

  
CAROL PREST

## ARTICLE I – “INTERPRETATION”

1. In these By-Laws, unless the context otherwise requires:

“**Board**” means the Board of Directors of the Society.

“**Director**” means person elected or appointed to serve on the Board of Directors pursuant to these By-Laws.

“**Elected Term**” for a Director means a period of time of one (1) year commencing at the Annual General Meeting of the Society at which such Director is elected.

“**Ex Officio Member or Director**” means a person who has been granted the privilege of attending meetings of the Society or Directors or any committee thereof, but he shall not count towards the quorum thereof, nor shall he have a right to vote thereat and he shall be subject to the ruling of the presiding Chairman.

“**General Meeting**” means any meeting of Members of the Society and includes the Annual General Meeting and Special General Meetings.

“**Member**” means a member of the Society (unless the context or exigencies require otherwise).

“**Ordinary Resolution**” means a resolution passed in General Meeting by the Members of the Society by simple majority of the votes cast in person.

“**Special General Meeting**” means a General Meeting called by the Board of Directors.

“**Special Resolution**” means

(a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who are entitled to vote and are present at the meeting.

(b) a resolution consented to in writing by every member of a society who would

have been entitled to vote on it in person at a general meeting of the society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the society.

“**Society**” means the Swiss Society of Vancouver.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

## **ARTICLE II - MEMBERSHIP**

### 1. ACTIVE MEMBERS

- a) Any person over 18 years of age is eligible to be an active member of the Society, provided that the following condition is met: Seventy-five per cent (75%) of the total number of members must be a Swiss national or descendant or a spouse of a Swiss national.
- b) The membership in the Society is not transferable.
- c) The Membership Chairman and/or the Board of Directors have the right to demand proof of nationality, descent, and age.
- d) The Directors shall have the power by a vote of 75% (seventy-five per cent) of those present at a meeting of the Directors to expel or suspend any member whose conduct shall have been determined by the Directors to endanger the interest or reputation of the Society, or who willfully commits a breach of the Constitution or By-Laws of the Society. No member shall be expelled or suspended without being notified of the charge or complaint against him or without having been given an opportunity to be heard by the Directors at a meeting called for the purpose.
- e) Upon reaching the age of 65 years, active members shall be entitled to a reduced membership fee as Senior members. Senior members shall continue to hold the same rights and privileges as active members. Application by a new-comer for a reduced membership fee as a Senior member must be approved by the Board of Directors.

- f) Any member who resigns, withdraws or is expelled from the Society shall immediately lose all rights, claims and interests arising from or associated with membership in the Society.

## 2. HONORARY MEMBERS

- a) Any person, irrespective of nationality or residence, who has earned the Society's recognition through exceptional, meritorious service or sympathetic and distinguished behavior, may be eligible for honorary membership.
- b) Members may nominate candidates to the Board of Directors for consideration as honorary members.
- c) Candidates for honorary membership shall be recommended only by the Board of Directors to the membership at the Annual General Meeting and their acceptance shall be by secret ballot. A seventy-five per cent (75%) majority of votes cast shall be required for the adoption of such candidates.
- d) Honorary members shall not be required to pay membership fees but shall otherwise have the same duties, rights, and privileges as Active Members.
- e) The Swiss Consul General or the Swiss Consul shall be the Honorary President of the Society.

## 3. DUTIES AND PRIVILEGES OF THE MEMBERS

- a) The members of the Society shall abide by the Constitution and By-Laws of the Society.
- b) Each member is honour bound to promote the interest and good will of the Society.
- c) All active members of the Society shall be entitled to hold office and to vote at all meetings of the Society. An active member is a member in good standing who has paid his membership dues to date.
- d) Members are responsible for the behavior and conduct of their guests while on Society's premises.

- e) Members are responsible for damage to any Society property and are liable to make good such damage at the discretion of the Board.

4. MEMBERSHIP FEES

- a) Membership fees shall be set by resolution passed at the Annual General Meeting, without notice in the invitation to the Annual General Meeting. Family members shall include a spouse and dependents up to 18 years.
- b) On payment of fees, each member of the Society shall receive a membership card signed by the membership cashier. The card shall be printed in English and show the year of issuance and the date of expiry.
- c) The membership year of the Society starts on April 1 and ends on March 31 of each year.
- d) No new membership shall be accepted within fourteen (14) days of any General or Special General Meeting of the Society. A new member includes a person who has not paid his membership fee for the last three years.
- e) A member ceases to be in good standing when he has failed to pay his current membership fees.

