

BY-LAWS
of
TAIWAN CHAMBER OF COMMERCE IN B.C.

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PART 1
INTERPRETATION

- 1.1 (a) In these By-laws, unless the context otherwise requires:
- (i) “Society” means the “TAIWAN CHAMBER OF COMMERCE IN B.C.”.
 - (ii) “Directors” or “Board of Directors” or “Board” means the directors of the Society for the time being.
 - (iii) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - (iv) “Taiwan businessperson” means a person, business or entity having operated a business in Taiwan.
 - (v) “Person” includes a person, partnership, company, society, bank and other forms of legal entity.
- (b) The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.
- 1.2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2
ADMISSION TO MEMBERSHIP

- 2.1 The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become Members in accordance with these By-laws and, in either case, have not ceased to be Members.
- 2.2 (a) General Membership
- (i) a company or organization from Taiwan, having established a presence in British Columbia, may apply to the Directors to be a Corporate Member under this category and may, from to time, designate two persons as its representatives by written notice to the Society; and

- (ii) a person from Taiwan, having made an investment in, or is operating, or intends to invest in or operate, a business in British Columbia, may apply to the Directors to be a Personal Member under this category.
- (b) Associate Membership
- (i) a company or organization that does not qualify for general membership hereunder may, upon acknowledgement of its intent and agreement to associate itself with the Constitution and By-laws of the Society, and being nominated by one general member, may apply to the Directors to be a Corporate Member under this category and may, from time to time, designate two persons as its representatives by written notice to the Society; and
 - (ii) a person who does not qualify for general membership hereunder may, upon acknowledgement and agreement of its intent to associate itself with the Constitution and By-laws of the Society, and being nominated by one general member, may apply to the Directors to be a Personal Member under this category.

PART 3 TERMINATION OF MEMBERSHIP

- 3.1 A Member may voluntarily terminate his/her/its membership in the Society by written notice to the Board of Directors.
- 3.2 A Member may be expelled by resolution of the Members passed at a general meeting or an extraordinary general meeting for conduct that is detrimental to the interest and reputation of the Society as determined by the Board of Directors after due enquiry in the sole discretion of the Board of Directors.
- 3.3 The Member who is subject to a proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting or extraordinary general meeting before the resolution is put to a vote.
- 3.4 A Member whose membership is terminated for whatever reason shall not be entitled to a refund of the initiation fee or the annual membership dues already paid to the Society.

PART 4 INITIATION FEE AND MEMBERSHIP DUES

- 4.1 A new Member shall pay an initiation fee upon admission to the Society and annual membership dues for each and every year such Member remains a member of the Society. A new member's annual dues for the first year shall be pro-rated in accordance with the months remaining in the current year before the annual membership dues are due for the next ensuing year.

- 4.2 The annual membership dues shall be paid by all Members on or before the annual general meeting of each year.
- 4.3 The Directors shall suspend the rights and standing of a Member who is in default of his annual membership dues, and the Directors shall restore the rights and standing of a defaulting Member upon full payment of all outstanding annual membership dues in full. A Member who has not paid the requisite annual dues shall not be entitled to vote.
- 4.4 The Members may by resolution proposed by the Board of Directors adjust the initiation fee or the annual membership dues of the Society from time to time.
- 4.5 A Personal Member may, by applying in writing to the Board of Directors and paying the difference in the initiation fee and annual membership dues, convert his/her membership to a Corporate Member. A Corporate Member may also, by applying in writing to the Board of Directors, convert its membership to a Personal Member, provided no refund of initiation fee and annual membership dues, in whole or in part, shall be given by the Society.

PART 5
DUTIES AND PRIVILEGES OF MEMBERS

- 5.1 All Members have a duty to:
- (a) uphold the constitution of the Society and comply with these by-laws;
 - (b) pay annual membership dues promptly when due;
 - (c) protect and maintain the integrity of the Society; and
 - (d) participate in and comply with the resolutions of the Members and Directors.
- 5.2 Subject to paragraph 4.3 herein, all General Members are entitled to:
- (a) speak at general meetings, vote and be elected to office;
 - (b) participate in the activities and benefits of the Society on priority basis;
 - (c) enjoy all rights granted by these by-laws; and
 - (d) request the Society to furnish relevant information and, where possible, to assist a Member in the resolution of business-related difficulties in British Columbia.
- 5.3 Associate Members are entitled to the same rights and benefits as those of General Members, but shall not be entitled to vote or be elected to office.
- 5.4 Notwithstanding anything herein, a new General Member shall not be entitled to vote or be elected to office until One (1) month has elapsed since his/her/its initiation fee and the requisite annual membership dues have been received by the Society.

