

# **THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY – VANCOUVER BRANCH**

## **BYLAWS**

### **PART 1 – DEFINITIONS AND INTERPRETATION**

#### Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “Act” means the *Societies Act* of British Columbia as amended from time to time;
- (b) “Board” means the Directors of the Branch;
- (c) “Branch” means the society registered under the Act with the name The Royal Scottish Country Dance Society – Vancouver Branch;
- (d) “Bylaws” means these Bylaws as altered from time to time;
- (e) “President”, “Vice-president”, “Recording Secretary”, “Corresponding Secretary”, and “Treasurer” are Executive Directors and mean the persons currently elected or appointed as President, Vice-president, Recording Secretary, Corresponding Secretary, and Treasurer, respectively, in accordance with these Bylaws;
- (f) “Director-at-large” means a Director who is not an Executive Director;
- (g) “Voting Members” means Members who are in good standing.

#### Definitions in Act Apply

1.2 The definitions in the Act apply to these Bylaws.

#### Conflict with Act or Regulations

1.3 If there is a conflict between these Bylaws and the Act or the Regulations under the Act, the Act or the Regulations, as the case may be, prevail.

#### Number and Gender

- 1.4 Words importing the singular include the plural and vice versa. Words importing a male person include a female person and a corporation.

## **PART 2 – MEMBERSHIP**

### Membership in RSCDS and Branch

- 2.1 A Member must concurrently be a member of the Royal Scottish Country Dance Society headquartered in Edinburgh, Scotland.

### Application for Membership

- 2.2 Membership of the Branch is open to all persons of the age of 16 years or over who support the purposes of the Branch. A person becomes a Member when such person pays the current annual Membership fees and on his application for Membership being accepted by a person authorized by the Board to accept Memberships.

### Duties of Members

- 2.3 Every Member must uphold the Constitution of the Branch and must comply with these Bylaws.

### Amount of Membership Dues

- 2.4 The amount of the annual Membership fees is established by the Board from time to time.

### Member Not in Good Standing

- 2.5 A Member is not in good standing if the Member fails to pay the Member's annual Membership dues or fails to pay any debt owed by the Member to the Branch. The Member is not in good standing as long as those dues and/or debt remain unpaid.

### Member Not in Good Standing May Not Vote

- 2.6 A Member who is not in good standing

- (a) may not vote at a General Meeting, and
- (b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members.

#### Cessation of Membership

2.7 A Member ceases to be a Member of the Branch:

- (a) on the Member's death;
- (b) on being expelled by the Board. Such expulsion must be passed by a two-third's majority of the votes of all Directors. The Member concerned must be given an opportunity to be heard by the Directors before such vote is taken;
- (c) on providing a written resignation to the Branch;
- (d) when a Member is not in good standing for a continuous period of four months ending on 31<sup>st</sup> October of the current fiscal year.

#### Reinstatement of Membership

2.8 A person is reinstated as a Member:

- (a) when a previous Member who has been expelled is reinstated by a two-thirds majority of the votes of all Directors or by a two-thirds majority of the votes cast by Members present at a General Meeting;
- (b) when a previous Member who has not been expelled pays the annual Membership fees or pays any debt owed.

#### Register of Members

2.9 The Board must maintain a Register of Members that records each Member's full name, current residential mail address, email address, the date on which the person became a Member, and other information decided by the Board.

### **PART 3 – GENERAL MEETINGS OF MEMBERS**

#### Definition of Meetings

3.1 All meetings of Members are General Meetings.

#### Time and Place of Meetings

3.2 General Meetings are held at a time and place that the Board decides, in accordance with the Act.

#### Notice of Meetings

3.3 Notice of a General Meeting must specify the place, day, and hour of the General Meeting and, other than Ordinary Business, the nature of any Special Business to be transacted at the General Meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

#### Special Business

3.4 Special Business may be transacted at an Annual General Meeting or at a General Meeting called for that purpose and any resolution arising from Special Business is a Special Resolution.

