

L'ALLIANCE FRANÇAISE DE VANCOUVER
(the "**Society**")

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN in accordance with Section 77 of the *Societies Act* (British Columbia) (the "**Act**") that a meeting (the "**Meeting**") of the members of the Society (the "**Members**") will be held at 6161 Cambie St., Vancouver, BC V5Z 3B2 on June 26, 2025 at 6:00pm. As the Meeting will be partially electronic, members will also be able to attend, participate and vote by a show of hands at the Meeting online at the following [Zoom Link](#). For logistics and planning purposes, please [RSVP here](#).

If you are unable to attend the Meeting, you can cast your vote by completing the form of proxy attached hereto as Exhibit "C" to appoint another ordinary member to cast your vote. You can submit your signed form of proxy by mail, email dhubert@alliancefrancaise.ca, or dropping it off at the offices of the Society at 6161 Cambie St., Vancouver, BC V5Z 3B2 no later than twenty four (24) hours prior to the meeting.

At the Meeting, the Members will be asked to:

1. Approve the minutes of the 2024 Annual General Meeting;
2. Receive and consider the report of the directors;
3. Receive and consider the financial statements of the Society for the financial year ended December 31, 2024;
4. Elect directors to the board of the Society for the ensuing year;
5. Consider, and if thought advisable, pass the special resolutions approving the amalgamation agreement between the Society and Alliance Francaise de Victoria Society ("**AF Victoria**") dated June 6 , 2025 (the "**Amalgamation Agreement**"). If approved, the Society and AF Victoria will amalgamate and continue as one society under the name "Alliance Francaise Canada Pacific Society" (the "**Amalgamated Society**") pursuant to the terms of the Amalgamation Agreement. The full text of the special resolutions approving the Amalgamation Agreement is attached hereto as Exhibit "A". The full text of the Amalgamation Agreement is attached hereto as Exhibit "B"; and
6. Transact such other business as may be properly brought before the Meeting.

Pursuant to Section 4.2(c) of the Society's Bylaws, quorum for a general meeting is the greater of (i) ten (10) ordinary members and (ii) such number of ordinary members representing at least 7% of the total number of ordinary memberships of the Society in good standing as at the date of the meeting. Pursuant to the Society's Bylaws, special resolutions must be passed by no less than 66 (2/3)% of the votes of the Members who, being entitled to do so, vote in person or by proxy.

DATED at Vancouver, British Columbia, as of June 6, 2025.

Signed by:

884E1FF344C945E...

Bruno Gervés
Chair, Board of Directors
L'Alliance Française de Vancouver

EXHIBIT A
SPECIAL RESOLUTIONS OF THE MEMBERS OF
L'ALLIANCE FRANÇAISE DE VANCOUVER
(the "**Society**")

WHEREAS:

- A. The Society wishes to enter into:
- (i) an amalgamation agreement dated June 6, 2025 (the "**Amalgamation Agreement**") with Alliance Française de Victoria Society ("**AF Victoria**"), pursuant to which, among other things, the Society and AF Victoria will amalgamate into one society and continue under the name "Alliance Francaise Canada Pacific Society"; and
 - (ii) all such other documents, agreements, instruments, and filings that are contemplated by the Amalgamation Agreement (or the transaction contemplated by the Amalgamation Agreement) to which the Society is a party (collectively, the "**Transaction Documents**").
- B. A draft of the Amalgamation Agreement has been circulated to the members of the Society.

RESOLVED, AS SPECIAL RESOLUTIONS, THAT:

1. The Society amalgamate with AF Victoria under the provisions of the *Societies Act* (British Columbia) to form "Alliance Francaise Canada Pacific Society".
2. The Amalgamation Agreement is hereby approved and adopted.
3. Blake, Cassels & Graydon LLP is hereby appointed as the Society's agent to electronically file the Amalgamation Application with the Registrar of Companies via Societies Online.
4. Any one director or officer of the Society is hereby authorized and directed, for and on behalf of and in the name of the Society, to execute and deliver the Amalgamation Agreement and all such other documents and instruments and do all such other acts and things as in that person's opinion may be necessary or desirable to carry out the terms and provisions of the Amalgamation Agreement and to give full effect thereto.

EXHIBIT B
Amalgamation Agreement

See attached.

