

VANCOUVER-SINGAPORE CLUB

(Bylaws as approved by the Registrar of Companies on 28May99 and ratified at AGM on 19Mar00)

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Form 10
(Section 66 and 67)

Certificate of Incorporation No. S-0026749

I CERTIFY THIS IS A COPY OF
DOCUMENT FILED ON
MAY 28 1999

SOCIETY ACT

COPY OF RESOLUTION

27

John S. 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 11th day of APRIL, 19 99 : ✓

"RESOLVED

Special Resolutions passed at AGM held on April 11, 1999.

The Bylaws be amended to read as attached. ✓

Dated the 26th day of APRIL, 19 '99 ."

VANCOUVER-SINGAPORE CLUB

(Name of Society)

by

[Signature]
(Signature)

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.] \$50.00

Vancouver-Singapore Club

OBJECTIVES

The objects of the Club are:-

- (a) To provide opportunities for members of all races to meet socially and organise cultural, recreational, social and business activities.
- (b) To serve as an informal source of information and advise newly-arrived and arriving Singaporeans on the conduct of business, working and living in Canada.
- (c) To organise formal and informal meetings and exchange of views with Singaporeans and eminent Singaporeans visiting Vancouver on subject of general interest.
- (d) To carry out such other activities which promote the general welfare and interest of the members of the Club.

MEMBERSHIP - BYLAWS

The Club has the following categories of membership:-

- (a) General Members - Members who are other than Life, Corporate, Honorary or Student members.
- (b) Life Members - General Members for "Life".
- (c) Corporate Members - For a company, institution, club, society or any legal entity with a general interest in Singapore.
- (d) Honorary Members - Awarded by the Executive Committee to persons of distinction.
- (e) Student Members - For students in full-time studies in Canada.

VANCOUVER-SINGAPORE CLUB

CONSTITUTION AND BY-LAWS

(Incorporating amendments approved by the Registrar of Companies on May 28, 1999 and ratified at the Annual General Meeting held on March 19, 2000)

BY-LAWS

Here set forth, in numbered clauses, the by-laws providing for the matters referred to in Section 6(i) of the Society Act and any other by-laws.

Vancouver-Singapore Club

BY-LAWS

(Incorporating amendments approved by the Registrar of Companies on May 28, 1999 and ratified at the Annual General Meeting held on March 19, 2000)

MEMBERSHIP

1.0 The Club shall have the following categories of membership:

- (a) General members - Members who are other than Life, Corporate, Honorary or Student members.
- (b) Life members - General Members for "Life".
- (c) Corporate members - For a company, institution, club, society or any legal entity with a general interest in Singapore.
- (d) Honorary members - Awarded by the Executive Committee to persons of distinction
- (e) Student members - For students in full-time studies in Canada.

GENERAL MEMBERS

Applicants for membership shall be aged 18 and above, visiting or residing in Canada. Applicants shall be proposed and seconded by another member. The Executive Committee shall approve or reject membership applications at its discretion without having to provide explanations for its actions. Membership shall include the member's spouse, if any. The member and his/her spouse shall each be entitled to one vote at the Annual and Special General Meetings.

1.2 LIFE MEMBERS

General members are eligible for upgrading to Life membership upon payment of Life membership fees as determined by the Executive Committee. Membership shall include the member's spouse, if any. Life membership shall be non-transferable and shall continue for the lives of the member and his/her spouse. The Executive Committee shall approve or reject Life membership applications at its discretion without having to provide explanations for its actions. The member and his/her spouse shall each be entitled to one vote at the Annual and Special General Meetings.

