act; and
 - j. to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.

3. The Society may create such Funds and set the terms and conditions which shall govern such Funds as the Board of Directors, acting prudently, may determine. This provision is inalterable.
4. Unless specific written directions are given to the Society by a donor to the effect that a bequest, donation, endowment, gift, fund, loan, property, trust or other benefit shall not be included in a Consolidated Trust Fund, all assets in any named Fund or otherwise held by the Society may be combined in a Consolidated Trust Fund for the purpose of facilitating investment. This provision is inalterable.
5. Income from assets or the assets themselves of the Society may be assigned as security to a bank, trust company or other lender where, in the considered opinion of the Board of Directors acting prudently, such assignment is advantageous to the Society for the purpose of enabling the Society to continue to pursue its purposes. This provision is inalterable.
6. The activities of the Society shall be carried on without financial gain for its members and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society. This provision is inalterable.
7. Upon the winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be distributed to such charities, registered under the provision of the Income Tax Act, or such qualified donees allowed under the Income Tax Act which are charitable at law, as shall be designated by the Board of Directors, taking into account the will of the members of the Society. Any such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to qualified donees which are charitable at law or charities registered under the provisions of the Income Tax Act carrying on work of nature similar to the specific purposes of the Society. This provision is inalterable.

**NATIONAL ASSOCIATION OF TEACHERS OF SINGING-
VANCOUVER CHAPTER**

BYLAWS

PART 1 – INTERPRETATION

1. In these Bylaws, unless the subject or context is inconsistent therewith, the following words shall have the meaning hereby ascribed to them:
 - a. **“Board”** or **“the Directors”** means the Directors of the Society for the time being;
 - b. **“Income Tax Act”** means the Income Tax Act of Canada as from time to time enacted and all amendments thereto;
 - c. **“Members”** means the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members, and a **“Member”** means any one of them;
 - d. **“Ordinary Resolution”** means:
 - i. a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members present and entitled to vote at such meeting; or
 - ii. a resolution that has been submitted to the members and consented to in writing by not fewer than 75% of the members who would have been entitled to vote on the resolution in person or by proxy at a general meeting of the Society;
 - e. **“registered address”** of a Member or Director means the address of that person as recorded in the Register of Members or Register of Directors;
 - f. **“Registrar”** means the Registrar of Companies for the Province of British Columbia;
 - g. **“Society Act”** means the Society Act of the Province of British Columbia as from time to time enacted and all amendments thereto;
 - h. **“Special Resolution”** means:
 - i. a resolution passed at a general meeting of the Society by a majority of not fewer than 75% of the votes cast by those members present and entitled to vote at such a meeting; or

- ii. a resolution consented to in writing by every member who would have been entitled to vote in person or by proxy at a general meeting of the Society;
 - i. **“Voting Members”** means those members entitled to vote on all Society matters, namely, only Full Members and Emeritus Members.
2. Except where they conflict with the definitions contained in these Bylaws, the definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

PART 2 – MEMBERSHIP

3. All persons whose names are subscribed to the Constitution and Bylaws shall be Members of the Society. Other persons who indicate their agreement with all of the provisions of the Constitution and Bylaws may become Members of the Society, in the manner and subject to the provisions hereinafter set forth.
4. Persons who wish to become Members of the Society shall submit a verbal or written application for membership to the Board. Upon approval by the Board, such persons shall become Members upon payment of current dues and proof of membership in good standing of the National Association of Teachers of Singing, Inc. (NATS).
5. Chapter dues in an amount approved annually shall be paid by a Member. Chapter dues will be paid directly to NATS National during the renewal period as specified by NATS National, beginning Oct. 1 and continuing until Feb. 1. A grace period of one month beginning on Feb. 1 shall thereafter be extended to a Member. If a Member remains in default beyond the grace period, the Member shall forfeit all membership privileges until such time as current dues and late payment penalty have been paid, whereupon membership privileges shall be fully restored.
6. Membership in the Society shall consist of the four classifications described in publications of NATS from time to time:
- a. Full Membership;
 - b. Associate Membership;
 - c. Affiliate Membership; and
 - d. Emeritus Membership – while constituting a distinct classification as senior members having been Full Members in good standing for a period of time prescribed from time to time by NATS, Emeritus Members may hold office in the Society and may vote on all Society matters as though they were Full Members.

