

**MALAYSIAN SINGAPOREAN BRUNEIAN
COMMUNITY ASSOCIATION**

(Non-Profit Organization)

No. 50409101

Bylaws

Revision: 2.0

October 8, 2005

MALAYSIAN SINGAPOREAN BRUNEIAN COMMUNITY ASSOCIATION

BYLAWS

Incorporated: September 20, 1989
No. 50409101

Last Revised: October 8, 2005

1. OBJECTIVES

- 1.1. To preserve and maintain the cultural heritage of Malaysia, Singapore and Brunei while promoting through cultural events, understanding between our Association and the community at large.
- 1.2. To provide for the recreation of the members and to promote and afford opportunity for friendly and social activities.
- 1.3. To assist in the settlement of new residents from Malaysia, Singapore and Brunei.
- 1.4. To support worthwhile charitable projects in Canada, Malaysia, Singapore and Brunei.
- 1.5. To provide an informal cultural resource centre for use by our members and any interested parties.
- 1.6. The Malaysian Singaporean Bruneian Community Association shall be a non-political, non-sectarian and non-profit Association.

2. MEMBERSHIP

- 2.1. Membership fee, if any, in the Association shall be determined, from time to time, by the Board.
- 2.2. Any person residing in Alberta, and being of the full age of (18) eighteen years, may become a member after submitting an APPLICATION FOR MEMBERSHIP form which includes the signing of an "Assumption of Risk Release and Waiver of Liability Indemnity Agreement" with full payment of the required membership fee, providing acceptance by the membership co-ordinator in conjunction with the executive committee.
- 2.3. The membership Year shall end on December 31st.
- 2.4. Family Membership
 - 2.4.1. Immediate family living within a single dwelling. Other related persons within the same dwelling would be considered a separate membership.
- 2.5. Single Membership
 - 2.5.1. Individual that is a minimum of (18) eighteen years of age.
 - 2.5.2. Single parent (including any dependant children under the age of (18) eighteen, unless registered as a student).

2.6. Life Membership

- 2.6.1. A member in good standing who pays a membership fee as designated by the Board.
- 2.6.2. A member in good standing who has served on the Board for a cumulative minimum of (5) five years.
- 2.6.3. A member in good standing who has made a special contribution or extended volunteer service to the Association as recommended by the Board of Directors.

3. TERMINATION OF MEMBERSHIP

- 3.1. Any member wishing to withdraw from membership may do so upon a notice in writing to the Executive Committee through its Secretary.
- 3.2. If any member is in arrears for fees or assessments for any year, such members shall automatically be suspended at the expiration of (2) two months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association. Any accumulated benefits will be lost and not reinstated upon returning as a new member.
 - 3.2.1. During the (2) two month grace period, membership privileges, other than the newsletter will be denied, until the membership fee's are paid in full. This restriction will also apply to Association functions where the non-member entrance rate will apply until membership is renewed within that (2) two month grace period.
 - 3.2.2. After the expiration of the (2) two month grace period, the past-member would be considered a new member if they wish to join the Association again.
- 3.3. Any member upon a majority vote of a duly called meeting of the Board of Directors may be expelled from membership for any cause which the Association may deem reasonable. Such conduct shall include disruptive behaviour or that which could damage the reputation of the Association as well as violating any of the bylaws of the Association.
 - 3.3.1. Such individuals shall be notified of the complaint against them, and have the opportunity to be heard by the Board at a meeting duly called for that purpose. Such notification shall be in writing and hand delivered or sent by registered mail at least (14) fourteen days in advance of the meeting.

4. BOARD OF DIRECTORS

- 4.1. The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.
- 4.2. Meetings of the Board shall be held as often as may be required, but at least once every (3) three months, and shall be called by the President.

5. EXECUTIVE COMMITTEE

5.1. President

- 5.1.1. The President shall be ex-officio, a member of all Committees. The President shall, when present, preside at all meetings of the Association and of the Board.
- 5.1.2. In the President's absence a Vice-President, in rotating order (Malaysia, Singapore, Brunei), shall preside at any such meetings, and in the absence of both, a chairperson may be elected by the meeting to preside thereat.
- 5.1.3. The President shall have full control of day-to-day operation of the Association. In the event the committee is unable to come to a consensus, or is deadlocked, the President's decision will be binding.
- 5.1.4. Position Requirements
 - 5.1.4.1. Must be a member in good standing for a minimum of (2) two years.
and was
 - 5.1.4.2. Born in, or have family heritage from Malaysia, Singapore or Brunei.
or was
 - 5.1.4.3. A resident of Malaysia, Singapore or Brunei for a minimum of (5) five years.