AMALGAMATION AGREEMENT

THIS AGREEMENT (“**Agreement**”) dated for reference June 6 2025, is made between L’Alliance Française de Vancouver, a society organized under the *Societies Act* (British Columbia) (“**AF Vancouver**”) and Alliance Française de Victoria Society, a society organized under the *Societies Act* (British Columbia) (“**AF Victoria**”).

WHEREAS:

A. AF Vancouver and AF Victoria (collectively, the “**Amalgamating Societies**”), acting under the authority contained in the *Societies Act* (British Columbia) (the “**Act**”), have agreed to amalgamate under the terms and conditions set out in this Agreement; and

B. It is desirable that the amalgamation of the Amalgamating Societies (the “**Amalgamation**”) be effected.

THEREFORE, in consideration of the covenants and agreements, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. AMALGAMATION

Each of the Amalgamating Societies agrees to amalgamate under the provisions under the Act and to continue as one society under the terms and conditions set out in this Agreement, with the Amalgamation to be effective on the filing of the amalgamation application with the British Columbia Registrar of Companies (the “**Registrar**”). In this Agreement, the expression “**Amalgamated Society**” shall mean the society continuing from the Amalgamation.

2. NAME

The name of the Amalgamated Society shall be “Alliance Francaise Canada Pacific Society”.

3. AMALGAMATION APPLICATION AND BYLAWS

3.1 The forms of the Constitution and of the Bylaws of the Amalgamated Society (the “**Bylaws**”) shall be in the forms set out in Schedule A and Schedule B attached to this Agreement respectively.

3.2 If this Agreement is adopted by each of the Amalgamating Societies as required by the Act, the Amalgamating Societies agree that they, their agents or authorized representatives will file the amalgamation application with the Registrar and any one of them is authorized to make that filing.

4. REGISTERED OFFICE

The mailing and delivery addresses of the registered office of the Amalgamated Society, until changed in accordance with the Act, shall be 6161 Cambie Street, Vancouver BC V5Z 3B2.

5. DIRECTORS

The full names and addresses of the first directors of the Amalgamated Society are:

Full Name	Addresses
Bruno Gervés	11360 6th Ave Richmond, BC V7E 3E2
Daniel Wang Ah-Fat	2520 - 1500 Hornby St Vancouver, BC V6Z 2R1
Vincent Cauwet	4489 Angus Dr Vancouver, BC V6J 4J2
François Lucas	3631 Ullsmore Ave Richmond, BC V7C 1S3
Christene Best	311 - 177 3rd St W North Vancouver, BC V7M 0G5
Jean Girard	1246 Cardero St Vancouver, BC V6G 2J1
Whitney Brown	161 4 th St E North Vancouver, BC V7L 1H7
Stéphanie Navoly	214 - 984 McKenzie Ave Victoria BC, V8X 4E7
Sophie Oliveau-Moore	2756 Thompson Ave Victoria, BC V8R 3L1

The first directors shall hold office until they cease to hold office as specified in the Act, or in the Bylaws of the Amalgamated Society. The directors shall carry on and continue in the operations of the Amalgamated Society in such manner as they shall determine, subject to and in accordance with the Bylaws of the Amalgamated Society and the Act.

6. MEMBERSHIPS

6.1 The membership in the Amalgamated Society shall be comprised of ordinary and honorary members.

6.2 The Bylaws prescribe how a person becomes a member of the Amalgamated Society and the rights and obligations of the members.

6.3 Notwithstanding Section 6.2, the persons who held membership in AF Vancouver or AF Victoria immediately before the Amalgamation and meet the eligibility criteria set out in the Bylaws shall become members of the Amalgamated Society on filing the amalgamation application with the Registrar.

7. FINANCIAL YEAR-END

The financial year-end of the Amalgamated Society shall be December 31, until changed by the directors of the Amalgamated Society.

8. ASSETS AND LIABILITIES

8.1 Upon the Amalgamation taking effect, the Amalgamated Society will have all the property, rights and interests and will be subject to all the debts, liabilities and obligations of the Amalgamating Societies without any further deeds, transfers or conveyances as fully and effectually and to all intents and purposes as they are now held by the respective Amalgamating Societies.

8.2 The directors of the Amalgamated Society shall have full power to carry the Amalgamation into effect and to perform such acts as are necessary or proper for such purposes.

9. TERMINATION

The Amalgamating Societies may, at any time prior to the issuance of the Certificate of Amalgamation, by an instrument approved by or subsequently ratified by resolution of their respective directors duly signed by a director or officer of each of the Amalgamating Societies, terminate this Agreement. Upon that termination, all rights of all the parties hereto will be at an end and this Agreement will be of no further force or effect.

