

VICTORIA CANADA-CHINA FRIENDSHIP ASSOCIATION

CONSTITUTION

March 25th, 1983

1. The name of the society is:

VICTORIA CANADA-CHINA FRIENDSHIP ASSOCIATION

2. The purposes of the society are:

- a. To develop and further friendship and understanding between the Canadian peoples primarily in British Columbia and the People's Republic of China;
- b. To promote understanding of the new Chinese society, its institutions and objectives;
- c. To promote cultural, educational, athletic and other exchanges between Canada (and specifically Vancouver Island) and the People's Republic of China; and
- d. To raise funds to promote and develop the aims and objectives of the society.

BY-LAWS OF VICTORIA CANADA-CHINA FRIENDSHIP ASSOCIATION

Part 1 - Interpretation

1. a. In these by-laws, unless the context otherwise requires,
 - i. "directors" means the directors of the society for the time being;
 - ii. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it; and
 - iii. "registered address" of a member means his address as recorded in the register of members;
 - iv. "special resolution" means a resolution passed in a general meeting by a majority of not less than three-quarters of the votes of those members present being entitled to vote.
- b. The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
- c. Business meetings of the society shall be conducted according to Robert's "Rules of Order".

Part 2 - Membership

2. 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 by-laws and, in either case, have not ceased to be members.
3. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
4. Classes of membership are:
 - a. individual membership
 - b. family membership
 - c. honorary membership
 - d. student

5. Every member shall uphold the constitution and comply with these by-laws.
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 to the address of the society;
 - b. on his death, or
 - c. on being expelled, or
 - d. on having been a member not in good standing for 12 consecutive months.
8.
 - a. A member may be expelled by a special resolution of the members passed at a general meeting.
 - b. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - c. 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 and not less than twice a year.
11. The directors may, when they think fit, convene an extraordinary general meeting.
12.
 - a. 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, and shall be given at least one week in advance of the meeting.

- b. 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.
13. The annual meeting, which is a general meeting, shall be held each year not later than March 21st.

Part 4 - Proceedings at General Meetings

14. At the annual meeting business shall be conducted according to the following order:
- a. adoption of rules of order
 - b. adoption of minutes of previous general meeting
 - c. report of the directors
 - d. consideration of the financial statements and report of the auditor
 - e. election of directors; and
 - f. other business that, under these by-laws, 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.
15. At a general meeting, or an extraordinary general meeting, the order of business shall be as stated in the notice of meeting.
16. a. 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;
- b. 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;
 - c. A quorum is ten (10) members present.
17. If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting shall be terminated and stand adjourned for not more than 30 days to a day and a place agreed upon

by those present, 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. The president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
19. In case of an equality of votes, the chairperson 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 motion shall not pass.
20.
 - a. A member in good standing present at meeting of members is entitled to one vote;
 - b. Voting is by show of hands, unless a motion for voting by ballot is made and passed;
 - c. Voting by proxy is not permitted;
 - d. Each spouse of a family admitted under family membership shall be considered an individual member and entitled to one (1) vote.

Part 5 - Directors and Officers

21.
 - a. 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 by-laws or by statute or otherwise lawfully prohibited.
 - b. 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.
22.
 - a. The president, vice president, secretary, membership secretary, treasurer, the immediate past president, and one or more other persons shall be the directors of the society.
 - b. The number of directors shall be seven (7) or a greater number determined from time to time at a general meeting.
23.
 - a. The directors shall retire from office at each annual general meeting when their successors shall be elected.
 - b. Separate elections shall be held for each office to be filled.
 - c. An election may be by acclamation; otherwise it shall be by ballot.

- d. Notwithstanding section 28, if no successor is elected, the person previously elected or appointed continue to hold office.
- 24. a. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - b. 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.
- 25. a. 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.
 - b. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 26. 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.
- 27. 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.
- 28. The president shall not hold office for more than two successive years.
- 29. No person shall hold office as director who has been a member for less than four (4) months prior to the appointment.

Part 6 - Elections

- 30. The directors shall appoint a Nominating Committee to consist of not less than three members, and not more than five, at least one month prior to the annual meeting.
- 31. The Nominating Committee shall prepare a list of nominees for the respective offices of the directors, shall obtain the consent of all nominees, and shall present such report to the annual meeting at which time all directors and officers will be duly elected by majority vote.
- 32. Additional nominations may be made from the floor, provided the consent of the nominee has been obtained beforehand.

33. The term of office of all executive officers shall be for one year, but, subject to Section 28, they may stand for re-election if they so choose.

Part 7 - Proceedings of the Directors

34. a. 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.
- b. 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.
- c. The president shall chair 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 take the chair; but if neither is present the directors present may choose one of their number to chair that meeting.
- d. A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
35. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors, as they think fit.
36. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

Part 8 - Duties of Directors

37. a. The president shall preside at all meetings of the society and of the directors.
- b. The president is the chief executive officer of the society and shall supervise the other directors in the execution of their duties.
38. The vice president shall carry out the duties of the president during his absence.
39. 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 and the membership secretary.
40. The membership secretary shall maintain the register of members.
41. 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.
42. a. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

When a secretary treasurer holds office, the total number of directors shall not be less than six (6), or the greater number that may have been determined pursuant to Section 22 (b).

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

Part 9 - Finances

44. All monies of this society shall be paid to the treasurer, such as:
- a. Membership fees;
 - b. Unsolicited contributions received for some specific work of the society;
 - c. Funds raised in special activities of the society approved by the executive.
45. Out of its monies the society shall pay all its expenses of management and administration, provided these expenses have been approved by the directors.
46. No member shall solicit contributions except under the direction and with the approval of the directors.

47. All expenditures made by directors, members and committees of the society shall be supported by voucher and shall be paid by cheque to the treasurer.
48. The signing officers shall be any two of the following:

President or vice president
AND
Treasurer or secretary.
49. Any individual expenditure exceeding FIVE HUNDRED DOLLARS (500) shall have prior approval by the membership at a general meeting, or an annual meeting.
50. The society shall not borrow monies except as provided under Section 35 of the Society Act.
51. Funds of the society, except for a reasonable working capital, shall be kept in interest bearing deposits, but not in common stocks and bonds.
52. At the end of each calendar year, the treasurer shall close the records of income and expenditures.
53. After closing of the financial records at the end of the calendar year, and prior to the annual meeting, the directors shall appoint a person, who is not affiliated with the society and is knowledgeable of accounting procedures, to audit the financial records of the society.
54. The auditor's report and a financial statement by the treasurer shall be presented at the annual general meeting.

Part 10 - Dissolution

55. On resolution to that effect passed at a general meeting, or an extraordinary general meeting, or if membership in good standing is ten (10) or less, or if not sufficient nominees to form a board of directors can be found, the society shall be dissolved.

Part 11 -Disposal of Assets

56. On dissolution of the society, its financial assets, after payment of all debts, shall be held in trust for two (2) year, and if within two years from the date of dissolution, the society is not reconstituted, the assets shall be transferred to the Federation of Canada-China Friendship Associations; and if at that date the

Federation of Canada-China Friendship Associations no longer exists, the assets shall be placed in a scholarship fund at the University of Victoria for the support of undergraduate and graduate students in sinology.

57. Assets in kind or gifts shall be disposed of as determined by the general meeting deciding on dissolution of the society.

Part 12 - 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 third 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.
 - a. Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.
 - b. No other person is entitled to receive a notice of general meeting.
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 by-laws of the society.
62. These by-laws shall not be altered or added to except by special resolution.