**ARTICLE III – MEETINGS**

1. TYPE OF MEETINGS

The Society's business shall be transacted at the following meetings:

- a) Annual General Meeting
- b) Special General Meeting
- c) Meetings of the Board of Directors

## 2. ANNUAL GENERAL MEETINGS

- a) Annual General Meetings shall be called by personal notice mailed or emailed to each member two weeks prior to the meeting.
- b) The necessary quorum for a General Meeting is 25 members. In case this quorum is not present, the meeting shall stand adjourned for 7 days hence, at the same hour and place decided by the membership present. No further notice shall be required to be given to the members; at such an adjourned meeting 15 members shall constitute a quorum.
- c) The Annual General Meeting shall be held in the month of March of each year. The following items shall be included in the business to be dealt with at such Annual General Meeting:
  - reading and acceptance of minutes of the last Annual General Meeting and of the Special General Meetings held during the year
  - reading and acceptance of Annual Report by the President
  - reading of Annual Financial Report by the Treasurer
  - reading of Auditors Report
  - acceptance of Financial and Auditors Report
  - reading and acceptance of Committees Report
  - decision about annual membership fee
    - election of officers to the Board of Directors
    - acceptance of budget
    - election of auditors
- d) Each issue shall be decided by Ordinary Resolution, except where the Members are voting by Special Resolution.
- e) An Annual General Meeting may be adjourned to a fixed date to deal with unfinished business. When the location of such a meeting is decided, no notice is required to be given to the members; but if the location is not so decided, notice need only be given to such members who sign their names and addresses on a list circulated for this purpose after adoption of the resolution for the adjournment. Such adjourned meeting has the authority to deal with the unfinished business only.
- f) Except for the proposed budget for the Annual General Meeting, no

expenditure in excess of five thousand dollars (\$5,000.00) shall be authorized or approved at any meeting of the Society unless prior notice is given to the members 30 days in advance of the meeting.

### 3. SPECIAL GENERAL MEETINGS

- a) A Special General Meeting may be called by the Board of Directors at any time. Such a meeting shall also be called on receipt by the Board of a written petition from the membership containing at least 25 (twenty five) active members requesting such a meeting. The petition shall state the matters to be dealt with at such Special General Meeting. The Board of Directors shall call such a meeting not later than two months after receipt of such a petition.
- b) A Special General Meeting may deal only with matters mentioned in the notice calling such a meeting.
- c) Honorary and active members shall have the right to vote on all matters raised at General and Special General Meetings.
- d) Members shall vote personally at all meetings of the Society. Each member in good standing shall have one (1) vote. All votes shall be given by a show of hands unless a secret ballot is requested by a minimum of ten per cent (10) of the members present. Proxy votes are not permitted.

### 4. AMENDMENT OF BYLAWS

Any member shall have the right to move an amendment to these by-laws and the Society's constitution at the Annual General Meeting, provided that the text of the proposed motion is submitted in writing to the Board of Directors no later than the 15<sup>th</sup> day of January. In the case of a Special General Meeting being called to consider such an amendment, the proposed amendment shall be submitted in the form of a petition addressed to the Board of Directors and in accordance with these by-laws.

### 5. MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors may be called by the President at his discretion or at the written request of 25% (twenty-five per cent) of the Board of Directors.

Only Directors of the Board shall have the right to vote at such meetings. Members of the Society however may attend Board Meetings as observers or consultants.

#### 6. CONDUCT AND RECORD KEEPING OF MEETINGS

- a) Unless otherwise provided herein all meetings shall be conducted in accordance with the rules of procedure of the Canadian Parliament.
- b) The main language to be used at meetings is English. When another official Swiss language is used, the President or another member shall translate the statements made into English on those occasions where the President feels that this is advisable or necessary.
- c) Minutes of all meetings shall be kept in English. Correspondence shall be in English also.
- d) The Minutes of all meetings shall be held in the custody of the recording secretary.

#### 7. NOTICE

- a) Not less than fourteen days' notice of a General Meeting of the Society shall be given to the members entitled to receive notice of such meeting.
- b) Notice of a Special Meeting shall state the purpose of such meeting and shall state the substance of the motions to be made at such meeting. The business at any Special Meeting shall be confined to the business as set forth in the notice and such further business as the Board may direct or consent to.
- c) The accidental omission to give notice of a meeting to, or to the non-receipt of the notice by any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

### **ARTICLE IV - ORGANIZATION**

1. THE BOARD OF DIRECTORS

a) The affairs of the Society shall be managed by a Board of not less than seven (7) and not more than twenty-two (22) Directors. The Board of Directors shall include the following who shall be elected at the Annual General Meeting and hold office until the first Annual Meeting after his election or until his successor shall have been duly elected:

- President
- Vice President
- Secretary
- Treasurer
- Membership Chairperson
- Entertainment Chairperson
- Webmaster
- Section Leaders
- Two (2) or more Advisory Members

Each section shall be represented on the Board by at least one Director.

