

Bylaws of Vancouver Finlandia Club (the “Society”)

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Constitution**” means the Constitution of the Society;

“**Special Resolution**” means a resolution passed at a general meeting by at least $\frac{3}{4}$ of the votes cast by the voting members, whether cast in person or by proxy.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Conditions of membership

2.1 Membership to the Society shall be open to all persons who wish to further the objectives of the Society, and who are ready and willing to function for good of the Society. There are two classes of members:

- (a) Annual Members: Those persons who pay the membership fee as determined under these Bylaws shall be deemed to be members in good standing.
- (b) Lifetime Members: Those persons who pay the lifetime membership fee as determined under these Bylaws shall be deemed to be members in good standing.

Duties of members

2.2 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

Amount of membership fees

2.3 The amount of the membership fees must be determined by the members at the annual general meeting.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's membership fees, and the member is not in good standing for so long as those fees remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

- (a) may not vote at a general meeting; and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Suspension of member

2.6 The Board has the right to recommend to the membership the suspension of any member from the Society on the grounds that, in the opinion of the Board, the member is guilty of willfully infringing the Bylaws or other rules of the Society or any of the Society's directions, or is guilty of conduct prejudicial to the aims and objects of the Society. Such member shall be informed of the proposed suspension and its reasons in writing not less than two (2) weeks prior to the meeting of members where the proposed suspension is considered with an opportunity to make representations to the Society orally or in writing before or at such meeting of members. Suspension requires Special Resolution.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time of general meeting

3.1 An annual general meeting must be held on or before March 15.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.4 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president;
 - (ii) the vice-president, if the president is unable to preside as the chair; or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Quorum required

- 3.5 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.6 The quorum for the transaction of business at a general meeting is 10 voting members.

Lack of quorum at commencement of meeting

- 3.7 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.8 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.9 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.10 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.11 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting;
- (b) elect an individual to act as a secretary for the purpose of recording the general meeting;
- (c) determine that there is a quorum;
- (d) approve the agenda;
- (e) approve the minutes from the last general meeting;
- (f) elect two verifiers of the meeting minutes who are to verify the minutes within 30 days of the meeting;
- (g) deal with unfinished business from the last general meeting;
- (h) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
 - (iii) receive any committee reports of committees' activities and decisions since the previous annual general meeting;
 - (iv) elect or appoint the following directors, on the basis of a recommendation made by a nominating committee appointed by the Board or as nominated at the annual general meeting:
 - President (whose office shall not exceed three consecutive years)
 - Vice-president
 - Secretary
 - Membership secretary
 - Treasurer
 - Minimum of three directors. If the President's term has expired, that individual shall be one of these directors
 - (v) appoint a person to conduct a financial review of the Society's affairs until the close of the next annual meeting, on the basis of a recommendation made by a nominating committee appointed by the Board;
 - (vi) confirm the representatives of the committees and sub-clubs of the Society for the Board meetings;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

- 3.12** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.13** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting permitted

- 3.14** Voting by a written and signed proxy is permitted. Each voting member may hold no more than three proxies.

Borrowing authority

- 3.15** Any borrowing by the Society must be decided by Special Resolution.

Matters decided at general meeting by ordinary resolution

- 3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Persons qualified to be directors

- 4.1** All directors must be members of the Society.

Directors may fill casual vacancy on Board

- 4.2** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.3** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5** The quorum for the transaction of business at a directors' meeting is six directors including the president or the vice-president.

Decisions

- 5.6** Decisions by the Board are by simple majority unless otherwise required by the Constitution, the Bylaws or law.

PART 6 – BOARD POSITIONS

Directors at large

- 6.1** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

- 6.2** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

- 6.3** The president has a right to be a member or attend the meetings of all committees and sub-groups of the Society.

Role of vice-president

- 6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of membership secretary

6.7 The membership secretary is responsible for keeping a record of members and collecting membership fees.

Role of treasurer

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes;
- (e) reporting to the Board on the financial standing of the Society.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society, including signing of cheques and other orders for payment of money, must be signed on behalf of the Society by any two of the president, the vice-president, the secretary or the treasurer.

PART 8 – COMMITTEES AND SUB-GROUPS

8.1 Any committees and other sub-groups of the Society are subject to the Board, which determines the jurisdiction, powers and responsibilities of such committees and sub-groups.

PART 9 – PROVISIONS FROM THE SOCIETY’S PRE-TRANSITION CONSTITUTION

- 9.1** This is a non-profit, non-religious and non-political organization. The Society shall not enter into discussion or activity of religious or political nature. This provision was previously unalterable.
- 9.2** The operations of the Society are to be carried on in the Province of British Columbia, chiefly in the City of Burnaby.
- 9.3** Should the membership of the Society decrease to less than six members, the Society shall be wound up or dissolved. This provision was previously unalterable.
- 9.4** Amendments and changes to the Constitution, as well as a decision to wind up or dissolve the Society shall have a two-thirds majority of the members present at two consecutive general meetings, with an interval of at least one week between the said meetings. This provision was previously unalterable.