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## General

1. The name of the Society is "La Salle College Old Boys' Association" (hereinafter called the "Association").
2. The purposes of the Association are:
  - a. To promote the interests of La Salle College, Kowloon, Hong Kong, and to preserve and perpetuate the associations and traditions of La Salle College.
  - b. To promote, support and protect the status and interests of La Salle College and the general well-being and welfare of the members thereof.
  - c. To foster, promote and develop citizenship, fellowship and welfare of the members residing in the province of British Columbia.
  - d. To establish communication and understanding between the members of the Association and members of other communities.
  - e. To promote and sponsor educational, cultural, athletic, community and recreational activities and endeavors of every nature and kind.
  - f. To acquire, hold and dispose of such real and personal property for the purposes and benefits of the Association.
  - g. To make grants and awards and scholarships for meritorious achievements.
  - h. To undertake and execute any trusts which may be conducive to any of these objects and, in particular, to establish, undertake, superintend and administer a fund for scholarships for the purpose of assisting persons from the said college in such manner as the Association may determine.
3. The operations of the Association are to be chiefly carried on in the Greater Vancouver Area, in the Province of British Columbia. This clause is alterable.
4. The activities of the Association shall be non-partisan. This clause is unalterable.

## ARTICLE 1: MEMBERSHIP

There shall be three (3) classes of membership in the Association, namely, ordinary membership, associate membership and honorary membership:

### (a) Ordinary Members:

Any past student or graduate of La Salle College residing in the Province Of British Columbia is eligible for membership, but shall be and become a member upon acceptance of his application. The ordinary members shall be entitled to one (1) vote per member at all meetings of members of the Association' and they shall pay annual membership dues in accordance with the provisions of the by-laws of the Association in that behalf from time to time in force.

### **(b) Associate Members:**

- i. Any past student or graduate of a school owned and operated by the Brothers of the Christian Schools is eligible for membership but shall be and become a member upon acceptance of his application;
- ii. Any person over nineteen (19) years of age residing in the Province of British Columbia is eligible for membership but shall be and become a member upon the invitation and approval of the board of directors. The associate members shall not be entitled to vote at meetings but shall be entitled to notice of meetings of the members of the Association; and they shall pay annual membership dues in accordance with the provisions of the by-laws of the Association in that behalf from time to time in force.

### **(c) Honorary Members:**

Such membership may be conferred on any person by the board of directors from time to time, and such membership includes, but without limiting the generality of the foregoing, all the incumbent presidents and vice-presidents of old boys' associations of the schools owned and operated by the Brothers of the Christian Schools. The honorary members shall not be entitled to vote at, but shall be entitled to notice of meetings of the members of the Association, and they shall not be required to pay any membership fees or dues or subscriptions.

## **ARTICLE 2: FEES**

The annual membership fees shall be the sum of Ten Dollars (\$10.00) or such other amounts as may be determined from time to time by the resolution of the board of directors.

## **ARTICLE 3: BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a board of directors which consists of the following directors and officers:

### **(a) Directors:**

**(i) PERMANENT DIRECTORS:** Past presidents and any members who have served in the board of directors for three (3) years or more.

**(ii) ORDINARY DIRECTORS:** The directors shall be elected from the ordinary members by the general membership at the annual general meeting; the number of ordinary directors is five (5) but may be increased up to twenty-five (25). The term of a director shall be one (1) year.

**(b) Officers:** The board of directors shall elect a president, two (2) vice-presidents, a secretary and a treasurer from among their number and such other officers as it

may determine from time to time. The duties of all officers of the Association shall be such as the terms of their appointments call for or the board of directors may require of them. The president shall hold office for a term of one (1) year, with a maximum of two (2) consecutive terms, and shall not be eligible for re-election until at least one (1) year after the expiration of his last term of the office of the presidency.

#### **ARTICLE 4: DIRECTORS' POWERS**

The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Association by its constitution or otherwise authorized to exercise and do, subject always, however, to the provisions of the Societies Act. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, movable or immovable real or personal, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as they may deem advisable.

#### **ARTICLE 5: MEETINGS OF DIRECTORS**

Directors' meetings may be held at such times and at such places as the directors may from time to time determine. A meeting of the directors may be convened by the president or any two (2) directors at any time. Notice of such meeting shall be communicated to each director not less than two (2) days (exclusive of the day on which the notice is communicated but inclusive of the day for which notice is given) before the meeting is to take place: provided that meetings of the directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any director. Three (3) directors shall form a quorum for the transaction of business.

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairman, in addition to his original vote, shall have a second or casting vote.

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **ARTICLE 6: OFFICERS AND EMPLOYEES**

The board of directors may from time to time appoint, not from among their number, such officers and agents and authorize the employment of such other persons as they deem necessary to carry the objects of the Association and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the board.

## **ARTICLE 7: DUTIES OF PRESIDENT AND VICE-PRESIDENTS**

The president shall, when present, preside at all meetings of the members of the Association and of the board at directors. The president shall also be charged with the general management and supervision of the affairs and operations of the Association. The president with the secretary or other officer appointed by the board for the purposes shall sign all resolutions and membership certificates.

During the absence or inability of the president, his duties and powers may be exercised by one vice-president, and if the vice-president or such other director as the board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto.