#### Annual General Meetings

3.5 An Annual General Meeting must be held at least once in each calendar year.

#### Timing of Notice and Recipients

3.6 Notice of a General Meeting must be sent to every Member of the Branch at least 14 days before the General Meeting.

#### Omission or Non-receipt of Notice

3.7 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any Member entitled to receive a notice does not invalidate proceedings at that General Meeting.

#### Requirements for Calling Meetings

3.8 A General Meeting must be called after an affirmative vote of two-thirds of the Directors present at a Board Meeting, or on receipt by the Board of a written requisition signed by at least 10 percent of the Voting Members.

#### Quorum

3.9 A quorum at a General Meeting consists of 10 percent of the Voting Members.

#### Lack of a Quorum

3.10 No business, other than the election of a chair and the adjournment or termination of the General Meeting, may be transacted at a General Meeting unless a quorum is present.

#### Cessation of Quorum

3.11 If, at any time during a General Meeting, there ceases to be a quorum present, business in progress must be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.

#### Quorum for Adjourned Meeting

3.12 If a General Meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned General Meeting, a quorum is again not present, the General Meeting will be adjourned and another General Meeting will be called.

#### Chair of Meeting

3.13 The following individual is entitled to preside as the chair of a General Meeting:

- (a) the President;
- (b) the Vice-president, if the President is unable to preside as the chair; or
- (c) one of the other Directors present at the General Meeting, if both the President and the Vice-president are unable to preside as the chair.

### Alternate Chair

3.14 If there is no Member entitled under Bylaw 3.13 who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the General Meeting, the Voting Members who are present must elect a Voting Member present at the General Meeting to preside as the chair.

### Adjournment by Chair

3.15 The chair of a General Meeting may, or, if so directed by the Voting Members at the meeting, must, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned General Meeting other than business left unfinished at the adjourned General Meeting.

### Notice of Continuation of Adjourned General Meeting

3.16 Notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting must be given.

### Order of Business at General Meeting

3.17 The order of business at a General Meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) the adoption of rules of order, but, in the absence of such adoption, the chair of the meeting runs the meeting in an orderly manner;
- (d) approve the agenda;
- (e) approve the minutes from the last General Meeting;
- (f) deal with unfinished business from the last General Meeting;
- (g) if the meeting is an Annual General Meeting,
  - (i) consider the financial statements for the previous financial year;
  - (ii) receive the report of a person or firm elected or appointed to review the financial statements of the Branch for the previous financial year;
  - (iii) receive reports of Directors' activities and decisions since the previous

Annual General Meeting;

- (iv) elect or appoint Executive Directors and Directors-at-large;
- (v) appoint a person to review the financial statements of the Branch for the current financial year;
- (vi) consider business that is brought under consideration by the report of the Directors and that does not require the passing of a Special Resolution;
- (h) deal with new business, including any matters and Special Business about which notice has been given to the Members in the notice of meeting;
- (i) terminate the meeting.

#### Ordinary Resolutions

3.18 A matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution.

#### Special Resolutions

3.19 Any amendment to the Constitution and Bylaws, and any matter described in the Act or these Bylaws as requiring a Special Resolution, must be decided by a Special Resolution at an Annual General Meeting or at a General Meeting called for that purpose.

#### Voting on Ordinary Resolutions

3.20 An Ordinary Resolution is passed at a General Meeting by a majority of votes cast in favour of the motion by all present Voting Members.

#### Voting on Special Resolutions by the Board

3.21 The Board must approve by a two-thirds vote all Special Resolutions before they are submitted to a General Meeting called by the Board.

#### Voting on Special Resolutions at a General Meeting

3.22 A Special Resolution is passed at a General Meeting by an affirmative vote of at least two-thirds of the votes cast by all present Voting Members.

#### Voting at General Meetings

3.23 Every Member who is in good standing is entitled to one vote at a General Meeting.

#### Methods of Voting

3.24 At a General Meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the Voting Members, except that if, before or after such a vote, five or more Voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

#### Voting by Proxy

3.25 Voting by proxy is not permitted.

#### Tied Votes

3.26 The chair of a General Meeting normally abstains from voting at the meeting, but, in the event of a tied vote, the chair may cast a vote.

