

THE MALAYSIA SINGAPORE & BRUNEI CULTURAL ASSOCIATION

S-12812

CONSTITUTION

1. The name of the Association shall be "The Malaysia Singapore & Brunei Cultural Association" (hereinafter referred to as the "Association").
2. The purposes of the Association are to:
 - a) advance cordial relations among Malaysians, Singaporeans and Bruneians living in Canada, and Canadians,
 - b) promote unity and understanding among Malaysians, Singaporeans, Bruneians and Canadians,
 - c) provide educational, cultural and recreational activities to members of the Association,
 - d) establish and operate a community centre in which to carry on the activities of the Association,
 - e) assist Malaysians, Singaporeans and Bruneians, in times of distress and emergencies, and support charitable undertakings in Canada, Malaysia, Singapore, and Brunei,
 - f) conduct community forums, meetings and discussions on vital local, national and international issues that affect Canadians, Malaysians, Singaporeans and Bruneians,
 - g) co-operate with international and intercultural groups in programs and actions designed for the enrichment of Canadian culture, and to advance the concept of multiculturalism, and
 - h) preserve, maintain and promote the cultural heritage of Malaysians, Singaporeans, and Bruneians.
3. The operations of the Association are to be chiefly carried out in Greater Vancouver, in the Province of British Columbia. This provision is unalterable.
4. The Association shall be a non-profit organization and this Article shall be unalterable.
5. In the event of the winding-up or dissolution of the Association, all the assets of the Association remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of the Association of any arrears of salaries or wages, and after payment of any debts of the Association, must be given to organizations which are registered charities as described in the Income Tax Act (Canada) and which:
 - a) have purposes similar to those of the Association, or
 - b) are designated by the members of the Association at the time of winding-up or dissolution.

This provision is unalterable.

BYLAWS

Part 1 - Interpretation

1.1 In the constitution and these bylaws:

- a) "Act" means the Society Act from time to time in force and all amendments to it,
- b) "AGM" means an annual general meeting,
- c) "Association" means The Malaysia Singapore & Brunei Cultural Association,
- d) "Board" or "Board of Directors" means the directors of the Association for the time being, acting as a body,
- e) "director" means a director of the Association,
- f) "general meeting" includes an AGM and a special general meeting,
- g) "member" means a member of the Association,
- h) "registered address" means a member's address as recorded in the register of members,
- i) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
- j) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and facsimile, and
- k) the singular includes the plural and vice versa, except where the context requires otherwise.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.3 Each member is entitled to and the Association must on request give the member a copy of the constitution and bylaws, without charge.

1.4 Where permitted, the constitution and bylaws can only be amended by special resolution.

Part 2 - Membership

2.1 The members of the Association are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2.2 1) There are two classes of members – General Members and Life Members.

2) A General Member is any person who is 19 years of age or older.

3) A Life Member is a person who has:

- a) made a distinguished contribution to the Association and its goals, and is appointed by the Board, or
- b) paid a one-time membership fee determined by the Board.

A Life Member pays no further annual membership dues.

4) All members have the right to notice of, to attend, to speak, and to vote at a general meeting, and to be directors.

- 5) Except where determined by the Act or the bylaws, the privileges and responsibilities of members must be determined by resolution of the Board.
- 2.3 An application for membership must:
- a) be in writing and in a form approved by the Board,
 - b) include the full name, home address, e-mail address, and telephone number of the applicant, and
 - c) include annual membership dues (if required).
- 2.4
- 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership dues (if required) is a member.
 - 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
 - 3) An application for membership received 14 days or less before a general meeting must be postponed until after that meeting.
 - 4) The amount of annual membership dues must be determined by the Board.
 - 5) The Board may where it is just and equitable determine that:
 - a) the membership dues of two or more General Members who ordinarily reside at the same address be less than those of a single General Member,
 - b) two or more General Members, and any dependents of those persons who are less than 19 years of age, all of whom ordinarily reside at the same address, be deemed for administrative purposes to be a family,
 - c) the membership dues of a General Member who is 60 years of age or older be less than those of a General Member who is not,
 - d) the membership dues of a person who joins part way through the membership year be reduced proportionally.
- 2.5
- 1) A membership is not transferable, and must be renewed annually.
 - 2) The membership year is August 1st – July 31st.
 - 3) The Association must send a membership renewal notice to all members annually, in a timely manner.
 - 4) A membership renewal and annual membership dues (if required) must be received by July 31st.
 - 5) A member must promptly and in writing notify the Association of any change in the member's name, home address, e-mail address, or telephone number.
- 2.6 Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws,
 - c) any rules, regulations and policies made by the Association, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.

