

VANCOUVER OXFORD & CAMBRIDGE SOCIETY

CONSTITUTION

WHEREAS:

- A. The Vancouver Oxford & Cambridge Society (“VOCS”) has existed continuously and successfully as an unincorporated association without a written constitution or by-laws since 1929;
- B. The unwritten constitution of VOCS has always relied upon the voluntary leadership of individuals chosen, from time to time, by their predecessors with the tacit approval of the membership of VOCS;
- C. Concerns have been expressed by some of the membership of VOCS as to the long term viability of the traditional process for the succession of the leadership of VOCS;
- D. In addition, some of the membership of VOCS have suggested that the establishment of a board of directors and formal officers of VOCS other than the new office of President contemplated in this Constitution would be of assistance in the organization of VOCS events and the keeping of appropriate accounting and other records for VOCS;
- E. Some members of VOCS have met in every year since 1929, except for 1931, to celebrate the Boat Race at a dinner held in Vancouver, such dinner has been the principal event of VOCS in each year and, as such, is appropriate to serve as the annual general meeting of VOCS for the carrying out of any business of VOCS including the consideration, and, if seen fit, approval of any constitution or by-laws proposed by the President.

PART 2

PURPOSES

- 1.1 The purposes for which VOCS exists are to:
 - a. continue the traditions of VOCS;
 - b. promote good fellowship among the members;
 - c. hold a dinner in each year to celebrate the Boat Race in that year (the “Boat Race Dinner”);
 - d. hold such other functions as the Board may, from time to time, decide;
 - e. promote the University of Oxford (“Oxford”) and the University of Cambridge (“Cambridge”) as universities to be attended by British Columbia students;
 - f. promote the interests of the Oxford and Cambridge in British Columbia; and
 - g. do such other things as may be reasonably ancillary to the foregoing purposes.

PART 2

MEMBERSHIP

- 2.1 All of the following persons who are normally resident in the Province of British Columbia are members of VOCS (the “Members”):
- a. graduates of Oxford ;
 - b. graduates of Cambridge;
 - c. former fellows of any college of Oxford;
 - d. former fellows of any college of Cambridge;
 - e. matriculants without degrees of an Oxford college;
 - f. matriculants without degrees of a Cambridge college;
 - g. persons who are teaching or have taught at Oxford or Cambridge;
 - h. persons who are performing or have performed post-doctoral research at Oxford or Cambridge without an college affiliation;
 - i. other persons who are accepted, from time to time, as Members by resolution of the board of directors of VOCS (the “Board”); and
 - j. persons contemplated in Section 2.2
- 2.2 In recognition that persons of the categories described in subsections 2.1(a) to (j) who are normally resident in the State of Washington, one of the States of the United States of America, have, since the coming into existence of VOCS, always been treated as Members and because there is, as of the time of the coming into effect of this Constitution, no association equivalent to VOCS established in such State, such persons are also Members until such time as such equivalent association is established in such State and it may request that VOCS cease treating its members as Members.
- 2.3 A Member may be expelled as a Member by the unanimous resolution of the Board.

PART 3

MEETINGS OF MEMBERS

- 3.1 The annual general meeting of the Members will be held at the Boat Race Dinner in each year.
- 3.2 The notice for the Boat Race Dinner in each year shall contain notice of any business to be carried out at the annual general meeting to be held at that Boat Race Dinner.

- 3.3 General meetings of the Members may be called from time to time by the Board for the purposes set out in the notice provided to the Members in respect of any such meeting.
- 3.4 Sufficient notice of any meeting of the Members shall be given if it is included in an emailed bulletin to all Members for which VOCS holds a valid email address. No notice of any such meeting need be given by Canada Post.
- 3.5 At each annual general meeting, each Member present at the Boat Race Dinner for that year shall be entitled to one vote in respect of the election of members of the Board or a new President.
- 3.6 The quorum for any general meeting of the Members shall be twelve Members.
- 3.6 The chairperson of each general meeting will be the President, or failing him or her, a director chosen by the Board and he or she will, from time to time, determine the procedures of such meeting.
- 3.7 Unaudited financial statements of VOCS that are prepared by the Treasurer and approved by the Board will be available for examination at the annual general meeting of VOCS held at the 2012 Boat Race Dinner and all such meetings held thereafter.

PART 4

BOARD OF DIRECTORS

- 4.1 The Board shall consist of the President and between four and eight directors.
- 4.2 The first directors of VOCS (the "First Directors") shall be Members chosen by the President who agree to serve as the First Directors.
- 4.3 No person shall be qualified to be a director who is not a Member and, at all times, there must be at least one director who is a Member described in subsection 1.1(a) or (b).
- 4.4 Each of the First Directors shall hold office until the 2012 Boat Race Dinner and each subsequent director shall hold office until their death, resignation, removal or the Boat Race Dinner following his or her election.
- 4.5 The First Directors, in consultation with the President, shall nominate their successors for election as directors of VOCS at the 2012 Boat Race Dinner and at each subsequent Boat Race Dinner; provided that .(i) the Board shall consider for nomination any qualified Member whose name is submitted to the Board by at least four Members as a nominee for election as a director and such nomination is made in writing signed by the nominating Members on or before February 14 in 2012 and on February 14 in any year thereafter, and (ii) the Board shall endeavour at all times to have at least one director who .became qualified as a Member not longer than seven years before the time of his or her appointment.

