


CAROL PREST

PROVINCE OF BRITISH COLUMBIA

FORM 3

SCHEDULE B

SOCIETY ACT

BY-LAWS OF THE

SIMON FRASER UNIVERSITY PIPE BAND SOCIETY

1. Part 1 -- Interpretation

- 1.1 (1) In these by-laws, unless the context otherwise requires
- (a) "directors" means the directors of the Society for the time being;
 - (b) "*Society Act*" means the Society Act of the Province of British Columbia and all amendments to it.
 - (c) "registered address" of a member means his address as recorded in the register of members.
 - (d) "membership" means members meeting in a general, annual, special or extraordinary meeting of the Society duly called.
- (2) The definitions in the *Society Act* on the date these by-laws become effective apply to these by-laws.
- (3) If concurrent powers are given to the Membership and the Directors under these By-laws, the powers of the Membership shall be paramount in case of conflict in exercise of such powers.
- 1.2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

2. Part 2 -- Membership

- 2.1 The members of the Society are as defined in Table 1.
- 2.2 No member of the Society shall be a member of another competing pipe band or competing pipe band society within the geographical sanctioning jurisdiction of the British Columbia Pipers' Association except where the member is a registered

pipng or drumming instructor of one of the Society's junior bands or of one of the competing pipe band society's junior bands.

- 2.3 The fiscal year of the Society shall begin on October 1 and end on September 30.
- 2.4 Every member shall uphold the Constitution and comply with these By-laws.
- 2.5 The amount of annual membership dues shall be determined by the directors annually before each annual general meeting, and shall be presented to the members at each annual general meeting of the Society.
- 2.6 A person shall cease to be a member of the Society
 - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, 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) by failing to pay a membership fee when due.
- 2.7 A member may be expelled by a special resolution of the members passed at a general meeting.
 - (1) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (2) 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.
 - (3) At such a meeting, any other member has the right to be heard.
- 2.8 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.

3. Part 3 -- Meetings of Members

- 3.1 General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, whenever they think fit, convene an extraordinary general meeting.
- 3.4
 - (1) Notice of a general meeting shall specify the place, the day and the hour of meeting and in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or in the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.5 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.

4. Part 4 -- Proceedings at General Meetings

- 4.1 Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business that is transacted at an annual general meeting, except,
 - (1) the adoption of rules of order,
 - (2) the consideration of the financial statements,
 - (3) the report of the directors,
 - (4) the report of the auditor, if any,
 - (5) the election of directors,
 - (6) the appointment of the auditor, if required, and

- (7) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of directors issued with notice convening the meeting.

4.2

- (1) No business, other than the election of a chairman and the adjournment or the termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 30 members present or such great number as the members may determine at a general meeting.

4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.4 Subject to bylaw 4.5, the president of the Society, the vice president or, in the absence of both, one of the other directors present, shall preside as chair of a general meeting.

4.5 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 shall choose one of their number to be the chair.

4.6

- (1) A general meeting may be adjourned from time to time and from place to place, but business shall 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 shall be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.7

- (1) A resolution proposed at a meeting need not be seconded, and 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.

4.8

- (1) Voting by proxy is permitted.
- (2) Both the proxy assignor and the proxy recipient shall be members in good standing and entitled to vote at general meetings. The proxy assignment shall be in writing, signed by the proxy assignor, and be applicable to a specific general meeting.
- (3) A member in good standing who is entitled to vote at general meetings and who is present at a meeting of members is entitled to one vote plus one vote for each proxy assigned to the member.
- (4) Voting is by a show of voting cards or, in the case of an election, submission of election ballots.

5. Part 5 -- Directors and Officers

- 5.1 (1) The directors 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 by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
 - (a) all laws affecting the Society,
 - (b) these by-laws, and

- (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.2

- (1) The president, vice-president, secretary, treasurer and one or more other persons shall be directors of the Society.
- (2) The maximum number of directors shall be 12.
- (3) The number of directors who are Adult Musicians “A” shall be at least 55% of the total number of directors.

5.3

- (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it shall be by ballot.
- (4) If no successor is elected the person previously elected or appointed continues to hold office.

5.4

- (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following general meeting of the Society, but is eligible for re-election at the meeting.

5.5

- (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceedings of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

- 5.6. 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.
- 5.7 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonable incurred by him while engaged in the affairs of the Society.

6. Part 6 -- Proceedings of Directors

6.1

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

6.2

- (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

6.3 A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

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

- 6.5 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 directors or directors for the meeting to be duly constituted, if a quorum of the directors is present.
- 6.6 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, cable, fax or email of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn
- (a) no notice of meetings of the directors shall be sent to that director, and
 - (b) any and all meetings of the directors of the Society, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective
- 6.7
- (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
 - (2) In case of an equality of votes the chairman does have a second or casting vote.
- 6.8 No resolution proposed at a meeting of directors or committee or directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 6.9 A resolution in writing signed by all the directors and placed with the minutes of the directors is a valid and effective as if regularly passed a meeting of directors.