- 2.7 A member ceases to be a member on:
- a) delivering a written resignation to the Association,
 - b) death,
 - c) having been a member not in good standing for 30 days, or
 - d) being expelled.
- 2.8 A member becomes a member not in good standing on failing to:
- a) pay a debt due and owing to the Association, or
 - b) renew the member's membership by or before July 31st.
- 2.9 1) A member may be expelled by special resolution.
- 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.10 1) A member may be suspended or expelled for conduct substantively prejudicial to the Association, by a resolution of the Board of which not less than 75% of the directors then in office are in favour.
- 2) A member who is the subject of a proposed resolution of the Board for suspension or expulsion must be given:
- a) 21 days of notice of the meeting at which it will be proposed,
 - b) a brief statement of the reason or reasons for the proposed suspension or expulsion, and
 - c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.
- 3) A suspension under this bylaw expires at the first general meeting following the date it begins, and cannot be renewed.
- 4) A member who has been expelled under this bylaw may appeal the expulsion to the first general meeting following the date of the expulsion.

Part 3 - Meetings of Members

- 3.1 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2 The Board may, when it thinks fit, convene a special general meeting.
- 3.3 1) The Board, on the requisition of 10% or more of the members, must convene a special general meeting without delay.

2) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:

- a) state the purpose of the special general meeting,
- b) be signed by the requisitionists, and
- c) be delivered or sent by registered mail to the address of the society.

3) If, within 21 days after the date of the delivery of the requisition, the directors do not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.

4) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the directors.

Part 4 - Notice to Members

4.1 1) Notice of a general meeting must be given not less than 14 days before the meeting, in the manner permitted by the Act, and must:

- a) specify the place, day and hour of meeting, and
- b) include any special resolution to be proposed at the meeting.

2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.2 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, if any.

2) No other person is entitled to receive a notice of general meeting.

4.3 A notice may be given to a member either personally, by mail, or by e-mail to the member at the member's address, facsimile number, or e-mail address, as shown in the register of members. In the case of notice given by e-mail, the member must have consented to notice in that manner.

4.4 1) A notice sent by mail from the Association's business office is deemed to have been received:

- a) two days after being mailed, if to an address in Greater Vancouver Regional District, or
- b) five days after being mailed, if to any other address.

2) A notice sent by e-mail or facsimile is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

5.1 Special business is:

- a) all business at a special general meeting except the adoption of rules of order, and

- b) all business at an AGM, except:
 - i) adoption of rules of order,
 - ii) the report of the Board,
 - iii) consideration of the financial statements,
 - iv) the report of the auditor, if any,
 - v) appointment of the auditor, if required,
 - vi) election of directors, if required, and
 - vii) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 5.2 1) Quorum at a general meeting is the lesser of 10% of the members or 20 members present at all times, but must not be less than three.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3 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, must be terminated, but in any other case, stands adjourned to a time and place determined by the Board but not more than 14 days later 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. Notice of a meeting adjourned under this bylaw need not be given to members not present.
- 5.4 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted 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 fourteen days or more, notice of the adjourned meeting must be given as for 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 transacted at an adjourned general meeting.
- 5.5 1) The President must chair general meetings.
- 2) In the absence or inability of the President to chair a general meeting, one of the Vice-Presidents chosen by ordinary resolution must chair that meeting.
- 3) In the absence or inability of the President and all the Vice-Presidents to chair a general meeting, the meeting must choose a person who is present to be chair.
- 5.6 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution is defeated.
- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

- 5.7 1) Questions arising at general meetings must be decided by a majority of votes, except when otherwise required.
- 2) Each member in good standing who is present at a general meeting has the right to vote.
- 3) Voting is by show of hands, except when otherwise required, or when a secret ballot is requested by a majority of members present, on a show of hands.
- 4) Proxy voting is prohibited.
- 5.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

- 6.1 1) The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to:
- a) the constitution and these bylaws, and
 - b) all laws affecting the Association.
- 2) No rule made at a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 6.2 1) There must be ten directors.
- 2) A director has a normal term of office of two years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM two years later.
- 3) Five directors must be elected at the AGM each year, so that at its adjournment:
- a) five directors have remaining terms of office of one year, and
 - b) five directors have remaining terms of office of two years.
- A director may be elected to a term of one year so as to comply with this bylaw.
- 4) At the AGM to be held in 2010, all directors then in office cease to be directors, and five directors must be elected for terms of one year, and five directors elected for terms of two years.
- 5) A director, and a candidate for election as a director, must:
- a) be ordinarily resident in British Columbia, and
 - b) be qualified to be a director of a company under section 124 of the Business Corporations Act.
- 6) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or there is only one candidate for a position, in which case the candidate must be declared to be elected.
- 7) Where the number of candidates is greater than the number of vacancies, each member present has a number of votes equal to the number of vacancies, and those candidates with the greater number of votes are elected.
- 8) A director may be re-elected.

- 6.3 A director ceases to be a director on:
- a) the end of the director's term of office, unless the director is re-elected,
 - b) resigning in writing,
 - c) ceasing to be a member in good standing,
 - d) death,
 - e) becoming unable to perform the duties of a director due to physical or mental disability, or
 - f) failing to attend three consecutive meetings of the Board without the authorization of the Board.
- 6.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.
- 6.5 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 6.6 1) The Board may appoint member as a director to fill a vacancy in the Board which arises other than at a general meeting.
- 2) A director so appointed holds office until the next following AGM, at which time an election must be held to fill the remainder of the term, if any.
- 6.7 A director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association, but must not be paid or otherwise remunerated for being or acting as a director.