Membership guidelines describing qualifications, requirements, rights and opportunities for each of the four membership classifications shall be described in publications of NATS from time to time.

7. Members shall subscribe to and uphold the Code of Ethics described in publications of NATS from time to time and as appearing on the NATS National website.
8. Only Full Members and Emeritus Members may vote and hold office in the Society.
9. Any Member who desires to withdraw from membership in the Society may notify the Board in writing to that effect and upon receipt of such notice, that Member shall cease to be a Member.
10. In the event that an allegation is brought against a Member of the Society, that is, of violation of the Code of Ethics or Bylaws, or of conduct detrimental to the welfare and best interests of the Association, such allegation must be forwarded by written report either (1) by any three Full, Emeritus, or Associate Chapter Members in Good Standing or (2) by written report from a non-Member. Said report shall be submitted directly to the President, or President-Elect of the NATS National Association as established in the National Association of Teachers of Singing Bylaws, Article V, Section 5, Disciplinary Action, and appearing on the NATS website. The Chapter shall immediately terminate the membership of persons whose National Association membership has been terminated.
11. A person shall immediately cease to be a Member of the Society upon his or her death.
12. Any Member who has failed to pay current dues in accordance with these Bylaws, is not in good standing with NATS, resigns, withdraws or is expelled from the Society, shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society.
13. The membership of a person in the Society is not transferable.

PART 3 – MEETINGS OF MEMBERS

14. The Society shall hold a minimum of two general meetings in each calendar year, one of which shall be the annual general meeting. Meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Board shall decide.
15. Every meeting other than a general meeting is a special meeting.
16. When they think fit, the Directors may convene a special meeting.
17. Notice of a meeting shall specify the place, the day and the hour of the meeting.

18. The accidental omission to give notice of an annual general meeting, a general meeting or a special meeting to, or the non-receipt of notice by, any of the Voting Members entitled to receive notice does not invalidate proceedings at that meeting.
19. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation, and thereafter 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

20. Special business is:
 - a. all business at a special meeting except the adoption of rules of order, and
 - b. all business that is transacted at an annual general meeting, except:
 - i. the adoption of rules of order;
 - ii. 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. such other business, under these Bylaws or any governing statutes that 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.
21. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
22. 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.
23. A quorum at a general meeting or special meeting is 12 or more Voting Members then in good standing present at the meeting.
24. 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 Voting 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 Voting Members present constitute a quorum.

25. The President, the Vice President or in the absence of both, one of the other Directors present shall preside as the chairperson of a meeting.
26. 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.
27. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 21 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
28. A resolution proposed at a meeting must be seconded and the chairperson of a meeting may move or propose a resolution.
29. Any issue at a meeting which is not required by these Bylaws or the Society Act to be decided by a Special Resolution shall be decided by an Ordinary Resolution.
30. A Voting Member in good standing is entitled to one vote.
31. The chairperson of a general meeting may vote but, if he or she does so and the result is a tie, the chairperson shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
32. Voting shall be by show of hands or voice vote recorded by the Secretary of the meeting unless proxy votes are to be counted or the majority of the persons present and eligible to vote determine that a secret vote by written ballot is required.
33. Voting by proxy is permitted if the proxy has previously been appointed in writing by the Voting Member appointing the proxy. The proxy must be another Voting Member of the Society. No permanent proxy or proxy purporting to entitle a Voting Member to vote at other than one meeting and any adjournment of that meeting shall be permitted.