#### Announcement of Result

3.27 The chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **PART 4 – BOARD OF DIRECTORS**

#### Charge to Board

4.1 Subject to the Act, these Bylaws, and the directions of the Members, the Board must only act within the purposes of the Branch and must only exercise the powers necessary to sustain these purposes.



## Resolutions and Prior Acts

- 4.2 A Resolution passed by the Members at a General Meeting, does not invalidate a prior act of the Directors that would have been valid if that Resolution had not been passed.

## Composition of the Board

- 4.3 The Board is composed of all the Executive Directors and the Directors-at-large. Every Director must be a Member. There must be at least 8 Directors but never more than 12 Directors.

## Term of Past President

- 4.4 After the term as President is completed, the President becomes the Past President and continues as a Director-at-large for a period of one year only.

## Term of Directors

- 4.5 The term of each Director is one or two years and is determined by the Board to ensure that as close as possible to one-half of the Directors' terms terminate at one Annual General Meeting and the terms of the remaining Directors terminate at the following Annual General Meeting. The terms commence and terminate at the close of an Annual General Meeting.

## Term Limits for Directors

- 4.6 Directors are eligible to be re-elected or re-appointed for one- or two-year terms, but no Director may be a Director for more than six consecutive years. The Members at an Annual General Meeting may vote to waive this rule for a specific Member, but such waiver is only effective until the Annual General Meeting at the end of the term of the Director, at which time the waiver must be voted on again.

## Re-election of a Director

- 4.7 A Member may be elected again as a Director, once such Member has not been a Director for two consecutive years. The Members at an Annual General Meeting may

vote to waive this rule for a specific Member.

#### Vacancy on the Board

4.8 The Board may appoint a Member to fill a vacancy created by a Director for any reason before the end of the Director's term. The Member ceases to be a Director at the end of the unexpired portion of the term of the Director whose departure from office created the vacancy.

#### Appointments to the Board

4.9 If the Board consists of less than twelve Directors, the Board may appoint one or more additional Directors for terms approved by the Directors and consistent with these Bylaws.

#### Removal of Directors

4.10 The Members may, by a Special Resolution passed at a General Meeting, remove a Director before the expiration of the Director's term of office and may elect a Member, by Ordinary Resolution at a General Meeting, to serve as a Director for the balance of the term of the removed Director.

#### No Remuneration for Directors

4.11 No Director may be remunerated for being a Director, but a Director may be reimbursed for all expenses necessarily incurred by the Director in performing the duties of a Director and approved by the Board.

#### Nominations

4.12 Nominations to the Board can be initiated in the following manner:

(a) A nominating committee of at least two Members may be appointed by the Board before an Annual General Meeting. No current Director may serve on the nominating committee. The nominating committee receives and presents nominations for all Executive Directors and Directors-at-large who are due for

election at the Annual General Meeting in accordance with the provisions of the Constitution, the Bylaws, and the Agreement with the RSCDS. The committee finds suitable candidates in sufficient time for its list of nominations to be included with the notice to Members of the Annual General Meeting.

- (b) Any two Members may present further nominations before or at the Annual General Meeting. If the nominee is not present at the Annual General Meeting, the nominee's acceptance, in writing or by electronic means that may be reproduced in hard copy, must have been obtained beforehand by the nominators.

#### Election of Directors

- 4.13 Elections are held for Executive Directors and Directors-at-large at an Annual General Meeting. There is no election for Executive Directors and Directors-at-large whose terms do not end at the Annual General Meeting. There is no election necessary for the position of Past President as stated in Bylaw 4.4.

#### Voting at Elections

- 4.14 The election of the Executive Directors and Directors-at-large is by a show of hands, unless the chair of the meeting decides it is to be by secret ballot. If there are no more nominations for Executive Directors and Directors-at-large, other than those necessary to fill the positions becoming vacant, the elections are by acclamation.

### **PART 5 – EXECUTIVE DIRECTORS**

#### Election or Appointment

- 5.1 Directors are elected or appointed to the following Executive Director positions on the Board, and a Director, other than the President, may hold more than one position:
  - (a) President;
  - (b) Vice-president;
  - (c) Recording Secretary;

- (d) Corresponding Secretary;
- (e) Treasurer.