7. Part 7 - Duties of Officers

7.1

- (1) The president shall preside at all meetings of the directors.
- (2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

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

7.3 The secretary shall

- (a) conduct the correspondence of the Society,
- (b) issue notices of meeting 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, if any, of the Society, and
- (f) maintain the register of members.

7.4 The treasurer shall

- (a) keep such financial records, including books of account, as are necessary to comply with the *Society Act*, and
- (b) render financial statements to the directors, members and others when required.

7.5

- (1) the offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- (2) Where a secretary-treasurer holds office the total number of directors shall not be less than five (5) or such greater number as may have been determined pursuant to By-law 5.2(2).

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

8. Part 8 -- Seal

8.1 The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

8.2 The common seal, if any, shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

9. Part 9 -- Borrowing

- 9.1 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 9.2 No debenture shall be issued without the sanction of a special resolution.
- 9.3 The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next general meeting.

10. Part 10 -- Auditor

- 10.1 This part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 10.6 No director and no employee of the Society shall be auditor.
- 10.7 The auditor may attend general meetings.

11. Part 11 -- Notices to Members

- 11.1 A notice may be given to a member, either personally or by mail, telex, telegram, cable, fax or email to him at his registered address.
- 11.2 A notice sent by mail shall be deemed to have been given on the fourth day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 11.3 (1) Notice of a general meeting shall be given to

- (a) Every member shown on the register of members on the day notice is given, and
 - (b) the auditor if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

12. Part 12 -- By-Laws

- 12.1 On being admitted to membership, a member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.
- 12.2 These by-laws shall not be altered or added to except by special resolution.

13. ARTICLE III -- AFFILIATIONS

The Society shall be a member Society of the British Columbia Pipers Association and any other national and international piping and pipe band associations as the directors in their sole discretion decide.

14. Provisions Formerly in the Constitution

- 14.1 The Society shall be non-sectarian; non-racial and non-partisan politically. This Article is unalterable.
- 14.2 The **SIMON FRASER UNIVERSITY PIPE BAND SOCIETY** shall be carried on without purpose of gain for its members and any other profits or accretions to the Society shall be used for promoting the purposes of the Society. This Article is unalterable.
- 14.3 If the Society, which received charitable gaming funds from licensed charitable gaming and/or direct charitable access, at any time dissolve or cease to exist, and have gaming monies or assets purchased with gaming funds at the date of dissolution cessation of existence, then all of the assets of the Society shall be distributed to either a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada) as may be determined by the members of the Society at the time of winding up or dissolution; or such charitable organization or organizations in British Columbia having similar charitable purposes. This Article shall not be altered or amended.
- 14.4 Provisions 14.1, 14.2 and 14.3, formerly provisions III, IV and V of the Constitution, were previously unalterable.

Membership Category	Playing Level Requirement	Age Requirement	Other Requirements	Ability to vote at general meetings	Eligible to be nominated to be elected or appointed as a Director or Officer
Adult Musician "A"	Piper, Drummer, or Drum Major meeting the ability level to compete on their respective instrument in the highest level of amateur solo piping or drumming competitions sanctioned within the province of British Columbia.	At least the age of 18 years as of the beginning of the current fiscal year	None	Yes	Yes
Adult Musician "B"	Piper, Drummer, or Drum Major meeting the ability level to perform in community events in an entry level band of the Society.	At least the age of 18 years as of the beginning of the current fiscal year	None	Yes	Yes
Junior Musician "A"	Piper, Drummer, or Drum Major meeting the ability level to perform in community events in an entry level band of the Society.	Age 17 years or under as of the beginning of the current fiscal year AND At least age 16 years	None	Yes	No
Junior Musician "B"	Piper, Drummer, or Drum Major meeting the ability level to perform in community events in an entry level band of the Society.	Age 15 years or under	None	No	No
Junior Musician "C"	Does not meet the ability level to perform in community events in an entry level band of the Society.	Age 17 years or under as of the beginning of the current fiscal year	None	No	No
Parent-Guardian	None	At least the age of 18 years as of the beginning of the current fiscal year	Parent or guardian of a declared Junior Musician "B" member	Yes, if designated as the Parent-Guardian voting member of a Junior Musician "B" member	Yes
Patron	None	At least the age of 18 years as of the beginning of the current fiscal year	Supporter of piping and drumming	No	Yes

Dated October 9, 2018