



Form 10
(Section 66 and 67)

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

Certificate of Incorporation No. S12395

JUN 19 2002

SOCIETY ACT

COPY OF RESOLUTION

25 *J. Powell*
JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

The following is a copy of

- a special resolution* passed
- an ordinary resolution
- a directors' resolution

in accordance with the by-laws of the Society on the 16th ^{18th} day of MAY ^{April}, 2002.
(Day) (Month) (Year)

"RESOLVED

1. That Article II of the Constitution be amended to read:

II "The purposes of the Society are:

- 1.....
- 2.....
- 3.....

and

2. The existing Bylaws be replaced with the amended Bylaws which are attached.

Dated this 29th day of MAY ^{April}, 2002.
(Day) (Month) (Year)

KAMLOOPS MULTICULTURAL SOCIETY

(Name of Society)

by E. Kayne
(Signature)

1st Vice President

(Relationship to Society)

* Strike out words which do not apply.

[Note— (a) No special resolution has effect until accepted by the Registrar of Companies.

(b) Send, in duplicate, to the Registrar of Companies. Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3. Location Address: 2nd Floor – 940 Blanshard Street, Victoria BC together with applicable fee. Telephone number: 250 356-8673.]

Additional information and forms are available on the internet at: www.fin.gov.bc.ca/registries

SOCIETIES ACT
KAMLOOPS MULTICULTURAL SOCIETY
CONSTITUTION

II. The purposes of the Society are:

1. To promote and cultivate increased understanding and friendship between Canadian Ethnic groups.
2. To organize and support the interchange of cultural and traditional activities of all ethno-cultural groups, and to encourage the retention of all cultures and to share it with other Canadians.
3. To assist and encourage new immigrants in their endeavours to become fully participating citizens in Canadian society.

BY-LAWS

INTERPRETATION

In all by-laws of the Society the singular shall include the plural and the plural the singular; the word "person" shall include corporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof such reference shall be deemed to extend and apply to any amendment to said statute or section, as the case may be. Expressions defined in the Societies Act or any amendments thereto, in force at the date on which these by-laws become binding on the Society, apply mutatis mutandis to the Society.

ARTICLE I TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS:

1. Membership: there shall be TWO categories of membership in the Society and said categories shall be:

(a) CATEGORY A--GROUP MEMBER:

(1) Open to cultural organizations, clubs or Societies, having a democratically elected executive and objectives similar to those of the Society.

(2) Membership to the Society shall be in the form of an application in writing. Application to be approved by the Board of Directors.

(3) Each organization, club or society holding valid membership shall be entitled to ONE (1) vote at any meeting of the Society, other than Executive and Board Meetings.

(4) Members may be expelled from the Society by a Special Resolution of the Members, passed at any General Meeting called for that purpose.

--A member may be expelled for not being in good standing. 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.

--Notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

--The member who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to the vote.

(5) Membership fees shall be determined at each Annual General Meeting and are due and payable within THIRTY DAYS (30) of commencement of the new fiscal year.

(b) CATEGORY B--ASSOCIATE MEMBER:

(1) Individuals with interest in the objectives of the Society may apply for membership in the Society, and on acceptance by the Directors, shall be an Associate Member

(2) Membership to the Society shall be in the form of an application in writing. Application to be approved by the Board of Directors.

(3) Associate Members shall be entitled to speak at any meeting of the Society, other than Executive and Board Meetings. They have NO vote.

(4) Members may be expelled from the Society by a Special Resolution of the Members, passed at any General Meeting called for that purpose.

--A member may be expelled for not being in good standing. 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
--Notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

--The member who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to the vote.

(5) Membership fees shall be determined at each Annual General Meeting and are due and payable within THIRTY DAYS (30) of commencement of the new fiscal year.

ARTICLE II MEETINGS, NOTICE OF MEETINGS AND QUORUM:

1. The Annual General Meeting:

(a) The Annual General Meeting shall be held once in every calendar year and not more than FIFTEEN (15) months after the adjournment of the previous annual general meeting.

(b) Members at each Annual General Meeting shall review financial reports, set membership fees, receive committee reports, hold election of officers and appoint an Auditor for the Society.

(c) Notice of the Annual General Meeting shall be mailed to all Members in good standing of the Society at least TWENTY-ONE (21) DAYS before the date of the Meeting.

(d) The quorum for the Annual General Meeting shall be set by the Board of Directors.