1.3 CORPORATE MEMBERS

A body corporate or unincorporated may apply for Corporate membership if it is a company, institution, club, society or any legal entity with a general interest in Singapore. Every Corporate member shall be entitled to nominate up to two persons from time to time to become Authorised Representatives of the Corporate member. Such persons shall become Authorised Representatives of the Corporate member on despatch of written consent from the Hon. Secretary of the Club to such nomination. A Corporate member will have all the rights and privileges of membership, including the right to attend Annual and Special General Meetings and to exercise at these meetings one vote per Authorised Representative, present in person for that purpose. Applications to any changes of the Authorised Representatives shall be made to the Hon. Secretary of the Club. The Executive Committee shall approve or reject applications for Corporate membership applications at its discretion without having to give explanations for its actions.

1.4 HONORARY MEMBERS

The Executive Committee shall award Honorary Membership to persons who in the opinion of the Executive Committee are worthy of such distinction. Honorary members and their spouse are eligible to attend and to vote at the Annual and Special General Meetings.

1.5 STUDENT MEMBERS

Students pursuing full-time studies in Canadian institutions may apply for Student membership. Each candidate shall be proposed and seconded by another member. The Executive Committee shall approve or reject membership applications at its discretion without having to provide explanations for its actions. Membership shall include the member's spouse, if any. The member and his/her spouse shall each be entitled to one vote at the Annual and Special General Meetings.

1.6 CESSATION OF MEMBERSHIP

A person shall cease to be a member of the Club:

- (a) by delivering his/her resignation in writing to the Hon. Secretary of the Club or by mailing or delivering it to the address of the Club.
- (b) on his/her death or in case of corporation on dissolution.
- (c) on being transferred in the case of Honorary Members, if the distinction was awarded due to that person's position.
- (d) on being suspended or having his/her membership forfeited:

or
- (e) on having been a member not in good standing for 12 consecutive months.

1.7 MEMBERS NOT IN GOOD STANDING

All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the Club and he/she is not in good standing so long as the debt remains unpaid.

SUBSCRIPTIONS

- 2.0 The subscription for all categories of membership except Honorary members shall be as per Appendix A or such sum as the Executive Committee may from time to time determine.
- 2.1 Membership fees shall be due every 12 months from the date of membership for all categories of members except Life and Honorary members.
- 2.2 All subscription payment shall be made within 30 days from due date.
- 2.3 Subscriptions and entrance fees shall be paid to the Hon. Treasurer by a cheque or bankers' draft made payable to the Vancouver-Singapore Club.

RIGHTS OF MEMBERS

- 3.0 All members and Authorised Representatives shall enjoy the following rights:
 - (a) To use all facilities provided by the Club for the general use of its members.

- (b) To attend General Meetings and Special Meetings of the Club.
- (c) To attend functions and activities arranged by the Club.
- (d) To be eligible for co-option to membership of sub-committees of the Club.
- (e) To hold office in the Executive Committee subject to Clause 5.5

SUSPENSION OR FORFEITURE OF MEMBERSHIP

- 4.0 The Executive Committee shall (by notice in writing sent to the member concerned) have the right at any time and from time to time to suspend or forfeit the membership of any member without giving reasons for so doing. Any member whose membership is so suspended or so forfeited may appeal to the Executive Committee against such decision within 28 days of receiving a notice of suspension or forfeiture. The Executive Committee shall consider such appeal and its decision on such an appeal shall be final and binding.

EXECUTIVE COMMITTEE

- 5.0 An Executive Committee shall be responsible for the day to day running of the Club and the conduct of its affairs.
- 5.1 The Executive Committee shall be elected at the Annual General Meeting. Each elected Committee member shall hold office until the next Annual General Meeting and shall be eligible for re-election.
- 5.2 The Executive Committee shall comprise:
- (a) the President
 - (b) the Vice President
 - (c) the Hon. Secretary
 - (d) the Hon. Treasurer
 - (e) Committee members
- 5.3 The Executive Committee may form sub-committees from time to time to assist in the running of the Club.
- 5.4 The Executive Committee may from time to time co-opt members to the Executive Committee on an ad-hoc basis.
- 5.5 The President, the Vice President and at least 50% of the Executive Committee must be citizens, ex -citizens, permanent residents or ex-permanent residents of Singapore aged 18 and above and residing in Canada.