PART 5 – DIRECTORS

34. The Board may exercise all such powers and do all such acts and things as 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 Voting Members in general meeting, but subject, nevertheless, to the provisions of:
 - 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.
35. No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
 36. The assets and the affairs of the Society shall be managed by the Board.
 37. The number of Directors shall not be fewer than five and not greater than eleven, as may be determined from time to time by Ordinary Resolution'
 38. Elected Directors shall be elected by the Voting Members at a general meeting and shall take office commencing at the close of such meeting.
 39. Elections for Directors shall be held at the annual general meeting and the term of office of elected Directors shall be two (2) years. For purposes of calculating the duration of an elected Director's term of office, the term shall be deemed to commence at the close of the meeting at which such Director was elected. If, however, the Director was elected at a special general meeting, his or her term of office shall be deemed to have commenced at the close of the special general meeting and shall terminate at the next regularly scheduled elections for Directors.
 40. Elected Directors shall be elected from among the Voting Members. There is no restriction upon the number of consecutive terms for which a Director may be elected. A person may become a Voting Member and a Director at the same meeting.
 41. In elections where there are more candidates than vacant positions for elected Directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
 42. No Voting Member shall vote for more Directors than the number of vacant positions for elected Directors. Such ballots shall be void in their entirety.
 43. The persons whose names are listed in the List of First Directors filed with the Registrar at the time of incorporation shall be the first Directors whose term of office shall terminate at the close of the first annual general meeting of the Society.
 44. Each Director shall unreservedly subscribe to and support the purposes of the Society.
 45. Notwithstanding the foregoing bylaws, if a Director resigns his or her office or otherwise ceases to hold office during his or her term, the remaining Directors may appoint a person as a replacement Director to take the place of such Director until the next regularly scheduled elections for Directors.

46. No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.
47. The Voting Members may by Special Resolution and for good cause remove any Director from the office of Director.
48. A person shall immediately cease to be a Director of the Society:
 - a. upon expiry of his or her term, unless re-elected to a further term;
 - b. upon delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society;
 - c. upon his or her death; or
 - d. upon being removed by a Special Resolution.
49. A Director may be remunerated for services rendered in his or her capacity as a Director and as determined by an Ordinary Resolution and a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
50. The Board shall have the power to make expenditures and loans, whether or not secured, for the purpose of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society, for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending money to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prudently prescribe.
51. The Board shall take such steps as it deems necessary to enable the Society to solicit and receive bequests, donations, endowments, gifts, funds, loans, properties or trusts and other benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any proposed bequest, donation, endowment, gift, fund, loan, property, trust or other benefit.
52. In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may take any investments which in its opinion are prudent. Subject to the provisions of the Society Act, a Director shall not be liable for any loss which may result from any such investment.

PART 6 – PROCEEDINGS OF THE BOARD

53. A meeting of the Board may be held at any time and place determined by the Board, provided that three days' notice of such meeting shall be sent verbally or in writing to

each Director. No formal notice shall be necessary if all Directors were present at the preceding meeting when the time and place of the next meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.

54. The Board may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be three (3) Directors in office at the time when the meeting convenes.
55. The President shall be chairperson of all meetings of the Board unless at any meeting the President is not present within 15 minutes after the time appointed for the meeting to commence, or if the President requests that he or she not chair that meeting, the Vice President shall be the Chairperson, or, if the Vice President is not present, the Directors present may choose one of their number to be chairperson of that meeting.
56. A Director may at any time, and the Secretary on the request of a Director shall, convene a meeting of the Board.
57. For the purposes of the first meeting of the Board held immediately following the election of Directors, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly continued.
58. A resolution proposed at a meeting of the Board must be seconded and the chairperson of a meeting may move or propose a resolution.
59. A simple majority of votes cast at a meeting of the Board shall be required to pass a resolution.
60. The chairperson may vote but, if he or she does so vote and the result is a tie, the chairperson shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
61. Voting shall be by show of hands except as otherwise provided. At the request of any one Director, a secret vote by written ballot shall be required.
62. A resolution in writing, signed by all the Directors and deposited with the Secretary, is as valid and effective as a resolution passed at a meeting of the Board.
63. A Director who contemplates being or is temporarily absent from British Columbia may, whether by letter or electronic mail, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
 - a. no notice of meetings of the Board need be sent to that Director; and

- b. any and all meetings of the Board, notice of which has not been given to that Director shall, if a quorum is present, be valid and effective.