10. EFFECTIVE DATE

10.1 This Agreement will not become effective until it has been adopted by each of the Amalgamating Societies in the manner required by the Act.

10.2 The Amalgamation will become effective as of the date upon which the amalgamation application is filed with the Registrar pursuant to Section 87 of the Act.

11. ENUREMENT

This Agreement will enure to the benefit of, and will be binding upon, the respective successors and assigns of the parties to this Agreement.

12. MODIFICATION OF AGREEMENT

Each of the Amalgamating Societies may, by resolution of their respective directors or by special resolution, assent to any alteration or modification of this Agreement, including alterations or modifications of Schedule A or Schedule B, which may be necessary or desirable in the opinion of the respective directors or members, as the case may be, of each of the Amalgamating Societies passing such resolution, and all alterations and modifications so assented to shall be binding upon the Amalgamating Societies.

13. EXECUTION AND DELIVERY

Each of the Amalgamating Societies agrees to do, execute and deliver, and cause to be done, executed and delivered, all such further acts, deeds, documents and instruments as are necessary or desirable to give full force and effect to this Agreement.


14. COUNTERPARTS

This Agreement may be executed by the parties in one or more counterparts and transmitted by telecopy or other electronic means, and if so executed and transmitted this Agreement will be for all purposes as effective as if the parties had executed and delivered a single original Agreement.

[The remainder of the page was intentionally left blank]

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the date first above written.

L'ALLIANCE FRANÇAISE DE VANCOUVER

Signed by:

Per: _____
884E1FF344C045E...
Name: Bruno Gervés
Title: Chair of the Board
I/We have the authority to bind AF Vancouver

ALLIANCE FRANÇAISE DE VICTORIA SOCIETY

By: _____
Name: Stéphanie Navoly
Title: Présidente
I/We have the authority to bind AF Victoria

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the date first above written.

L'ALLIANCE FRANÇAISE DE VANCOUVER

Per: _____

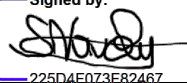
Name: Bruno Gervés

Title: Chair of the Board

I/We have the authority to bind AF Vancouver

ALLIANCE FRANÇAISE DE VICTORIA SOCIETY

By: _____

Signed by:

225D4E073E82467

Name: Stéphanie Navoly

Title: Présidente

I/We have the authority to bind AF Victoria

SCHEDULE A
CONSTITUTION

[See attached.]

ALLIANCE FRANCAISE CANADA PACIFIC SOCIETY

Constitution

- A. The name of the Society is “**Alliance Francaise Canada Pacific Society**” (the “**Society**”).
- B. The Society is a non-profit association, incorporated under the *Societies Act* of the Province of British Columbia, and a registered Canadian charitable organization, which has no political or religious affiliation.
- C. L’Alliance Francaise de Vancouver and Alliance Francaise de Victoria were first founded in 1904 and 1910 by the francophile and francophone communities of the City of Vancouver and the City of Victoria, respectively, in line with the 1883 principles of Alliance Francaise de Paris.
- D. The Society, while affirming its autonomous status, is constituted in terms of the statutes and goals of the Alliance Francaise de Paris created in Paris in 1883 and whose continuity is ensured by the “Fondation of the Alliances Françaises” since January 1st 2008, aims at promoting the French language in the Province of British Columbia, gathering those who desire to contribute to developing knowledge and taste for the French culture and language and, on a larger scale, fostering a better mutual understanding between Canada and France through linguistic and cultural relationships. The Society operates in accordance with the values and principles outlined in the Charter of the Alliance Française.
- E. The mission of the Society is founded on three equally important pillars. It provides French language programs to all ages and at all levels. It promotes local and international francophone cultures through the management of its cultural venue(s) and the organization of professional cultural events. It offers a welcoming space for the community to gather.
- F. The Society has a vision for a diverse community gathered around French-speaking cultures and Canadian dual linguistic heritage.
- G. The Society adopts the following value statements in its work. It enriches the human experience and understanding through bilingualism and intercultural exchange. It promotes the French language and francophone cultures, which occupy a special place in Canada. It pursues excellence in education. It creates enjoyable multicultural experiences for the community to gather.

SCHEDULE B

BYLAWS

[See attached.]