ELECTION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

- 6.0 Election shall be by secret ballot or by show of hands as determined by the members at the Annual General Meeting.
- 6.1 Election of a new Executive Committee shall take place at every Annual General Meeting.
- 6.2 All candidates for election to the Executive Committee shall be proposed and seconded by members of the Club.
- 6.3 Nominations may be made at the Annual General Meeting or in writing to the Hon. Secretary at least three days prior to the Annual General Meeting.
- 6.4 If any Executive Committee member is temporarily unable to perform his duties, a replacement may be co-opted by the Executive Committee. If an Executive member is unable to complete his term of office, a replacement may be co-opted by the Executive Committee.
- 6.5 The members may by special resolution remove an Executive Committee member before the expiration of his term of office, and may elect a successor to complete the term of office.
- 6.6 Any Executive Committee member who is absent for three (3) consecutive meetings without valid reasons will cease to be an Executive Committee member.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 7.0 The general management of the Club is vested in the Executive Committee.
- 7.1 The Executive Committee may from time to time make, vary and revoke by-laws (not inconsistent with the Constitution) for the conduct of its work.
- 7.2 The Executive Committee shall be responsible for carrying out all resolutions of the Club, and for organising or appointing members to organise activities for the Club.
- 7.3 The Executive Committee shall have full authority to enter into financial transactions and generally to deal in all Club matters.
- 7.4 All funds of the Club or any part of such funds may only be dealt with by any two authorised persons within the Executive Committee. Withdrawal from Fixed Deposits can only be executed with the approval of at least 50% of the Executive Committee.

- 7.5 The Executive Committee shall have power to obtain, collect and receive money and funds by contributions, sponsorship, donations, subscriptions, or in any other way.
- 7.6 No Executive Committee member shall be remunerated for being or acting as an Executive Committee member but an Executive Committee member shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affair of the Club.
- 7.7 The Executive Committee may in good faith direct that payment by way of proper remuneration and/or reimbursement of reasonable expenses be made to any officer or member of the Club for services rendered and/or out-of-pocket expenses or any other fees or charges incurred on behalf of the Club.

THE PRESIDENT

- 8.0 The President shall be the Chairman of all meetings of the Executive Committee and meetings of the Club. In his absence, the Vice President shall take his place.
- 8.1 The President shall be the Chairman of sub-committee meetings of the Executive Committee. In his absence, the Vice President shall take his place. In his absence, the Chairman of such sub-committee meeting shall be the person nominated to be Chairman of such meeting by the President.
- 8.2 In the event of any dispute regarding the interpretation of any rule of the constitution or any bye-laws, the decision of the President shall be final.
- 8.3 If at any meeting of the Club or any meeting of the Executive Committee or any meeting of any sub-committee of the Executive Committee, there shall be an equal number of votes for or against a motion, the Chairman of the meeting shall in addition to his own vote, have a casting vote.

THE VICE PRESIDENT

- 9.0 The Vice President shall act and take the place of the President in the event of the President being absent or incapacitated.

HON. SECRETARY

- 10.0 Minutes of all meetings of the Club and Executive Committee shall be kept by the Hon. Secretary.
- 10.1 The Hon. Secretary shall also:
- (a) conduct the correspondence of the Club.

- (b) issue notices of meetings of the Club and Executive Committee meetings.
- (c) have custody of all records and documents of the Club except those required to be kept by the Hon. Treasurer.
- (d) maintain the register of members.

HON. TREASURER

11.0 The Hon. Treasurer shall:

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

11.1 The Hon. Treasurer shall ensure that the income and property of the Club whensoever and howsoever derived shall be applied solely towards the promotion of the objectives of the Club. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise howsoever, to any member of the Club save pursuant to Article 20.0

BORROWING

12.0 In order to carry out the purposes of the Club, the Executive Committee members may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by issue of debenture.