PART 6
MEETING OF MEMBERS

- 6.1 General Meetings of the Society shall be held on or before the 30th day of June of each year.
- 6.2 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 6.3 Subject to the notice requirement herein set out, the Directors may in their sole discretion convene an Extraordinary General Meeting at any time.
- 6.4 (a) Notice of an Annual General Meeting shall be given to all Members, together with audited financial statements, Fourteen (14) days prior to the meeting.
- (b) Notice of an Extraordinary General Meeting shall be given to all Members Fourteen (14) days prior to the meeting.
- (c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- 6.5 All business to be conducted at the General Meetings, other than those initiated by the Directors, shall be submitted to the Secretary in writing and endorsed by two or more Members at least fifteen (15) days prior to the meeting for inclusion in the agenda.
- 6.6 (a) The Directors shall convene an Extraordinary General Meeting at the written requisition of the Members, provided the requisition shall be signed by One-Tenth (1/10) of the General Members stating the nature of business to be conducted at the meeting.
- (b) Upon receipt of the Members' requisition in accordance with paragraph 6.6(a) herein, the Directors shall give notice to convene an Extraordinary General Meeting within Twenty-one (21) days thereof. In the event the Directors fail to convene such a meeting, the Members who requisitioned the meeting may proceed to convene an Extraordinary General Meeting to conduct business, provided that notice for such a meeting shall be given fourteen (14) days prior to the meeting and the meeting shall be attended by at least One-Fifth (1/5) of the General Members.

PART 7
PROCEEDINGS OF GENERAL MEETINGS

- 7.1 The business transacted at an Annual General Meeting shall include:
- (a) the report of the Directors;
- (b) the consideration of the financial statements;
- (c) the report of the auditor;

- (d) the election of Directors;
 - (e) the appointment of the auditor; and
 - (g) other business that, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration pursuant to these by-laws.
- 7.2 The quorum required for conducting business is at least One-Fifth (1/5) of the General Members but in no event less than Three (3) Members.
- 7.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day, time and place two weeks hence, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the General Members present shall constitute a quorum, provided that the business conducted at such a meeting shall not include amending the Constitution or By-laws of the Society.
- 7.4 The Members may remove a Director from office at a duly convened Annual General Meeting or Extraordinary General Meeting by resolution of Three-Fourths (3/4) of the General Members present and to re-elect a new Director in his place.
- 7.5 A General Member may vote by written proxy given to another General Member, provided that a General Member may receive and exercise no more than Three (3) proxies at any one meeting.

PART 8
DIRECTORS AND OFFICERS

- 8.1 The number of Directors of the Society shall be One-Fifth (1/5) of the General Members but in no event shall the number exceed Twenty-One (21) Directors.
- 8.2 The Directors may at any time and from time to time appoint a General Member as a Director to fill a vacancy in the Directors until the conclusion of the next Annual General Meeting.
- 8.3 Any Director failing to attend more than Three (3) meeting of the Board of Directors without giving prior written notification to the Secretary of the Society shall be deemed to have resigned from office.
- 8.4 Directors shall hold office for a term of one year and shall be eligible for re-election.
- 8.5 The Directors shall elect from among themselves a President, a First Vice-President and a Second Vice-President.
- 8.6 Subject to the approval of the Directors, the President shall appoint the Secretary and Treasurer from the remaining Directors.
- 8.7 The President shall hold office for a term of One (1) year and shall ~~not~~ be eligible to hold the same office for one additional terms. The outgoing President shall be a Director without election in the

ensuing year.

- 8.8 The First Vice-President, Second Vice-President, Secretary and Treasurer shall hold office for a term of One (1) year and shall not be eligible to hold the same office in consecutive terms.
- 8.9 The Directors may remove the President, First Vice-President or the Second Vice-President, provided the petition to remove shall be signed by more than One-Half (1/2) of the Directors and passed by two-thirds (2/3) of the Directors at a duly convened meeting of the Board of Directors.