Alliance Francaise Canada Pacific Society

Bylaws

Part 1 - Interpretation

1.1 In these Bylaws, unless the context otherwise requires:

"**Act**" means the *Societies Act* (British Columbia), its Regulations and all amendments to the *Societies Act* (British Columbia) and its Regulations from time to time;

"**Annual Budget**" means, for any given fiscal year, the budgeted expenses of the Society as approved by the Board;

"**Bylaws**" mean the Bylaws of the Society, as altered from time to time;

"**Board**" means the board of directors of the Society;

"**Chapter**" means a geographic region or city where the organized activities of the Society take place in British Columbia in furtherance of the purposes of the Society in each such region or city;

"**directors**" means the directors of the Society as may be elected or appointed from time to time;

"**registered address**" of a member means the member's address as recorded in the register of members;

"**Society**" means **Alliance Francaise Canada Pacific Society**;

"**Special Resolution**" means:

- (a) a resolution passed in a general meeting by a majority of not less than 66 (2/3)% of the votes of those members of the Society who, being entitled to do so, vote in person or by proxy
 - (i) of which fourteen (14) days written notice has been given specifying the intention to propose the resolution as a Special Resolution, or
 - (ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than fourteen (14) days' notice has been given,
- (b) a resolution consented to in writing by every member of the Society who would have been entitled to vote on it in person or by proxy at a general meeting of the Society, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.

1.2 The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

- 1.4 Where reference is made in these Bylaws to a "member" without specifying whether such reference is to an ordinary or honorary member, such reference shall be deemed to be a reference to an ordinary member.
- 1.5 Canada recognizes English and French as its official languages and members may express themselves in either official language of their choice. Meeting reports and official documentation of the Society may be drafted in either of the two official languages.

Part 2 - Membership

2.1 Ordinary Members

- (a) The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
- (b) Membership is open to any person aged nineteen (19) years or older interested in, and supportive of, the Society's Constitution and objectives. A person who wishes to become an ordinary member of the Society shall obtain an application form from the Society and upon submission to the Society of the completed application form and payment of the appropriate annual membership fee, he or she shall become an ordinary member of the Society in good standing. The Society shall at all times have the discretion to refuse membership to any person where it considers such membership not to be in the best interests of the Society.

2.2 Honorary Members

- (a) The Consul General representing France in British Columbia shall, while holding office, be ex officio an honorary member and President d'Honneur of the Society.
- (b) Students who are enrolled in an educational program offered by the Society are ipso facto honorary members of the Society for the time during which they are students.
- (c) The teachers and members of the administration staff duly registered on contract on the payroll of the Society are ipso facto honorary members of the Society for the time they are listed on the payroll.
- (d) The Society at any General Meeting may elect any person as an honorary member for life or for a lesser term.
- (e) Honorary members are not permitted to be directors, cannot vote at general meetings, and are not counted in determination of whether a quorum is present.

2.3 Members Duties and Fees

- (a) Every member must uphold the Constitution and comply with these Bylaws.
- (b) For the purpose of establishing annual membership fees for each calendar year, starting on January 1 and ending on December 31, the directors may establish from time to time one or more categories of ordinary members, including individual members, couples, families, university students, and seniors. The annual membership fees for each category of

membership for each year shall be determined by the directors and each ordinary member shall pay the annual membership fee appropriate to his or her category of membership. The directors may pro rate fees for partial years as considered appropriate.

- (c) The services of the multimedia library of the Society are open to both ordinary and honorary members. They may be extended to elementary schools, secondary schools, universities departments, companies and other associations upon payment of a fee if desired to be established by the directors.
- (d) The directors may vary the amount or amounts of the annual fees having regard to those members who are University students or students in a recognized school where French is taught, or in cases where two (2) or more members of the same family are members of the Society.
- (e) An honorary member shall not be required to pay a membership fee.
- (f) The amount of the first annual membership dues must be determined by the Board and after that the annual membership dues must be determined annually by the Board.

2.4 **Termination of Membership**

- (a) A person ceases to be a member of the Society:
 - (i) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (ii) on his or her death or, in the case of a corporation, on dissolution;
 - (iii) on being expelled;
 - (iv) on becoming a member not in good standing; or
 - (v) upon being a party to a contested action or commencing an action against the Society, its Board, its staff or any one of them, or upon threatening to do any of the foregoing.
- (b) A member may be expelled by a resolution passed by a Special Resolution of the Society, upon recommendation of the Board.
- (c) The notice of Special Resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (d) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- (e) A person who has been expelled as aforesaid may make a request to the Board for reinstatement as a member. The Board shall consider such request and present the candidate at the next general meeting where his or her reinstatement shall be put to a vote.
- (f) No person who has been expelled may become a member of the Society again unless his or her candidature has first been approved by resolution passed by Special Resolution of the members. All members are in good standing except a member who has failed to pay

his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing for so long as the dues or debt remains unpaid.