12.1 No debenture shall be issued without the sanction of a special resolution.

12.2 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next Annual General meeting.

AUDITOR

13.0 This part applies only where the Club is required or has resolved to have an auditor.

13.1 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

13.2 At each Annual General meeting, the Club shall appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next Annual General meeting.

- 13.3 An auditor may be removed by ordinary resolution.
- 13.4 An auditor shall be promptly informed in writing of appointment or removal.
- 13.5 No director and no employee of the Club, shall be auditor.
- 13.6 The auditor may attend general meetings.

GENERAL MEETINGS

An Annual General meeting of the Club shall be held annually in every calendar year but there shall not be more than 15 months between one Annual General meeting and the next. Twenty-one days prior notice of the day, time and venue of the Annual General meeting shall be given to all members in the manner in Article 18.0.

A Special General meeting of the Club may be summoned at any time by the Executive Committee, and shall be so summoned immediately upon twenty per cent of Ordinary members delivering to the Executive Committee a written request that such meeting be convened. Fourteen days prior notice of the day, time and venue of such Special General meeting shall be given to all members in the manner prescribed in Article 18.0 save that the Executive Committee may in extraordinary circumstances summon a Special General meeting on less than fourteen days prior notice.

QUORUM

- 15.0 The quorum at an Annual General meeting or a Special General meeting, shall be not less than twenty per cent of all members of the Club present in person pursuant to Article 15.1
- 15.1 If a quorum is not present at an Annual General meeting or Special General meeting, the meeting shall be adjourned for two weeks and members shall be notified of such adjournment. At the adjourned Annual General meeting or Special General meeting, any number of members attending such meeting shall constitute a quorum.
- 15.2 Any 5 members of the Executive Committee present at an Executive Committee meeting shall constitute a quorum.

VOTING

- 16.0 All members may vote at General meetings and each member shall have one vote at General meetings which they may exercise freely.
- 16.1 Voting shall be by secret ballot or by show of hands as determined by the majority of the members present at such General meeting.

VISITORS

17.0 Members may with the consent of the Executive Committee introduce and entertain their guests as visitors to the Club. Any member introducing a guest shall be responsible for his/her guest strictly observing the rules and by-laws of the Club.

NOTICES

18. Each member shall be obliged to keep the Hon. Secretary informed of that member's home address, or some other address at which communication may be addressed to him/her. All notices to members shall be posted by being affixed in a prominent position at the Club's premises or at the address of the Club, save that notices of General meetings shall be sent out by post or such other means determined by the Executive Committee to each member's address.

ALTERATION OF THE CONSTITUTION

The provisions of this constitution may be revoked, added to or altered by a resolution passed by seventy-five percent or more of the members present and entitled to vote at any General meeting for which notice has been duly given specifying the intention to propose such revocation, addition or alteration, together with full particulars thereof.

DISSOLUTION

20.0 If the number of members shall at any time fall below twelve and if a resolution is passed by a simple majority or more of members entitled to vote at a General meeting to dissolve the Club, the Executive Committee shall take immediate steps to convert into money all the property of the Club. The proceeds of such conversion shall be applied first in meeting all liabilities of the Club including settlement of Life Membership in accordance with generally accepted accounting principles. Any balance remaining shall be disposed of by the Executive Committee by dividing such balances equally between all General, Life, Student and Corporate members at the date of that resolution effecting such dissolution was passed, and thereafter the Club shall be dissolved.

(These By-laws contain a total of Twenty Main Clauses with relevant Sub-clauses)

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Vancouver-Singapore Club

Appendix "A"

Membership Fees effective May 28, 1999.

- (a) General Members - \$25.00 per year
- (b) Life Members - \$250 one time payment
- (c) Corporate Members - \$180.00 per year
- (d) Student Member - \$10.00 per year