PART 7 – EXECUTIVE COMMITTEE

- 64. An Executive Committee from among the Directors shall be constituted upon the following provisions:
 - a. It shall consist of, firstly, the President, Vice President, Secretary, Treasurer, Membership Chairperson and Publicity Chairperson, all of whom shall be elected by Voting Members at an annual general meeting, and, secondly, such other Directors as the Board may appoint;
 - b. its members shall serve for two-year terms coinciding with the terms of Directors; and
 - c. it shall facilitate the activities of the Board by analyzing issues of the Society, preparing short term plans, preparing long term plans and making recommendations to the Board of Directors.

PART 8 – COMMITTEES

- 65. The Board may delegate any, but not all, of its powers to committees, as the Board deems fit.
- 66. A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 67. The members of a committee may meet and adjourn as they think proper and the meetings of committees shall be governed by the rules set out in Part 6 of these Bylaws governing the meetings of the Board.
- 68. The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a resolution of the Board. Unless specifically designed as a standing committee, any special committee so created must be created for a specified time period or the task for which it was appointed, after which it is dissolved.
- 69. The Board may create the following standing committees (and may create special committees as it deems fit);
 - a. Membership Committee;
 - b. Recitals Committee;
 - c. Publicity Committee;
 - d. Social Committee;

- e. Library Committee;
- f. Constitution and Bylaw Revision Committee;
- g. Workshop Committee;
- h. Auditions Committee.

PART 9 – DUTIES OF OFFICERS

70. At an annual general meeting, the Voting Members shall elect from among the Directors a President, Vice President, Secretary, Treasurer, Membership Chairperson and Publicity Chairperson, each of whom shall hold office for a period of two years after their election and shall be the elected members of the Executive Committee. The Board may appoint and remove such additional officers of the Society as it deems necessary and determine the duties, responsibilities, term and remuneration, if any, of additional officers.
71. The President shall:
- a. be responsible for chairing the general meetings of the Society, the meetings of the Board and the meetings of the Executive Committee;
 - b. exercise leadership in the work of the Society;
 - c. strive to ensure that the Constitution and Bylaws of the Society are followed;
 - d. serve as representative of the Society with outside agencies, the teaching profession and the general public; and
 - e. administer the policies adopted by the Membership.
72. Should a President or any other officer for any reason be unable to complete his or her term, the Board shall elect a replacement without delay. Such replacement officer shall serve until the next regularly scheduled elections for officers.
73. The Vice President shall carry out the duties of the President if the President is unable or unwilling to so act.
74. The Secretary shall be responsible for making the necessary arrangements for:
- a. the issuance of notices of meetings of the Society and Board;
 - b. the keeping of minutes of all meetings of the Society and the Board;
 - c. the custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - d. the custody of the common seal of the Society;

- e. the maintenance of the Register of members; and
 - f. the conduct of the correspondence of the Society.
75. The Treasurer shall be responsible for making the necessary arrangements for:
- a. the keeping of such financial records, including books of account, as are necessary to comply with the Society Act; and
 - b. the rendering of financial statements to the Directors, Members and others when required.
76. At the discretion of the Board, the offices of Secretary and Treasurer may be held by one person who shall then be known as the Secretary-Treasurer.
77. If the Secretary is absent from any meeting of the Society or the Board, the Directors present shall appoint another person to act as secretary at that meeting.
78. A Director may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than 75% if the Directors present.

PART 10 – SEAL

79. The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
80. The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two Directors.

PART 11 – BORROWING

81. In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it prudently decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
82. No debenture shall be issued without the authorization of a Special Resolution.
83. The Voting Members may restrict by Ordinary Resolution the borrowing powers of the Board.

PART 12 – AUDITOR

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

85. The first auditor shall be appointed by the Board, which shall also fill any vacancy occurring in the office of auditor.
86. At each annual general meeting thereafter the Society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next following annual general meeting.
87. An auditor may be removed by ordinary resolution.
88. An auditor shall be promptly informed in writing of appointment or removal.
89. No Director or employee of the Society shall be auditor.
90. The auditor may attend general meetings.