2.5 **Inspection of Society Records**

Any ordinary member shall be entitled to inspect the minutes of any general meeting of the Society provided that he or she shall have given two (2) days' notice of his or her desire to the President. No ordinary or honorary member, other than a member who is also a director, may inspect records that the Society is required to keep under section 20(2) of the *Act*.

Part 3 - Meetings of Members

- 3.1 General meetings of the Society must be held at the time and place, in accordance with the Act, that the directors decide.
- 3.2 The directors may, when they think fit, convene a general meeting.
- 3.3 Subject to the Act, the Board may decide, in their sole discretion, to hold a general meeting or other meeting of members as a fully or partially electronic conference or meeting. If the Board so decides to hold a general meeting or other meeting as a fully or partially electronic meeting, the Board shall make arrangements for voting members in good standing to participate in, and, if applicable, to vote at such meeting by telephone or other electronic communication. A member or other person participating in such meeting by telephone or other electronic communication shall be deemed to be present at the meeting. A member entitled to vote at the meeting and participating by telephone or other electronic communication shall be counted in the quorum therefor and be entitled to speak and vote at the general meeting.
- 3.4 Notice of a general meeting must specify the place, day and hour of the meeting (as well as any electronic registration or connection details, as applicable), and, in case of special business, the general nature of that business.
- 3.5 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.
- 3.6 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year.

Part 4 - Proceedings at General Meetings

- 4.1 Special business is
 - (a) all business at a general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;

- (iii) the report of the directors;
- (iv) the report of the auditor, if any;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required;
- (vii) the other business that, under these Bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.2 **Quorum**

- (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum at a general meeting of the Society is twenty (20) ordinary members of the Society.
- (d) For the purposes of determining whether a quorum is present for the transaction of business at any duly called general meeting of the Society, each ordinary member shall be counted if they are present in person, online or other communications medium or by proxy.
- (e) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place (and with equivalent electronic registration or connection details), and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.3 **Chair of Meeting**

- (a) Subject to section 4.3(b), the President of the Society, the Vice President or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- (b) If at a general meeting
 - (i) there is no President, Vice President or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (ii) the President, the Vice President and all the other directors present are unwilling to act as the chair,

then the members present must choose one of their number to be the chair.

4.4 **Adjournment**

- (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (c) Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.5 **Voting and Proxies**

- (a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- (c) An ordinary member holding an individual, educational institution, university student, or seniors membership in good standing is entitled to one vote at a meeting of members.
- (d) An ordinary member holding a couples or family membership in good standing is entitled to two votes at a meeting of members.
- (e) Voting is by show of hands or another method that adequately discloses the intention of the voting members, including any electronic method selected and arranged by the Board in the case of a meeting held fully or partially by electronic means.
- (f) Every member entitled to vote shall be entitled to appoint a proxy holder to attend, act and vote for them at any general meeting. The proxy will be in a form adopted by the Board and is to be completed and signed and deposited at or sent to the Registered Address of the Society or such other place as is specified for that purpose in the notice calling the meeting, in each case addressed to the Secretary of the Society, not less than 24 hours prior to the start time of the meeting. Every proxy holder must be identified by the Secretary prior to the start of the meeting and shall receive a number of ballots corresponding to the number of proxies held by the proxy holder. No proxy holder may be appointed unless they are otherwise entitled to attend and vote at the meeting on their own behalf. A member must not hold more than five (5) proxies.
- (g) A member that is a corporation may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors and Officers