2. General Meetings:
 - (a) A General Meeting of the Society may be called at any time by the Board of Directors OR at the request of 10% of the voting members.
 - (b) Notice of any General Meeting and such General Meeting's purpose shall be sent to all members in good standing at least FOURTEEN (14) DAYS before the date of such Meeting.
 - (c) The quorum at any General Meeting is THREE (3) members present or such greater number as the members may determine at a General Meeting.
 - (d) Voting by proxy is not permitted.
3. Regular Meetings are normally held on a monthly basis to conduct Society Business.
4. Board of Directors Meetings:
 - (a) Meetings shall be called, held or adjourned at such times and places as the Directors may from time to time determine.
 - (b) The quorum at all meetings of the Board of Directors shall consist of ONE-THIRD (1/3) of the members of the Board.
5. Meetings of the Executive:
 - (a) The Executive shall meet at their own discretion when needed.
6. Failure of Notice: The accidental omission to give notice or the non-receipt of notice of any meeting by any Member shall not invalidate any proceedings at that meeting of the Society.

ARTICLE III EXECUTIVE AND BOARD OF DIRECTORS:

1.
 - (a) The Executive shall be elected at the Annual General Meeting and shall consist of: President, First and Second Vice-President, Secretary and Treasurer. The immediate Past President shall be an ex-officio member of the Executive.
 - (b) The Board of Directors shall consist of the Executive and three to five Directors as determined and elected at the Annual General Meeting. No more than TWO (2) persons from any member group shall be elected to the Board.
 - (c) If no successor is elected, the person previously elected or appointed, continues to hold office.
 - (d) Any member of the Board of Directors who is absent from THREE (3) consecutive meetings, without just cause, shall be asked to resign, at the discretion of the Executive.
 - (e) Any vacancy on the Board of Directors shall be filled by appointment by the Board.

(f)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.

(g)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.

ARTICLE IV DUTIES AND POWERS OF THE BOARD OF DIRECTORS:

1. The affairs of the Society shall be managed under the direction of the Board of Directors and, without restricting the generality of the foregoing, the Executive may exercise all powers and do any and all such acts which are not required to be done by the Members in a General Meeting, either by these By-Laws or by any provision of the Societies Act.
2. The Society and any Members or Delegate thereof shall not make any project, financial, or other commitment on behalf of the Society, without proper approval for the same by the Board of Directors.
3. Committees and/or sub-committees shall be formed or dissolved by the Board of Directors and the chairperson of any such committee or sub-committee shall be appointed by the Board of Directors.
- 4.

ARTICLE V DUTIES AND POWERS OF OFFICERS:

1. **PRESIDENT:** Shall preside at all meetings of the Society, including meetings of the Board of Directors and shall ensure the Constitution and By-Laws are observed.
2. **VICE-PRESIDENT:** Shall be responsible to the President and shall perform all duties and responsibilities of the President in the event of the latter's absence or disability.
3. **SECRETARY:** Shall keep and maintain adequate minutes and records of all Society meetings; including meetings of the Board of Directors. Shall ensure all notices of meetings of the Society as required herein. Shall undertake all correspondence on behalf of the Society and shall ensure such records are available for inspection at any meeting of the Society. Shall keep an up to date list of members.
4. **TREASURER:** Shall have custody of all funds of the Society and shall keep proper and adequate books and accounts in respect thereof. Shall ensure that all funds of the Society are deposited in a bank or other financial institution chosen by the Directors. Shall ensure that the Directors are provided with a statement of accounts at all meetings.
5. **SIGNING OFFICERS:** Shall be the President, Treasurer and TWO (2) other members of the Executive; any TWO (2) to sign.

ARTICLE VI CUSTODY AND USE OF THE SOCIETY SEAL:

The common seal of the Society shall be in such form as the Board of Directors may decide; shall be affixed in the presence of or be attested by the signatures of TWO (2) persons designated by the Directors as Signing Officers; and shall remain in the custody of the Secretary of the Society.

ARTICLE VII BORROWING:

The Board of Directors may borrow, raise or secure in the name of the Society in whatever manner as they deem proper, such amount or amounts as may be authorized from time to time by the Board of Directors. No debenture shall be issued without the sanction of a special resolution.

ARTICLE VIII SPECIAL RESOLUTION:

1. An Special Resolution shall require, for its passage, an affirmative vote of THREE-FOURTHS (3/4) of the Members present, at a General Meeting.
2. Special Resolutions shall be required where:
 - (a) Any decision wherein the Society agrees to sell, alienate or otherwise dispose of any of the assets held by the Society.
 - (b) Any decision to add to, amend or alter the By-Laws of the Society contained herein.
 - (c) Any other matters that may arise.

ARTICLE IX RULES OF ORDER:

Roberts Rules of Order" shall be the sole authority for matters of procedure not specifically referred to by these By-Laws or the Societies Act of British Columbia from time to time in force and all amendments to it.