PART 13 – NOTICE

91. Notice of a general meeting or special meeting shall be given to:
 - a. every person shown on the Register of Members as a Voting Member on the day notice is given;
 - b. the auditor, if appointed, or required by the Society Act.

No other person is entitled to be given notice of a general or special meeting.

92. A notice may be given to a Voting Member or a Director by either personal delivery by hand, electronic mail or by first class mail posted to such person's registered address.
93. A notice sent by mail shall be deemed to have been given on the fourth day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of mailing and the deemed receipt of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by electronic mail shall be deemed to have been given on the day it was so delivered or sent.
94. If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 14 – MISCELLANEOUS

95. The books of accounts of the Society and minutes of meetings of Directors shall be open to inspection, at any reasonable time, upon the written demand of any Voting Member for a purpose reasonably related to his or her interest as a Voting Member. Such inspection may be made in person or by an agent and shall include the right to make extracts. Such written demand shall be made to the President or Secretary and allow reasonable notice.
96. Any meeting of the Society, or the Board, or of the Executive Committee or of any committee may also be held, or any Voting Member, or Director, or Executive Committee member or committee person may participate in any meeting of the Society, the Board, the Executive Committee or any committee, by conference call or similar communication equipment or device so long as all of the Voting Members, Directors, Executive Committee members or persons participating in the meeting can hear and respond to one another. All Voting Members, Directors, Executive Committee members or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, shall be entitled to vote by a voice vote recorded by the Secretary of such meeting.
97. The Society shall have the right to subscribe to, or become a member of or cooperate with any other foundation, society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.
98. Subject to an order of the Register pursuant to Section 38 of the Society Act stating that the Society is a "reporting society" as defined under the Society Act, the Society shall be deemed not to be a "reporting society".

PART 15 – INDEMNIFICATION

99. Subject to the provisions of the Society Act, each Officer, Director, employee or agent of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an Officer, Director, employee or agent of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an Officer, Director, employee or agent. "Derelict" shall mean grossly negligent, criminally negligent, or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
100. Subject to the provisions of the Society Act, the Board is authorized from time to time to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such Director or other person against loss by mortgage or other charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the Voting Members.

101. The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any general meeting of the Voting Members or at any special meeting of the Voting Members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Society Act or these bylaws) shall be as valid and as binding upon the Society and upon all the Members as though it had been approved, ratified and confirmed by every Voting Member of the Society.
102. Subject to the provisions of the Society Act, no Director or Officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other Director or Officer or employee of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or incorporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such Director or Officer.
103. The Society shall, to the full extent permitted by the Society Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a Director, Officer or agent of the Society and his or her heirs and legal representatives.
104. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
105. The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each Director and Officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities.
106. The failure of a Director or Officer of the Society to comply with the provisions of the Society Act or of the Constitution or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this Part 15.
107. The Society may purchase and maintain insurance for the benefit of any or all Directors, Officers, employees or agents against personal liability incurred by any such person as a Director, Officer, employee or agent.

PART 16 – CONSTITUTION AND BYLAWS

- 108. On being admitted to membership, each Member is entitled to and upon request the Society shall give him or her a copy of the Constitution and Bylaws of the Society.
- 109. These Bylaws shall not be altered or added to except by Special Resolution.

DATED August 7, 2015 at Vancouver, British Columbia

Elizabeth Brodevitch
Signature of Witness

PRESIDENT

Elizabeth Esther Brodevitch
Full name of Witness (print)

3650 E 47 Avenue
Resident address

Vancouver BC V5S 1E4

George Roberts
Signature of Witness

Treasurer

George Edward Roberts
Full name of Witness (print)

1075 Lillooet Road
Resident Address

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L.N. Koch
Signature of Witness

Secretary.

LEANNE N. KOCH
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311-630 Clarke Rd
Resident address

COQUITLAM BC V3J 3X8

Melanie J. Adams

Signature of Witness

Vice-President

Melanie J. Adams

Full name of Witness (print)

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Resident Address

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