#### Term

5.2 The term of each Executive Director is two years.

#### Requirements for President

5.3 A Member nominated to be President must be a Director at the time of the nomination. Unless there are exceptional or unusual circumstances, the President cannot serve consecutive terms as President.

#### Term Limits

5.4 Except for the President who normally holds office for only one two-year term, no Director may be an Executive Director for more than six consecutive years. The Members at an Annual General Meeting may vote to waive this rule for a specific Director, but such waiver is only effective until the next Annual General Meeting, at which time the waiver must be voted on again.

#### Role of President

5.5 The President is the leader of the Board and is responsible for supervising the other Directors in the execution of their duties. The President presides at Board Meetings. In the absence of the President and Vice-president from a Board Meeting, the Directors present at the Board Meeting must elect a chair for that Board Meeting.

#### Role of Vice-President

5.6 The Vice-president is responsible for carrying out all the duties of the President in the absence of the President and performs such other duties as the President and/or the Board assigns from time to time.

#### Role of Recording Secretary

5.7 The Recording Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of General Meetings and of Board Meetings;
- (b) taking minutes of all meetings of the Branch and of the Board;
- (c) keeping custody of all records and documents of the Branch in accordance with the Act, except those kept by the Treasurer;
- (d) filing the Annual Report of the Branch and making any other filings required under the Act.

The Recording Secretary is the Secretary where the Secretary is referred to in legislation or otherwise.

#### Absence of Recording Secretary

5.8 In the absence of the Recording Secretary from a General Meeting or a Board Meeting, the Board must appoint another individual to act as Recording Secretary at the meeting.

#### Role of Corresponding Secretary

5.9 The Corresponding Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) being the principal contact for all correspondence of the Branch;
- (b) being the principal contact with the Royal Scottish Country Dance Society in Edinburgh.

#### Role of Treasurer

5.10 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from Members or other sources;
- (b) keeping accounting records in respect of the financial transactions of the Branch;
- (c) preparing the financial statements of the Branch;

(d) making the filings of the Branch respecting taxes and charitable status.

#### Responsibilities of Executive Directors

5.11 The Board may establish other responsibilities for the Executive Directors as it deems necessary.

## **PART 6 – MEETINGS OF THE BOARD OF DIRECTORS**

### Timing

- 6.1 Board Meetings are held every month with at least seven days' notice being given to all Directors. Extra Board meetings are called by the Recording Secretary upon the request of the President or on requisition in writing by at least three Directors. The President may decide not to hold a Board Meeting in a particular month but, in this event, a Board Meeting must be held during the following month.

### Omission or Non-receipt of Notice

- 6.2 The accidental omission to give notice of a Board Meeting to, or the non-receipt of a notice by, a Director does not invalidate proceedings at the Board Meeting.

### Quorum

- 6.3 A quorum for a Board Meeting is 50 percent of the Board. The Board may only conduct business while a quorum is present at a Board Meeting.

### Rules and Procedures for the Board

- 6.4 The Board must set such rules and procedures as it deems appropriate for the conduct of Board Meetings. Without restricting the generality of this ability, the Board specifically sets rules and procedures concerning:
- (a) the ability of Members to attend Board Meetings as observers and their right to talk at these Board Meetings, except at in-camera Board Meetings;
  - (b) the holding of in-camera Board Meetings or portions of such Board Meetings.

### Rules and Procedures for the Branch

- 6.5 The Board may set such rules and procedures as it deems appropriate for the orderly running of the operations of the Branch. Without restricting the generality of this ability, the Board may specifically set rules and procedures concerning:
- (a) the appointment of committees as required for specific purposes and the setting

of the terms of reference for each committee. All committees report to the Board. The chair of any committee must be a Director, or a Member appointed by a vote of the Directors present at a Board Meeting;

- (b) the appointment of Members to perform specific duties for the Branch and the setting of the terms of reference for each appointment. All appointments report to the Board.