5.1 Directors Duties

- (a) The business and affairs of the Society shall be managed and conducted by a board of directors consisting of not less than five (5) and not more than nine (9) ordinary members elected at each annual general meeting.
- (b) The Board of the Society shall be made up of members from each Chapter of the Society, consisting initially of seven (7) members from the Vancouver Chapter, and two (2) members from the Victoria Chapter as long as Vancouver and Victoria are the only Chapters of the Society. In the event a new Chapter of the Society is authorized by the Board as set out in these Bylaws, the composition of the Board will be adjusted accordingly to include representation from each authorized Chapter as determined by the members of the Society at the subsequent annual general meeting.
- (c) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
 - (i) all laws affecting the Society,
 - (ii) these Bylaws, and
 - (iii) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.
- (d) The Board may authorize the formation of Chapters of the Society in specific geographical regions in British Columbia upon the application of a prescribed number of members interested in furthering the purposes of the Society in each such region and upon such terms and conditions as the Board may from time to time determine. No group of members shall form a Chapter without the approval of the Board of the Society. The Chapters of the Society shall initially be Vancouver and Victoria.
- (e) A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- (f) The directors may prescribe rules of conduct and prohibitions for all teachers, officials and employees of the Society.

5.2 Election of Directors

- (a) Subject to subsection (h) hereof, each director shall be elected for a term of two (2) years and shall continue in office until a successor is elected.
- (b) A nomination committee of directors shall be appointed by the Board two (2) months prior to each annual general meeting and shall present to the Board as management's slate at least five (5) and not more than nine (9) ordinary members as candidates for election to the Board, which slate shall be delivered to the ordinary members with the notice of the annual general meeting in accordance with Part 11 of these Bylaws not less than 14 days prior to

the date of the annual general meeting, and filed and posted in the office of the Society and open for inspection not less than 14 days prior to the date of the annual general meeting.

- (c) An ordinary member may, with his or her consent, be nominated in writing by another ordinary member as a candidate for election to the Board, which nomination shall be filed with the Secretary or delivered to the address of the Society most recently filed with the Registrar of Companies and posted for inspection not less than 14 days prior to the annual general meeting.
- (d) No person shall be a director of the Society unless duly elected or appointed a director in accordance with these Bylaws. A person may not become a director if the person is not qualified under the *Act* or these Bylaws to be a Director. A director who is not, or who ceases to be, qualified under the *Act* or these Bylaws to be a director must promptly resign.
- (e) The designation, election or appointment of an individual as a director is invalid unless:
 - (i) the individual consents in writing to be a director; or
 - (ii) the designation, election or appointment is made at a meeting at which the individual is present and the individual did not refuse, at the meeting, to be a director.
- (f) Nominations for election to the Board may be made by ordinary members from the floor and members may propose their own candidature at the annual general meeting.
- (g) For nominations made during the annual general meeting, the candidate(s) shall be requested to introduce themselves, provide information about themselves and explain their motivation for becoming a director. If there are more candidates from the floor than the number necessary to reach the number of nine (9) candidates, the nine (9) candidates receiving the most votes shall be elected to the Board.
- (h) A director is not eligible for election for more than three (3) consecutive terms but may once again become a candidate for election following an absence of at least one year. Notwithstanding subsection (a) of this section 5.2, the third consecutive term served by a director shall be a term of one (1) year only.
- (i) The directors shall be considered to have resigned from the Board upon expiry of their respective terms at the commencement of the annual general meeting at which time their successors shall be elected.
- (j) The election may be by acclamation, otherwise it shall be by ballot. Proxies in the required form shall be counted on all votes conducted by ballot.

5.3 **Appointment of Directors, Resignation and Removal**

- (a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy on the Board.
- (b) A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but subject to compliance with section 5.2(h) is eligible for re-election at the meeting.

- (c) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- (d) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- (e) The ordinary members may, by Special Resolution, remove a director before the expiration of his or her term of office and may elect a successor to complete the term of office.
- (f) A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society, always after prior approval of the board.

5.4 **Officers**

- (a) The officers of the Society shall be the following:

President
Vice President
Treasurer
Secretary

All officers shall be appointed by the Board at a meeting to be held immediately following the Society's annual general meeting and shall serve until the following annual general meeting of the Society unless having previously resigned or been terminated.

- (b) The President and the Vice President shall be directors. The directors shall appoint the officers at a meeting of the Board held immediately following the annual general meeting.
- (c) The Executive Director appointed by the Board is ex officio a member of the Board. The Executive Director shall report to the Board on his or her activities and the activities of the Society but is not entitled to vote at meetings of the Board.

Part 6 - Proceedings of Directors

6.1 **Directors Meetings**

- (a) The directors may meet at the places and times they think fit, which shall be not less than quarterly, to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by electronic means. When a meeting of the Board is conducted by electronic means, the Society must take reasonable steps to ensure that all participants are able to communicate, participate and vote in the meeting.
- (c) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum shall be a majority of the directors then in office.
- (d) The President is the chair of all meetings of the directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice

President shall act as chair, but if neither is present the directors present may choose one of their numbers to be the chair at that meeting.