- 4.6 A director may be re-elected at the Boat Race Dinner at which his or her term ends.
- 4.7 A director may resign by giving notice to the President of such resignation.
- 4.8 Any vacancy on the Board that happens between Boat Race Dinners shall be filled by the remaining directors in consultation with the President.
- 4.9 No person shall act as a director unless, prior to taking office, he or she consents to be a director and agrees to act as a director in good faith and for the best interests of VOCS.

PART 5

MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD

- 5.1 The President or any other two directors may call a meeting of the Board by giving at least seven days' emailed notice to the President and all the directors. Any such notice will include a summary of the business to be considered at such meeting.
- 5.2 All decisions at meetings of the Board shall be made by resolutions passed by a majority of the members of the Board then present in person or by telephone.
- 5.3 A quorum of the Board for the transaction of business shall be three members present in person or by telephone.
- 5.4 The Board may appoint committees of its members or committees consisting of one or more of its members and one or more other Members for any purpose determined by the Board.
- 5.5 Meetings of any committee appointed under section 5.4 shall make decisions by resolutions passed by a majority of the members of such committee then present in person or by telephone.
- 5.6 A quorum of any committee appointed under section 5.4 shall be a majority of the members of such committee present in person or by telephone.
- 5.7 A written resolution signed by all the members of the Board will be as effective as a resolution duly passed at a duly called and held meeting of the Board.

PART 6

OFFICERS

- 6.1 The President shall be the person who is the untitled head of VOCS appointed according to the unwritten constitution of VOCS at the time of the appointment of the First Directors and he shall serve as such until the earlier to happen of his resignation or the 2013 Boat Race Dinner.
- 6.2 The Board shall appoint a person to be the President who succeeds the President contemplated in Section 4.1 at the 2013 Boat Race Dinner. That person may be the then existing President contemplated in Section 4.1 or any other Member described in subsections

1.1(a) and (b) and he or she shall hold the office of President for a period of five years unless he or she should die or resign earlier. All subsequent President shall be any Member described in subsections 1.1(a) and (b) and appointed by the Board at the fifth Boat Race Dinner after that at which their predecessor was appointed. Provided in respect of any President that if he or she resigns or dies before completion of his or her five-year term, the Board shall appoint his or her successor and such successor shall be entitled to serve until the then immediately following Boat Race Dinner and until the fourth Boat Race Dinner thereafter.

6.3 There shall be included in the notice of any Boat Race Dinner at which a new President is to be elected, the name or names of nominees for such office as determined by the Board; provided that the Board shall take into consideration for such nomination the name of any Member described in subsections 1.1(a) and (b) that is proposed by any Member on or before February 14 in the year of such Boat Race Dinner. If more than one person is nominated for election as President, the election shall be conducted at the Boat Race Dinner by a show of hands. The determination of the Treasurer (or if the Treasurer is not present, some Member present who is named by the Treasurer to act in his or her place), to make such determination, of the number of votes cast for each nominee in any such election, shall be final.

6.4 The Secretary shall be the member of the Board who is appointed by the Board to such office from time to time. The Secretary will fulfill such functions as are decided by the Board from time to time.

6.5 The Treasurer shall be the member of the Board who is appointed by the Board to such office from time to time. The Treasurer will keep the financial records of VOCS and report upon the financial state of VOCS to the Board not less than once annually prior to the holding of the Boat Race Dinner in each year.

6.6 The Board may, from time to time, appoint one of its members or any other person to be an officer of VOCS in addition to the President, the Secretary and the Treasurer and may assign to such person such duties as the Board may see fit.

6.7 Notice of any appointment of an officer of VOCS will be promptly given to the membership of VOCS.

PART 7

NOTICES

7.1 Any notice to be given to the Members will be deemed to be validly given if sent by email transmission to all Members for which VOCS holds valid email addresses at the time the notice is given. No notice need be given by Canada Post for any purpose.

7.2 At least ten days' notice of any meeting of the Members must be given in order for such meeting to be a validly held meeting of the Members.

PART 8

AMENDMENT OF CONSITITUTION

8.1 This Constitution may be amended by the vote of at least two-thirds of the votes cast by Members at a duly called and held meeting of the Members, including, without limitation, any annual general meeting of the members of VOCS.

8.2 No proposed amendment to this Constitution will be brought forward to a general meeting of the members of VOCS unless such proposed amendment has been unanimously approved by all the members of the Board.

PART 9

DISSOLUTION

9.1 VOCS may not be dissolved and its assets distributed without:

- (1) the unanimous consent of the members of the Board evidenced in writing; and
- (2) the consent of four-fifths of the Members meeting given at a duly convened and held general meeting of the Members.

9.2 Upon any dissolution of VOCS, the assets of VOCS will be distributed to an entity with purposes similar to those of VOCS as determined by the Board at the time of such dissolution.