5.2. Vice-Presidents (Malaysia, Singapore, Brunei)

- 5.2.1. The Vice-President(s) shall assist the President in execution of the Association's business.
- 5.2.2. In the President's absence a Vice-President shall preside at all meetings of the Association and of the Board.
- 5.2.3. The Vice-President's, where appropriate, will provide foreign government documents for the benefit of the members.
- 5.2.4. Position Requirements
 - 5.2.4.1. Must be a member in good standing for a minimum of (2) two years.
and was
 - 5.2.4.2. Born in, or have family heritage from the country represented.
or was
 - 5.2.4.3. A resident of Malaysia, Singapore or Brunei for a minimum of (5) five years.

5.3. Secretary

- 5.3.1. It shall be the duty of the secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same.
- 5.3.2. The Secretary shall have charge of the Seal of the Association which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.
- 5.3.3. In case of the absence of the Secretary, the Secretary's duties shall be discharged by such officer as may be appointed by the Board.
- 5.3.4. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.

- 5.3.5. The Secretary shall also keep a record of all the members of the Association and their addresses, send all notices of Committee, Annual and Special General Meetings as required.
- 5.3.6. The offices of the Secretary and Treasurer may be filled by one person if any Annual General Meeting for the election of officers shall so decide.
- 5.3.7. Position Requirements
 - 5.3.7.1. Must be a member in good standing for a minimum of (2) two years.
and was
 - 5.3.7.2. Born in, or have family heritage from Malaysia, Singapore or Brunei.
or has
 - 5.3.7.3. A spouse from Malaysia, Singapore or Brunei.

5.4. Treasurer

- 5.4.1. The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
- 5.4.2. The Treasurer shall properly account for the funds of the Association and keep such books as may be directed.
- 5.4.3. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.
- 5.4.4. The Treasurer shall submit a monthly statement at the Board of Directors meeting.
- 5.4.5. The office of the Secretary and Treasurer may be filled by one person if any Annual General Meeting for the election of officers shall so decide.
- 5.4.6. Position Requirements
 - 5.4.6.1. Must be a member in good standing for a minimum of (2) two years.
and was
 - 5.4.6.2. Born in, or have family heritage from Malaysia, Singapore or Brunei.
or has
 - 5.4.6.3. A spouse from Malaysia, Singapore or Brunei.

5.5. Past President

- 5.5.1. The immediate Past President if not elected to an office may become a Director for the following year.

6. COMMITTEE

6.1. Position Requirements

- 6.1.1. Must be a member in good standing.

7. SIGNING AUTHORITY

- 7.1. (2) Two signatures are required for all cheques.
- 7.2. The Treasurer along with the President and Secretary shall be the signing officers for the Association.
- 7.3. Other signing officers may be appointed by the Executive Committee.

8. BOARD OF DIRECTORS MEETINGS

- 8.1. Meetings of the Board shall be called by (10) ten days' notice in writing mailed to each Board Member or by (3) three days' notice by email or telephone.
- 8.2. A Special Board Meeting may be called on the instructions of any (2) two Board Members thereof provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
- 8.3. Meetings can be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
- 8.4. The Board Members who attended a duly called annual general meeting or special general meeting shall approve the minutes thereof.
- 8.5. Minutes of the Board meetings shall be duly recorded by the Secretary and signed by both the Secretary and Chairperson of the meeting, once approved at the next Board meeting.
- 8.6. One half of the Board members, of which at least two are executive committee members, shall constitute a quorum.
- 8.7. Voting may be conducted by secret ballot or show of hands as decided by the Board. The chairperson of the meeting shall abstain from voting, and in the event of a tie, the chairperson shall cast their original vote as previously recorded on paper.
- 8.8. If a conflict of interest arises, the individual(s) concerned shall excuse themselves from the meeting while that particular business is in discussion. If a vote is held in relation to this business, the individual(s) involved will not have the right to exercise their vote.

9. TERMINATION OF BOARD MEMBERS

- 9.1. When a Director cease to be a member in good standing.
- 9.2. By notice to the Secretary they resign from office.
- 9.3. Is declared by a court of competent jurisdiction to be incapable of managing their affairs or has been convicted of a criminal offence.
- 9.4. Absent from (3) three consecutive Board meetings without reasonable excuse acceptable to the majority of the Board.
- 9.5. At a duly called Special General Meeting of the Association, a Director may be removed from office prior to the expiration of their term by a majority vote of members in good standing.