### Voting

6.6 Each Director is entitled to one vote at any Board Meeting.

### Methods of Voting

6.7 Voting at a Board Meeting must be by a show of hands unless the chair of the meeting decides that it is to be by secret ballot or at least three Directors present at the Board Meeting request a vote by secret ballot.

### Voting by Proxy

6.8 Voting by proxy is not permitted.

### Tied Votes

6.9 The chair of a Board Meeting normally abstains from voting at the meeting, but, in the event of a tied vote, the chair may cast a vote.

### Announcement of Result

6.10 The chair of a Board Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the Board Meeting.

### Representative to the RSCDS

6.11 The Board must appoint a representative to act on behalf of the Branch at all meetings of the Royal Scottish Country Dance Society where such appointments are in order. The Board may give such direction to this representative as it deems appropriate. In



the absence of such direction, the representative may vote in such manner as the representative feels is in the best interests of the Branch. At any time, the Board may change this representative for one particular meeting or for all future meetings of the Royal Scottish Country Dance Society. If it is possible to appoint more than one representative to a meeting of the Royal Scottish Country Dance Society, the Board may do so and may also appoint one of these representatives to direct the votes of other representatives.

## **PART 7 – BORROWING**

### Maximum Amount

- 7.1 Solely to maintain the purposes of the Branch, the Board may borrow up to \$2,000. Once the total borrowings approved by the Board reach an amount of \$2,000, the Board may not borrow any more money.

### Exception to Maximum Amount

- 7.2 If the Board deems it necessary that an amount over \$2,000 must be borrowed, such borrowing must be approved by a Special Resolution passed at a General Meeting. Once this approval is given and subject to such terms as are stated in the resolution that is passed, the Board, on behalf of and in the name of the Branch, may raise or secure payment or repayment of money in a manner that the Board decides and, in particular but without limiting the foregoing, by issue of debentures.

### Restrictions

- 7.3 The Members may, by a Special Resolution passed at a General Meeting, restrict the borrowing powers of the Board.

## **PART 8 – REVIEW OF FINANCIAL STATEMENTS**

### Accounting

- 8.1 A person with knowledge of accounting who is not a Member, or an accounting firm that employs no Members, is elected at each Annual General Meeting to review the financial statements of the Branch for the current financial year. This person or firm must make a report on the review to the Annual General Meeting immediately following the end of the financial year to which the financial statements apply. If the Board decides that the person or firm is no longer appropriate, the Board shall, as soon as possible, call a General Meeting to appoint a replacement.

## **PART 9 – NOTICES TO MEMBERS**

### Method

- 9.1 A notice may be given to a Member or a Director
- (a) personally, or
  - (b) by delivery by email, or by mail posted to such person's registered residential address.

### Legitimacy

- 9.2 A notice sent by mail is deemed to have been given on the second business day following that on which the notice is posted. In proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed. A notice sent by email is deemed to have been given if proof is provided that such notice was sent and no reply was received that this notice was not received.

### Member Requests

- 9.3 A Member may choose to have notices sent to the Member's registered residential address only.

### Newsletters

- 9.4 Notices may be included in newsletters sent to all Members. If annual Membership

fees have been paid for more than one Member on the basis that they will only receive one newsletter, receipt of this newsletter by any of these Members means that the notice has been properly sent to all of these Members.

#### Recipients

9.5 Notice of a General Meeting must be given to:

- (a) every Member shown on the Register of Members on the day the notice is sent;
- (b) the person or firm selected to review the financial statements.

### **PART 10 – GENERAL**

#### Financial Year

10.1 The financial year of the Branch is from 1<sup>st</sup> July of a year until 30<sup>th</sup> June of the following year.

#### Compliance with 1996 Agreement

10.2 The Branch must comply with the Agreement between the Royal Scottish Country Dance Society and the Branch dated 1<sup>st</sup> April 1996 and such other agreements between these two parties as replace, supplement, or extend this agreement. In interpreting the Agreement dated 1<sup>st</sup> April 1996, the term “Local Association” used in that agreement means the Branch as defined in these Bylaws.

