

FORM 3

SOCIETY ACT

CONSTITUTION

1 The name of the society is

“B. C. ROMANIAN COMMUNITY CENTER”

The society may be referred to as “The Romanian Center” or “The Center”.

2 The purposes of the society are

- To preserve, enhance, and promote the cultural and spiritual heritage of the members of the Romanian-Canadian community in British Columbia and to pass them to the younger generations
- To provide means through which members of the Romanian-Canadian community may coordinate their efforts of integration, enhancement and development in the Canadian system and society.
- To stimulate intra-community dialog and friendship, and act actively for the Romanian-Canadian community’s accomplishment in artistic, cultural, scientific, and economic fields
- To stimulate inter-community dialog and multicultural contacts within the Canadian society
- To stimulate closer liaison and encourage closer cooperation between specific groups, associations, organizations with similar status and purpose.

3 On the winding up or dissolution of the society, funds or assets remaining after all debts have been paid shall be transferred to a charitable institution with purposes similar to this society, or, if this cannot be done, to another charitable institution recognized by Canadian Customs and Revenue Agency as qualified under the provisions of the Income Tax Act of Canada.

4 The purpose of the society shall be carried out without personal gain for its members, and any profits or other accretions shall be used for promoting its purpose.

5 Paragraphs 3, 4 and 5 of this constitution are unalterable in accordance with the *Society Act*.

SOCIETY ACT

Bylaws of B. C. Romanian Community Center

Part 1 — Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - "directors" means the directors of the society for the time being;
 - "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
 - "registered address" of a member means the member's address as recorded in the register of members;
 - "member" means any person who uphold the constitution of the society and comply to its by-laws.(2) The definitions in the *Society Act* on the date these by-laws become effective apply to these by-laws.
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 become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. (1) A person may apply to the directors for membership in the society and on acceptance by the directors shall become a member of the society.
(2) Any person may participate to all Center's activities and contribute to the society with any amount of donations but, without applying for membership in the society and being accepted as a member, cannot vote or hold office in society.
5. (1) Every member shall uphold the constitution and comply with these by-laws.
(2) Every member shall uphold the Canadian constitution, the Province of British Columbia by-laws and regulations and comply with those.
(3) Every member shall respect his peers and fellows in the Romanian community and consider to be in the service of this community.
(4) Every member shall be entitled to attend any meeting of the society, vote at any meeting of the society and hold any office in the society.
(5) Proxy voting is accepted under the provisions of these by-laws.
(6) The membership in the society shall not be transferable.
6. The amount of the first annual membership dues, if any, must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

7.
 - (1) A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society, or
 - (b) on his or her death, or
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months, or
 - (e) when the member no longer qualifies for membership in accordance with these by-laws.
 - (2) A member may be expelled by a resolution of the directors passed at a Board of Directors' meeting.
 - (3) The notice of resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (4) The person who is subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Board's meeting before the resolution is put to a vote.
 - (5) The person whose membership has been expelled by the resolution of the Board of Directors may contest the resolution and apply to be heard at the general meeting of the members. After the person has been heard at the general meeting, the members' resolution of expelling is final.
 - (6) Until the general meeting decides otherwise, the member is considered to be expelled.
8. All members are in good standing except a member who failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

9. General meeting of the society shall be held at such time and place, in accordance with the Society Act, as the directors decide, and shall be held as often as the business of the society requires.
10. Every general meeting other than an annual general meeting, is an extraordinary general meeting.
11. (1) Fourteen days' notice at least of every annual general meeting and of every general meeting at which an special resolution is to be proposed shall be given to every member, and, in the case of any other general meeting, 14 days notice at the

least, or such longer notice as is prescribed by the rules, shall be given to every member.

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

(3) All members of the society will be advised of the meanings where notices for general meetings and annual general meetings will be posted (society's magazine and web site, others decided by special resolution).

(4) 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.

12. The first annual general meeting of the society shall be held not more than 12 month after the date of incorporation and after that the annual general meeting shall be held within 3 months of the end of each fiscal year.

Part 4 — Proceedings at General Meetings

13. Special business is

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

(b) all business conducted at an annual general meeting, except the following:

- (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;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required;
- (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

14. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 55 percent of members present or a greater number that the members may determine at a general meeting, but the number shall not be less than 10 members.

15. 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, must be terminated, but in any other case, it must 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.

16. Subject to bylaw 17, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
17. 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 the chair,the members present must choose one of their number to be the chair.
18.
 - (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must 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 conducted at an adjourned general meeting.
19.
 - (1) A resolution proposed at a meeting need to be seconded before the chair of a meeting may move or propose a resolution.
 - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
20.
 - (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of voting cards, unless the members decide otherwise.
 - (3) Permanent proxies entitling a member to vote at other than one meeting or an adjournment are invalid.
 - (4) Permitted proxies may be given in writing only to members in good standing in the society.
 - (5) No member is entitled to vote more than 3 proxies.
 - (6) Except as provided in this section, proxy voting is prohibited.

Part 5 — Directors and Officers

21. The society shall keep at its registered office a register containing the names, addresses and occupations of its directors or managers, showing the dates on which they respectively commenced and ceased to act.

22. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- (3) The Board of Directors shall, subject to the by-laws or directions given by majority vote at any general meeting properly called and constituted, have full control and management of the affairs of the society.
- (4) The directors may exercise individual authority only as bestowed upon them by the Board of Directors
23. (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting, but not more than 12.
- (3) The officers of the society shall be the president, vice-president, treasurer, and secretary. The offices of treasurer and secretary may be combined.
- (4) The directors shall elect one of their number to be president of the society, and shall elect from their number a vice-president, secretary, and treasurer.
24. (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by show of voting cards, otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- (5) The directors of the society shall be elected or appointed from members of the society in good standing in accordance with the *Society Act*.
- (6) The elected directors shall held office for a one-year period and be elected for a second and third term, but not more than three terms. After one year out of office, a member who previously held three one-year terms office may be elected again for three or more terms, as decided by the general meeting.
- 25 (1) The directors may at any time and from time to time appoint a member in good standing as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- (3) The office held as 'appointed director' prior to re-election shall be considered as a full one-year term.

26. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
27. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
28. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 — Proceedings of Directors

29. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
(3) The president is the chair 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 must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
30. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit, or may delegate to committees consisting of other persons as they see fit.
(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
31. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
32. The members of a committee may meet and adjourn as they think proper.
33. 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.

34. 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, e-mail, 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) a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.
35. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
(2) In the case of a tie vote, the chair shall have a second or casting vote.
36. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
37. 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

38. (1) The president presides at all meetings of the society and of the directors.
(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
(3) The president shall be *ex-officio* a member of all committees.
39. The vice president must carry out the duties of the president during the president's absence.
40. The secretary must do the following:
 - (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;
 - (f) maintain the register of members;

(g) keep an updated record of all the members of the Romanian community in British Columbia as a mailing list where all the activities of the Center to be advertised;

(h) perform any other duties as the members decide.

41. (1) The treasurer shall
- (a) receive all monies paid to the society, and
 - (b) deposit all monies paid to the society into whatever bank the board may order, and
 - (c) keep the financial records, including books of account, necessary to comply with the Society Act, and
 - (d) render financial statements to the director, members, and others when required, and
 - (e) prepare for submission to the annual meeting a statement of the financial position of the society, and
 - (f) perform any other duties as the members decide.
- (2) The treasurer shall receive and deposit all the monies paid to the society in the presence of at least another director or member in good standing.
42. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or greater than 12.
43. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Disputes

44. (1) Any disputes arising out of the affairs of the Society, between a member, or any other person aggrieved who has for not more than 6 months ceased to be a member, or any person claiming through a member or person aggrieved, or claiming under the rules, and the Society or a director, shall be referred to a committee of 3 members of the Society.
- (2) The president and the member or other person aggrieved shall each nominate one member, and the third shall be chosen by the 2 nominated.
- (3) The decision of the committee may be binding on all parties or may be enforced on application to Supreme Court.

Part 9 — Seal

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

46. The common seal shall be affixed only when authorized by a resolution of the directors and than 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.
47. Any official document of the society shall be approved only by persons authorized by special resolution of the directors, or, if no persons are prescribed, by the president and the secretary or the president and the secretary treasurer.

Part 10 — 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 that power, by the issue of debentures.
49. (1) No debenture shall be issued without the sanction of a special resolution.
(2) No debenture shall be issued for a period exceeding one year from the date the resolution is passed.
(3) The debenture may be re-issued for a new period in accordance with the *Society Act*.”
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 11 — Auditor

51. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
52. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
53. An auditor may be removed by ordinary resolution.
54. An auditor must be promptly informed in writing of the auditor's appointment or removal.
55. A director or employee of the society must not be its auditor.
56. The auditor may attend general meetings.

Part 12 — Notices to Members

- 57. A notice may be given to a member, either personally, by mail, fax, or by e-mail to the member at the member's registered address.
- 58. (1) Notice of a general meeting must be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor.(2) No other person is entitled to receive a notice of a general meeting.

Part 13 — Bylaws

- 59. (1) The by-laws of the B. C. Romanian Community Center incorporated under this act 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 cease and the manner, if any, in which a member may be expelled;
 - (c) procedures for calling general meetings;
 - (d) right 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) On being admitted to membership, each member is entitled to and the society shall give the member, without charge, a copy of the constitution and by-laws of the society.

60. These bylaws must not be altered or added to except by special resolution.

Dated April 5, 2001

WITNESSES TO ALL

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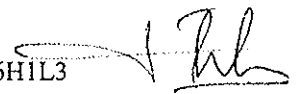
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APPLICANTS FOR INCORPORATION

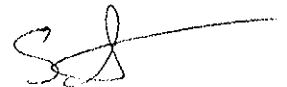
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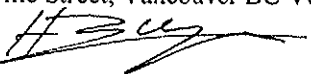


Dated April 5, 2001

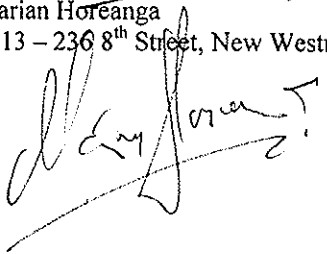
WITNESSES TO ALL

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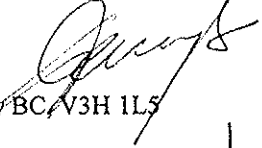
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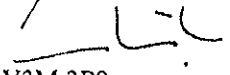
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