A Director may be removed from office by Special Resolution and another director may be elected or, by Ordinary Resolution, appointed to serve during the balance of the term.

- b) The retiring President shall be a member of the Board for the first year following the termination of his office as President.
- c) Two auditors with accounting experience shall be elected at the Annual General Meeting to hold office for the same term as the Directors.
- d) The vacancies on the Board, however caused, may, so long as a quorum of the Directors remains in office, be filled by the Directors from among the qualified members of the Society, if they shall see fit to do so. Otherwise, such vacancies shall be filled at the next Annual General Meeting at which the Directors for the ensuing year are elected. However, if there is not a quorum of Directors, the



remaining Directors shall immediately call a meeting of the members to fill the vacancies.

## 2. ELECTION OF THE BOARD

- a) Any member of the Society who is in good standing shall be eligible for election or appointment to the Board of Directors, provided that the majority of the Board of Directors is a Swiss national or descendant or a spouse of a Swiss national.
- b) Any member of the Swiss Society shall be eligible for the office of President provided that either the President or Vice President is a Swiss national. The President may be re-elected up to 3 times, allowing a total of 4 consecutive years service as President. The President may be eligible to be re-elected a further 2 times for a total of 6 consecutive years' service if the members at the following two Annual General Meetings approve a motion extending the eligible term for the President for an additional year.
- c) If more than one (1) person is nominated for a position on the Board and has accepted the nomination, elections shall be held by secret ballot. An absolute majority of ballots of members voting shall be required for election. In the event of a person failing to obtain such majority, a second ballot shall be taken excluding the candidate for office who received the lowest number of votes. If only one (1) candidate is nominated, election shall be by acclamation.
- d) Each member of the Board shall be eligible for re-election if qualified.
- e) A Director of the Society shall
  - (i) act honestly and in good faith and in the best interest of the Society,  
and
  - (ii) exercise the care, diligence and skill of a reasonably prudent person in exercising his powers and performing his functions as director.

### 3. FUNCTIONS OF THE BOARD

- a) The board shall conduct, supervise and co-ordinate the business of the Society.
- b) Board meetings may be held at such time and at such place as the Directors may determine.
- c) A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- d) The members of the Board shall receive no remuneration for acting as such.
- e) Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by two of the following: The President, Vice-President, Treasurer or Secretary.
- f) Fifty-one per cent (51%) of the elected Board shall constitute a quorum for the transaction of business and the exercise of the powers of the Board of Directors.
- g) The Board may, at its discretion, raise or borrow and secure the payment of up to ten thousand dollars (\$10,000.00) for the purposes of the Society. Any monies to be raised by a mortgage on the properties of the Society must be approved by the membership at a Special General Meeting or at the General Annual Meeting and in accordance with Section 35 of the Society Act.
- h) The Board has the power to spend from its funds not more than twenty thousand dollars (\$20,000.00) in a fiscal year on all of its projects without prior approval by the general membership.
- i) Questions arising at any Board Meetings shall be determined by majority of votes of Directors present. In the case of equality of votes the President or Chairman shall have a second or casting vote.

4. COMMITTEES

- a) The Board may appoint committees consisting of members in good standing as they see fit and such committees shall be responsible to the Board.
- b) A committee may elect a chairman of its meetings if one has not been appointed by the Board and the Committee may meet and adjourn as it thinks proper.

5. DUTIES OF OFFICERS

- a) The President shall preside over all meetings of the Society and be Chairman of the Board of Directors and shall ex-officio be a member of all committees.
- b) The Vice-President shall in the absence of the President act in his stead and in the event of a vacancy in the office of the President shall act as President until a new President has been elected.
- c) The Secretary shall keep in his custody all records, correspondence and other documentation of the Society.

**ARTICLE V – FINANCES**

1. THE TREASURER

- a) The treasurer of the Society is in charge of all the assets and liabilities of the Society. He shall keep full and accurate accounts of all receipts and disbursements of the Society.
- b) The treasurer shall deposit all the monies or valuables in the name and the credit of the Society at such banks as directed by the Board.
- c) The treasurer shall disburse the funds of the Society under the direction of the Board of Directors, and shall submit to the Board at the regular meetings or when required, a financial statement of the Society's activities and a summary of the financial position of the Society. He shall submit a full

financial report (profit and loss and balance sheet) to the membership at the Annual General Meeting.

- d) The treasurer and one (1) Director of the Society or if the treasurer is absent or unable to act, then any two (2) Directors (e.g. President and Secretary of the Society) shall have the authority to sign any or all cheques and generally all instruments or documents, in connection with the Society's accounts with any bank.