Part 7 - Proceedings of the Board

- 7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 2) Quorum at a meeting of the Board is a majority of directors then in office, but not less than three.
- 3) A meeting of the Board may be called by the President, by the Secretary on the request of four directors, or by resolution of the Board. Notice is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or facsimile. Notice of a meeting of the Board must be given at least seven days before the meeting, unless notice is waived in writing by all directors.
- 7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.4 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.

- 2) A resolution proposed at a meeting of the Board need not be seconded, and the chair of such a meeting may move or propose a resolution.
 - 3) In the case of an equality of votes at a meeting of the Board, the chair has a casting or second vote in addition to the vote to which the chair is entitled to as a member.
- 7.5 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee, but at least one director must be a member of each committee.
 - 2) A committee must conform to any rules imposed on it by the Board, may meet as it deems fit or as is required, and must report every act or thing done in exercise of its powers to the earliest meeting of the Board that is held after it has been done.
 - 3) A person who is not a member of the Association may be a member of a committee.
 - 4) The President has the right to notice of, to attend, and to speak at meetings of all committees, but not to vote unless appointed as a member of a committee.
- 7.7 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Directors' Duties and Conflicts

- 8.1
- 1) A director must:
 - a) act honestly and in good faith and in the best interests of the Association, and
 - b) exercise the care, diligence and skill of a reasonably prudent person,in exercising the powers and performing the functions of a director.
 - 2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Association.
- 8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:
- a) the duty to act in accordance with the Act and the regulations, or
 - b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Association.
- 8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other directors.
- 8.4
- 1) A director referred to in bylaw 8.3 must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction:
 - a) unless:
 - i) the director discloses the interest as required by bylaw 8.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the directors, and

iii) the director abstains from voting on the approval of the proposed contract or transaction, or

b) unless:

i) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and

ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4 (1)(a) or b) have not occurred, the court may, on the application of the Association or an interested person, do any of the following:

a) prohibit the Association from entering into the proposed contract or transaction,

b) set aside the contract or transaction, or

c) make any order that it considers appropriate.

8.6 Subject to court approval, the Association must indemnify a director or former director of the Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:

a) the director acted honestly and in good faith with a view to the best interests of the Association, and

b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

Part 9 – Officers

9.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a President, a Vice-President (Malaysia), a Vice-President (Singapore), a Vice-President (Brunei), a Secretary, and a Treasurer, who are the elected officers.

2) The Board may elect or appoint or employ such other officers as it deems necessary, and determine their authority and responsibility.

3) The Board may at any time dismiss an elected officer and elect another director to take that person's place.

4) If an elected officer ceases to hold office between AGMs, the Board must elect a person from amongst the directors to replace that officer.

5) The Executive Committee is made up of the elected officers and such other persons as may be appointed to it by the Board. Subject to Board resolution, the Executive Committee may manage, or supervise the management of, the affairs of the Association between Board meetings.

9.2 The President:

- a) must supervise the other officers in the execution of their duties,
- b) must chair all meetings of the Board and all general meetings, and
- c) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board.

9.3 In the President's absence, a Vice-President chosen by the Board must perform the duties of the President.

9.4 The Secretary must:

- a) issue notices and keep minutes of meetings of the Association and the Board,
- b) conduct the correspondence of the Association,
- c) have custody of all records and documents of the Association except those which must be kept by the treasurer,
- d) have custody of the common seal of the Association, if any, and
- e) maintain the register of members.

9.5 In the absence of the Secretary from a meeting, the Board must appoint another person to act as secretary.

9.6 The Treasurer must:

- a) keep the financial records, including books of account, necessary to comply with the Act, and
- b) render financial statements to the Board, members, and others when required.

Part 10 – Finance, Borrowing and Investment

- 10.1
- 1) In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
 - 2) A debenture must not be issued unless it has been approved by a special resolution.
 - 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

10.2 The Association must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

10.3 Subject to the Personal Information Act and other applicable laws, the:

- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
- b) other documents of the Association, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
- c) documents of the Association, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

10.4 1) The fiscal year of the Association is August 1st to July 31st.

- 2) The Board must by resolution appoint the signing officers.
- 10.5 1) The Board may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 2) The seal must be kept at the head office of the Association.
- 3) The common seal must be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and a director.

Part 11 – Auditor

- 11.1 This Part applies only where the Association is required or has resolved to have an auditor.
- 11.2 At each AGM the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 11.3 An auditor may be removed by ordinary resolution.
- 11.4 An auditor must be promptly informed in writing of appointment or removal.
- 11.5 No director and no employee of the Association can be auditor.
- 11.6 The auditor may attend general meetings.
- 11.7 The Board must fill all vacancies arising in the office of auditor between AGMs.