PART 9
PROCEEDINGS OF DIRECTORS

- 9.1 The President shall convene a meeting of the Directors at least once every two months.
- 9.2 The President may convene an emergency meeting of the Directors at any time as he sees fit.
- 9.3 The President shall convene a meeting of the Directors within Ten (10) days of receiving a written requisition signed by at least One-Third (1/3) of the Directors stating the reasons and the matters to be discussed.
- 9.4 In the event the President fails to convene a meeting in accordance with paragraph 9.3 herein, the Directors requisitioning such a meeting may proceed with convening the meeting.
- 9.5 Members may attend and observe meetings of the Directors at the invitation of a Director.
- 9.6 Except emergency meetings convened by the President, notice of all meetings of Directors shall be given at least Seven (7) days prior to the meeting.
- 9.7 The quorum for a meeting of the Directors shall be a majority of the Directors.
- 9.8 Unless otherwise specified herein, all questions arising at a meeting of the Directors shall be decided by a majority vote.

PART 10
DUTIES OF DIRECTORS AND OFFICERS

- 10.1 The Directors shall exercise all powers and do all acts and things that the Society may exercise and do, and the Board may establish committees and delegate certain powers thereto.
- 10.2 The President shall represent the Society in external affairs; preside as Chairman at all meetings of the Society and of the Directors; and supervise the officers in the execution of their duties and the implementation of the resolutions of the Directors and Members.
- 10.3 The First Vice-President and Second Vice-President shall assist the President in conducting the business of the Society. The First Vice-President shall stand in for the President when the President is absent from office, and the Second Vice-President shall stand in for the President when both the President and First Vice-President are absent from office.

- 10.4 The Secretary shall act in matters of the Society in accordance with instructions from the President. The Secretary shall also maintain the records and documents of the Society, except those required to be kept by the Treasurer, and have custody of the common seal of the Society.
- 10.5 The Treasurer shall handle and monitor the revenues and expenses of the Society and keep its financial records.

PART 11
ADVISORY BOARD

- 11.1 To assist with the operations of the Society, the Board of Directors may establish an Advisory Board comprising all past Presidents of the Society not currently serving as Director of the Society and persons appointed by the Board of Directors.
- 11.2 Other than past Presidents of the Society, the Advisory Board shall be nominated by the current President and approved by the Board of Directors.
- 11.3 Other than past Presidents of the Society, members of the Advisory Board shall serve for a term of One (1) year.
- 11.4 Members of the Advisory Board shall elect from among themselves a chairman.
- 11.5 The Advisory Board shall advise the Board of Directors on matters requested by the Board of Directors.
- 11.6 Members of the Advisory Board may attend all meetings of the Board of Directors by invitation of the Board of Directors, but are not entitled to vote.

PART 12
BY-LAWS

- 12.1 On being admitted to membership, each Member is entitled to, and the Society shall provide to him/her/it, without charge, a copy of the constitution and by-laws of the Society.
- 12.2 These by-laws shall not be amended or added to except by special resolution and any such amendment or addition shall be filed forthwith with relevant authorities.

PART 13
FINANCE AND BORROWING

- 13.1 All revenues and expenses of the Society shall be approved by the Directors.
- 13.2 The authorized signatories with respect to cheques of the Society shall be any two of the President, First Vice-President, Second Vice-President, Secretary and Treasurer of the Society.

13.3 The Society is restricted from borrowing.

PART 14
AUDITORS

14.1 The Directors of the Society may appoint an auditor of the Society to hold office until the close of the next Annual General Meeting and promptly give written notice to the auditor of the appointment.

14.2 The Directors may fill a vacancy in the office of auditor created by resignation, death or otherwise.

PART 15
SEAL

15.1 The Directors may adopt a common seal for the Society and may destroy the seal and substitute a new seal in its place.

15.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of any two of the President, First Vice-President, Second Vice-President, Secretary and Treasurer.

PART 16
DISSOLUTION

16.1 The Society may be voluntarily dissolved only by special resolution of the Members.

16.2 On the voluntary dissolution of the Society, the assets shall be disposed of to satisfy all outstanding debts or liabilities and the remaining assets shall be dealt with in accordance with the resolution of the General Members.

16.3 The request to dissolve the Society and the required documentation shall be submitted to the relevant authorities within Fourteen (14) days of the special resolution being passed.