## 2. FINANCIAL RECORDS

- a) The Directors shall see that all necessary books and records of the Society required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept.
- b) The books of accounts shall be kept in such place in British Columbia as the Directors think fit and shall at all times be open to inspection by the Directors.
- c) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Society shall be open to the inspection of members, not being Directors. No member not being a Director, shall have the right to inspect any accounts or books or documents of the Society except as conferred by law or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.
- d) The financial records of the Society shall be examined once in one year by two auditors to be elected at the Annual General Meeting.

## 3. FISCAL YEAR

The fiscal year of the Society shall start on the first of January and finish on the 31<sup>st</sup> of December of each calendar year.

## ARTICLE VI – SECTIONS

### 1. NATURE AND PURPOSE OF SECTIONS

- a) The Swiss Society shall permit the formation of Sections to encourage the pursuit of special interests by the Society members. The sections may include but are not limited to Choir, Outdoors Club, Athletic Club, Fastnachts Clique, Senior's Club and Youth Club.
- b) The Sections shall be an integral part of the Swiss Society and shall abide by and operate within these By-laws. Collecting section membership fees is the responsibility of the Swiss Society's membership chairperson.
- c) In order to be recognized by the Society, sections shall have a minimum of ten (10) members; all section members must be members of the Society. If membership drops to less than ten (10) members the Section shall be dissolved.
- d) The same membership rules and rights apply to Sections as to the Society as outlined in the By-laws (see Article II).

### 2. ORGANIZATION, DUTIES AND RIGHTS OF SECTIONS

- a) Sections shall have outlines of their objectives and their organization. These outlines shall be approved by the Board of Directors of the Society prior to recognition of the Section and shall be consistent with the By-laws of the Society.
- b) Section members shall elect at their Annual Business Meeting, the following Section Officers:
  - A Chairman (or Section Leader)
  - A Secretary
  - A Membership Chairman
  - Such other officers as the Section members approve.

The names, addresses, email addresses and telephone numbers of all the elected Section officers shall be registered in writing with the Society's Secretary within 15 days of their election.

- c) All Sections shall hold an Annual Business-Meeting before January 25<sup>th</sup> each year.
- d) Minutes of Section Annual Meetings shall be filed with the Society's Secretary within fifteen (15) days of the meeting.
- e) Sections may delegate their record keeping for their financial affairs to the Treasurer of the Swiss Society. The sections shall manage their own funds independently.
- f) Sections may delegate their Chairman (or Section Leader) or one delegate to the Society's Board Meetings. Section members may attend Board meetings as observers or consultants.
- g) Any Section seeking affiliation with outside organizations must obtain approval by the Board.
- h) All rulings made by the Board shall be final, subject to appeal at General or Special General Meeting of the Society.
- i) The Board and auditors of the Society shall have full access to all Section documents, correspondence and minutes of meetings upon request.
- j) Members of the Sections shall not use the assets or funds of the Society nor pledge the credit of the Society except in accordance with these By-laws and with the approval of the Board.

### 3. DISSOLUTION OF SECTIONS

Upon dissolution of a Section, all its assets shall be returned to the Society.

## **ARTICLE VII - MISCELLANEOUS**

1. THE CUSTODY AND USE OF SEAL

- a) The Board of Directors may adopt a seal which shall be the common seal of the Society.
- b) The common seal of the Society shall be under the control of the Board. The responsibility for its custody and use shall be determined by the Directors.
- c) The common seal may be affixed to any instrument (but shall not otherwise be affixed) in the presence of any two (2) Directors.

2. OFFICIAL MEDIA

The official media of the Swiss Society are:

- (a) the Swiss Herald;
- (b) the official website: and,
- (c) any form of media that the Board finds appropriate.

These media shall be operated by a Committee appointed by the Board.

3. DISSOLUTION OF THE SOCIETY

- a) In case of dissolution all assets of the Society shall be delivered to the Consulate General of Switzerland in Vancouver, B.C. and three Trustees residing in the Greater Vancouver area for safekeeping and administration. Such Trustees shall be elected by the members of the Society prior to the dissolution of the Society. If one trustee is unable to perform such duties, the Consulate General shall choose a replacement for such trustee.
- b) If, within ten years after the dissolution, a new Swiss Society is formed by at least ten Swiss nationals, and the Trustees and the Consulate General, after proper investigation into the new Society, its members, its aims and its constitution, consider it to be to their satisfaction, the Consulate General and the Trustees may deliver over the assets to the new Society. If no such transfer is made, the Trustees and the Consulate General may dispose of the assets and use the receipts thereof as a trust fund for welfare purposes and use

the interest revenue therefrom to disburse among needy Swiss Nationals residing in British Columbia. The Consulate General and the Trustees shall be reimbursed for their direct charges incurred by them on account of their trusteeship, and together they shall be entitled to handling charge of not more than one (1%) per cent per annum of the income from the fund.