10. INDEMNIFICATION AND RENUMERATION

- 10.1. No officer or member of the association shall receive any remuneration for their services. Officers or members of the association will be reimbursed for reasonable or approved expenses.
- 10.2. Subject to the Society Act, every Board Member shall be deemed to have assumed office on the understanding that they, their heirs, executors and administrators:
 - 10.2.1. Shall not be held financially responsible in the event a suit or action is brought against them in the execution of their duties. Costs, charges and expenses related to a suit or action brought against a Board Member(s) shall be from the funds of the Association.
 - 10.2.2. In the event that a suit or action is brought against a Board Member(s) as a result of wilful neglect or default, any costs, charges and expenses will be born by the involved Board Member(s)

11. ANNUAL GENERAL MEETING

- 11.1. In each year, the Association shall hold an Annual General Meeting after the end of the fiscal year (August 31st) on or before the October 31st in such year, at the time and place determined by the Board of Directors, of which due notice shall be given to all members in good standing.
- 11.2. Notice of an Annual General Meeting stating the time and place of such meeting shall be given by the Secretary in writing, to the last known address of each member in good standing, mailed (14) fourteen days previous to the date of such meeting. Supplemental notice via email and/or telephone at least (3) three days prior to the date of such meeting may also be used.
- 11.3. To receive a report from the outgoing Board of Directors.
- 11.4. To receive the audited accounts of the Association for the immediate past fiscal year.
- 11.5. At this meeting there shall be elected a President, Vice-President(s), Secretary, Treasurer, (or Secretary-Treasurer), and additional Committee Members as deemed necessary by the President elect.
 - 11.5.1. If the position of President is not filled the position of Chairperson must be filled by a Vice-President.
- 11.6. The officers and executive committee members so elected shall form a Board, and shall serve until their successors are elected and installed.
- 11.7. Any vacancy occurring during the year shall be filled at the next Board Meeting, provided it is so stated in the notice calling such meeting.
- 11.8. Any member in good standing shall be eligible to any office in the Association as laid out in "5. Executive Committee" and "6. Committee".
- 11.9. One-third of members in good standing shall constitute a quorum at the annual general meeting.
 - 11.9.1. If after (60) sixty minutes from the appointed time of the duly called Annual General Meeting, a quorum is not present, all members in good standing present shall constitute a quorum providing the number of members in good standing is not less than (20) twenty.

- 11.9.2. If at any time during a duly called Annual General Meeting that is in progress, there ceases to be a quorum, business will be suspended for (30) thirty minutes. If the original quorum is not re-established within this (30) thirty minute period, all members in good standing present shall constitute a quorum providing the number of members in good standing is not less than (20) twenty.

12. **SPECIAL GENERAL MEETINGS**

- 12.1. Special General Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board. The membership may request a Special General Meeting by a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. This petition can be served on any sitting Board member, who shall accept them on behalf of the Board. The Board of Directors shall meet within (7) seven days of receipt of the request to determine the validity of the request and if approved, shall convene a Special General Meeting. A Special General Meeting will be called at a time and place determined by the Board of Directors, of which due notice shall be given to all members in good standing.
- 12.2. Notice of Special General Meetings stating the time, place and reason for calling such meeting shall be given by the Secretary in writing, to the last known address of each member in good standing, mailed (14) fourteen days previous to the date of such meeting. Supplemental notice via email and/or telephone at least three days prior to the date of such meeting may also be used.
- 12.3. One-third of members in good standing shall constitute a quorum at the special general meeting.
 - 12.3.1. If after (60) sixty minutes from the appointed time of the duly called special general meeting, a quorum is not present, all members in good standing present shall constitute a quorum providing the number of members in good standing is not less than (20) twenty.
 - 12.3.2. If at any time during a duly called Special General Meeting that is in progress, there ceases to be a quorum, business will be suspended for (30) thirty minutes. If the original quorum is not re-established within this (30) thirty minute period, all members in good standing present shall constitute a quorum providing the number of members in good standing is not less than (20) twenty.

13. **VOTING**

- 13.1. Any member in good standing, that is one who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any Annual or Special General Meeting of the Association. Such votes must be made in person and not by proxy or otherwise.
- 13.2. Will be by secret ballot.

- 13.3. Potential members who submit their application at a general meeting will not be allowed to attend the meeting nor vote. New membership applications will be reviewed for acceptance by the membership co-ordinator in conjunction with the executive committee at a later date.
- 13.4. The chairperson of the meeting shall abstain from voting, and in the event of a tie, the chairperson shall cast their original vote as previously recorded on paper.
- 13.5. Family Membership
 - 13.5.1. (2) Two adult votes per membership (minimum (18) eighteen years old).
- 13.6. Single Membership
 - 13.6.1. (1) One adult vote per membership (minimum (18) eighteen years old).

14. BOOKS AND RECORDS

- 14.1. All the books, records and minutes of meetings of the Association shall be prepared and kept by their appropriate Board Members.

15. AUDITING

- 15.1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual General Meeting.
- 15.2. A complete and proper statement of the standing of the books for the previous year shall be submitted by such audit at the Annual General Meeting of the Association.
- 15.3. The fiscal year of the Association in each year shall end on August 31st.
- 15.4. The books and records of the Association may be inspected by any member of the Association at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.
- 15.5. Each member of the Board shall at all times have access to such books and records.