#### Signatures Required

10.3 Contracts, documents, or instruments in writing approved by the Board and requiring a signature must be signed on behalf of the Branch

- (a) by the President, together with the Corresponding Secretary or Treasurer;
- (b) if the President is unable to provide a signature, by the Vice-president, together with the Corresponding Secretary or Treasurer;
- (c) if the President and Vice-president are both unable to provide signatures, by any two other Directors, or

- (d) in any case, by one or more individuals authorized by the Board to sign on behalf of the Branch.

All contracts, documents, or instruments in writing so signed are binding on the Branch without any further authorization or formality.

#### Meetings by Electronic Communication

- 10.4 Any meeting of the Board or of any committee may be held by telephone, video conference call, or another communications medium as long as all the Members, Directors, or persons participating in the meeting, whether by telephone, video conference call, another communications medium, or in person, are able to communicate with each other.

#### Participation by Electronic Communication

- 10.5 Any Member, Director, or committee member may participate in any meeting connected with the Branch, except a General Meeting, by telephone, video conference call, or another communications medium, provided that the chair of the meeting authorizes such participation and that all of the persons participating at the meeting, whether by telephone, video conference call, another communications medium, or in person, are able to communicate with each other. All of the persons so participating in any such meeting are, notwithstanding the foregoing Bylaws, entitled to vote by a voice vote recorded by the secretary of the meeting.

#### Security of Funds

- 10.6 All monies belonging to the Branch must be held in the name of the Branch and deposited in a bank or credit union selected by the Board. Once deposited, part of these monies may be used to buy term deposits or other appropriate high quality financial instruments. The Board decides the signatories required for Branch accounts at all institutions that hold money or other assets of the Branch.

### **PART 11 – INDEMNIFICATION**

## Current Directors

11.1 Subject to the provisions of the Act, each Director is indemnified by the Branch against all costs, charges, and expenses reasonably incurred in connection with any claim, action, suit, or proceeding to which that Director may be made a party by reason of being, or having been, a Director.

## Past Directors

11.2 To the extent permitted by the Act, the Branch indemnifies and holds harmless every Member that has ever served as a Director, along with such Director's personal representatives.

## Legal Costs

11.3 At the discretion of the Board, and to the extent permitted by the Act, all costs, charges, and expenses incurred by a Director with respect to any claim, action, suit, or proceeding may be advanced by the Branch prior to the final disposition thereof. Costs, charges, and expenses incurred in this manner must only be authorized by the Board upon receipt of an undertaking by or on behalf of the Director to repay such amount, unless it is ultimately determined that the Director is entitled to indemnification under these Bylaws. This undertaking must be satisfactory in form and amount to the Board.

## Actions and Indemnity

11.4 The Branch must not indemnify or pay the expenses of a Director or the Director's representative if, in relation to the provisions of the Act, the Constitution, or the Bylaws, the Director did not act honestly and in good faith with a view to the best interests of the Branch, or the subsidiary of the Branch, as the case may be.

## Insurance

- 11.5 The Branch may purchase and maintain insurance, for the benefit of a Director or a representative of the Director, against any liability that may be incurred by reason of the Director being or having been a Director of the Branch.

#### **PART 12 – CHARITABLE STATUS**

- 12.1 The Branch shall carry out the aforesaid purposes as a charitable organization.

#### **PART 13 – NON-PROFIT STATUS**

- 13.1 The operations of the Branch shall be carried out without purpose of gain for its Members. Any profits or other accretions to the Branch shall only be used for promoting its purposes.

#### **PART 14 – DISSOLUTION OF THE BRANCH**

- 14.1 In the event of the winding up or dissolution of the Branch in accordance with the provisions of the Act, all funds and assets of the Branch remaining after the satisfaction of its debts and liabilities shall be transferred and distributed only to one or more registered charities. These registered charities shall be determined by the Board in their absolute discretion at the time of dissolution. In exercising their discretion, the Board shall consider:
- (a) firstly, that the charity promotes Scottish Country Dancing in the Province of British Columbia;
  - (b) secondly, that the charity encourages, promotes, and maintains Scottish culture in the Province of British Columbia;
  - (c) and lastly, that the charity is engaged in activities that are similar to those of the Branch.

DATED this 3rd day of August, 2018.