## **ARTICLE 8: DUTIES OF SECRETARY**

The secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

## **ARTICLE 9: DUTIES OF TREASURER**

The treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Association under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required by him, an account of all his transactions as treasurer, and of the financial position of the Association. He shall also perform such other duties as may from time to time be determined by the board of directors.

## **ARTICLE 10:CONTINUATION IN OFFICE**

The members of the board of directors of the Association shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the constitution and by-laws.

## **ARTICLE 11:REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

The remuneration to be paid to the directors (officers and employees) of the Association shall be such amounts as the board of directors may from time to time determine.

## **ARTICLE 12:REMOVAL OF DIRECTORS**

The Association may, by special resolution, remove any director or officer before the expiration of his period of office and may, by resolution, appoint another person in his stead at any meeting of the Association in accordance with the by-laws therein.

## **ARTICLE 13:MEETINGS OF THE MEMBERS**

### **(a) Annual General Meetings:**

The annual general meetings shall be held during the month of May in each year at a place within the Greater Vancouver Area and on a day to be fixed by the board of directors.

### **(b) Special Meetings:**

Special meetings of the Association maybe called by the president when such meetings are in his opinion deemed necessary, and shall be called by the president upon the demand of at least two (2) directors, or upon a petition signed by not less than ten percent (10%) of the membership in good standing in the Association.

### **(c) Quorum:**

Ten percent (10%) of the membership in good standing present in person shall constitute the quorum at all meetings of the Association. The majority of the votes of the members in good standing present at any meeting shall govern ordinary motions.

### **(d) Voting:**

A voting member in good standing present at a meeting of members is entitled to one (1) vote. Voting by proxy is not permitted.

## **ARTICLE 14:NOTICE**

A general meeting of the members of the Association shall be called by giving at least fifteen (15) days' written notice to the members entitled to receive notice of a general meeting. For the purposes of sending notice to any member for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded in the book of the Association.

No error or omission in giving notice of any general meeting or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting or reduce the period of notice and may ratify, approve and confirm any or all proceedings taken or had thereat.

## **ARTICLE 15:GOOD STANDING OF MEMBERS**

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 Association and he is not in good standing so long as the debt remains unpaid.

## **ARTICLE 16:MEMBERSHIP CEASES**

Any member who desires to resign from membership in the Association may notify the board of directors in writing to that effect and on receipt by the board of directors of such notice, the member shall cease to be a member. Such a member shall remain liable for payment of any assessment or other sums levied or debt due and owing by him to the Association prior to acceptance of his resignation. Any member who fails to pay membership fees for two (2) consecutive years is presumed to have withdrawn or resigned from membership in the Association. Such member may be reinstated after payment of all overdue fees, assessment or other sums levied or debt due and owing by him to the Association, if any.

## **ARTICLE 17:EXPULSION OF MEMBERS**

The directors shall have the power, by a vote of three-fourths (3/4) of those present, to expel or suspend any member whose conduct shall have been determined by the directors to be improper, unbecoming or likely to endanger the interest or reputation of the Association or who wilfully commits a breach of the constitution or by-laws of the Association. No member shall be expelled or suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the directors at a meeting called for that purpose.

## **ARTICLE 18:LOSS OF MEMBERSHIP**

Any member who resigns or is expelled from the Association shall forthwith forfeit all rights, claims and interests arising from or associated with membership in the Association.

## **ARTICLE 19:BORROWING, AUDIT, SEAL AND CHEQUES**

### **(a) Borrowing:**

For the purpose of carrying out the objects of the Association, the directors may borrow, or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit, and, in particular, by the issue of bonds, perpetual or redeemable, debenture or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property, both real and personal of the Association; provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by three-quarters (3/4) majority of the members of the Association present and entitled to vote at a regular or special meeting, and provided each member of the Association shall be given fifteen (15) days' notice of the meeting and of the proposed scheme to raise or secure monies to be voted on at the meeting.

### **(b) Audit:**

The board of directors may appoint or may waive the appointment of an auditor from year to year.

### **(c) Seal:**

The association shall have a seal which shall be kept in the office of the Solicitor for the Association. The seal shall not be affixed to any instrument except in the presence of: (i) Any two (2) of the following: president, vice-presidents, secretary and treasurer; (ii) Such other person or persons as may be prescribed from time to time by the resolution of the board of directors.

### **(d) Cheques:**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Association, shall be signed by the president or one (1) vice-president or treasurer and one (1) other officer, and in such manner as shall from time to time be determined by resolution of the board of directors.



## **ARTICLE 20:AMENDMENTS TO CONSTITUTION AND BY-LAWS, BOOKS, RECORDS, INSPECTION**

### **(a) Amendments to Constitution and Laws:**

(i) The by-laws of the Association shall not be altered or added to except by a special resolution of the Association;

(ii) For all purposes of the Association, "special resolution" means a resolution passed in general meetings by a majority of not less than seventy-five percent (75%) of the votes of those members of the Association, who, being entitled to do so, vote in person,

### **(b) Books and Records:**

The directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

### **(c) Inspection:**

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 Association or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Association 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

## **ARTICLE 21:INTERPRETATION**

In all by-laws of the Association the singular shall include the plural and the plural the singular 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 amendments to said statute or section, as the case may be.