16. DISPOSAL OF ASSETS

- 16.1. All property, including real property, purchased by or donated to the Association remains the property of the Association.
- 16.2. Disposal of assets must proceed through one of the following methods.
 - 16.2.1. Assets of little or no monetary value may be disposed of, or donated to other charitable organizations as determined by the Board.
 - 16.2.2. Assets (other than real property) to be sold at fair market value as agreed upon by the Board of Directors.
 - 16.2.3. Assets (other than real property) may be auctioned off to members of the Association as a fundraising activity as determined by the Board of Directors.
 - 16.2.4. Real Property must be sold at fair market value through a licensed non-interested real estate professional, and advertised publicly.

17. **BORROWING POWER**

- 17.1. The Board of Directors may from time to time borrow money through established lending institutions up to the amount deemed allowable by such institution. Borrowing from any person must be duly documented on paper with terms and conditions similar to lending institutions at that time, or at rates more favourable to the Association.
- 17.2. Such loans and use of said monies must be approved by the membership at a duly called Special General Meeting for that purpose.

18. **GOVERNANCE & BY-LAWS**

- 18.1. The Association shall be governed by these Bylaws and the Societies Act of Alberta.
- 18.2. The By-Laws may be rescinded, altered or added to by a "Special Resolution" put forth and an Annual General Meeting or Special General Meeting called for that purpose.

19. **LANGUAGE**

- 19.1. The primary language of communication for meetings and functions within the Association will be English.

20. **DISSOLUTION OF THE ASSOCIATION**

- 20.1. In the event of the dissolution of the Association, any assets, investments or funds from the Association shall be managed by Court appointed trustees upon all final appeals through the legal system in Canada.
- 20.2. The dissolving of the Association shall be governed by the following procedures:
 - 20.2.1. Notice of the proposed dissolution of the Association must be presented to the membership in accordance with the bylaws at a duly called Special General Meeting.
 - 20.2.2. A follow-up Special General Meeting shall be held (30) thirty days after where a majority vote will be held to confirm or rescind the decision from the previous Special General Meeting.
 - 20.2.3. The liquidator used for winding up the Association's affairs will be approved at the Special General Meeting 20.2.2.
 - 20.2.4. All assets of the Association shall be sold and the proceeds applied to the liquidation of liabilities of the Association.

- 20.2.5. The Board of Trustees, as appointed by the Court, shall distribute surplus monies left after liabilities have been satisfied, equally to at least (5) five distinct, independent and varied charitable or non-profit organizations, associations or societies operating in the City of Calgary, Alberta Canada. The following criteria of the receiving organizations, associations or societies must be met with 1 (one) of 20.2.5.1 through 20.2.5.4 and all of 20.2.5.5 through 20.2.5.8.
- 20.2.5.1. Must promote cultural and ethnic diversity.
 - 20.2.5.2. Must promote educational enrichment for children and youth.
 - 20.2.5.3. Must promote life enrichment for seniors.
 - 20.2.5.4. Must promote enrichment for the physically and mentally challenged or impaired.
 - 20.2.5.5. Shall not be politically affiliated.
 - 20.2.5.6. Shall not be religiously affiliated.
 - 20.2.5.7. Shall not be listed by the Government of Canada as being fronts for terrorist activities inside or outside of Canada.
 - 20.2.5.8. Shall not be a front for criminal activities.
- 20.2.6. All records of the Association shall be turned over to the liquidator after completion of winding up the affairs of the Association.

21. DEFINITIONS

Words using the singular or plural number are interchangeable. Words using masculine or feminine are interchangeable.

Board of Directors: Board of Directors, Executive Committee, Committee or Board.

Board Meeting: A meeting duly called (at least once every three months) to conduct Association business by the Board of Directors.

Expense, reasonable: Expenses for supplies or building maintenance required for the normal day to day operation of MSBCA.

Expense, approved: Expenses for other than day to day requirements that require Board approval.

General Meeting: Annual or Special General Meeting called to conduct Association business with participation of the general membership in good standing.

Last Known Address: According to the current membership list.

Malaysian Singaporean Bruneian Community Association: MSBCA, MSBCA Calgary.

Member: Each individual is a member. Family membership is two members and Single membership is one member.

Member in Good Standing: A member whose membership has been paid in full prior to the beginning of the next membership year (January 1st) and has not withdrawn nor been expelled from the Association.

MSBCA Cultural Centre: MSBCA Centre, MSBCA Clubhouse or Clubhouse.

DOCUMENT RELEASE INFORMATION

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Revision	Date Approved	Item	Participants
	1989-09-20	Incorporation	
1.0	1999-10-02	General Revisions by Special Resolutions	
2.0	2005-10-08	Complete Revision	Ken Preston, Kim Yoon Roe