- (e) A director may at any time, and the Secretary, on the request of a director, must, convene a meeting of the directors.

6.2 **Committees**

- (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- (c) A committee must elect a chair for its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their numbers to be the chair of the meeting.
- (d) The members of a committee may meet and adjourn as they think proper.
- (e) The Board may also establish advisory committees, working groups or task forces not having the authority of the Board, which may be in whole or in part composed of directors as it considers advisable. The directors may specifically establish one advisory committee for each Chapter, as the case may be, consisting of one or more directors or members from such Chapter and local non-members involved in the community, as the Board considers advisable, to discuss local priorities and such other objectives as the Board may establish.

6.3 **Notice of Meeting**

- (a) Reasonable notice of a meeting of the directors specifying the place, electronic details (if applicable), date and time of such meeting must be sent to each director. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- (b) A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (i) a notice of meeting of directors is not required to be sent to that director, and
 - (ii) any and all meetings of the directors of the Society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

6.4 **Voting at Meeting, Resolutions**

- (a) Decisions to be taken at a meeting of the directors and committee of directors must be determined by a majority of votes at such meeting.
- (b) In the case of a tie vote, the chair shall have a second or casting vote.
- (c) A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- (d) A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

7.1 **President**

- (a) The President presides at all meetings of the Society and of the directors.
- (b) The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
- (c) The President shall preside as Chair over all meetings of the Society and the directors.
- (d) The President shall be responsible for the conduct of the affairs and operations of the Society, subject to the control and direction of the directors, including the recruitment and dismissal of administrative and teaching staff, taking into account the Executive Director's recommendations.
- (e) The President shall supervise and promote the activities and objects of the Society, shall ensure the legal representation of the Society and uphold the Constitution and Bylaws of the Society and perform such other duties as usually pertain to the office of President.

7.2 **Vice President**

The Vice President must carry out the duties of the President during any absence of the President or in the event the President ceases to hold office or for any reason prevented from attending or if requested by the President.

7.3 **Secretary**

- (a) The Secretary must do the following:
 - (i) conduct the correspondence of the Society;
 - (ii) issue notices of meetings of the Society and directors;
 - (iii) keep minutes of all meetings of the Society and directors;
 - (iv) have custody of minutes of the Board and member meetings and all records and documents of the Society except those required to be kept by the Treasurer;

- (v) have custody of the common seal of the Society;
 - (vi) maintain the register of members.
- (b) In the absence of the Secretary from a meeting, the directors must appoint another person to act as Secretary at the meeting.

7.4 **Treasurer**

The Treasurer must

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

7.5 **Executive Director**

The responsibilities of the Executive Director are the following:

- (a) administer the Society in accordance with its Constitution and Bylaws, and rulings and decisions of the Board;
- (b) be responsible in accordance with the direction of the Board, over all professional and administrative staff engaged by the Society, including recruitment and dismissal of staff;
- (c) carry out the decisions of the Board and represent the Society as directed by the President or the Board;
- (d) be responsible for preparation of the annual budget and expenses, and plan of operations for presentation to the Board, together with all other plans or analyses necessary for the operation of the Society which may be requested by the Board; and
- (e) report to the President and the Board as required on the results of operations and activities of the Society.

Part 8 - Seal

- 8.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of any two of the directors or officers of the Society.

Part 9 - Expenditures and Borrowing

9.1 **Signatories**

All cheques, promissory notes and evidences of payment issued by the Society shall bear two (2) signatures, except for cheques under an amount to be fixed by the board of directors from time to time in order to allow the executive director to handle general expenses of the association, which

may bear only one signature. Any two of the President, the Executive Director, the Treasurer or such other Directors as may be designated by the Board from time to time shall be authorized as signatories on behalf of the Society.

9.2 **Budget**

- (a) Anticipated expenditures and revenues of the Society to be incurred or received, or in connection with the discharge of a director's duties and powers, shall be submitted to the Treasurer before the end of the fiscal year.
- (b) The Treasurer shall, before the end of the fiscal year, submit to the directors for approval such estimates of anticipated revenues and expenditures received by him or her from all directors for the following year.

9.3 **Borrowing and Pledging**

- (a) The directors may spend, or secure payment of or repayment of the Society's funds or may engage in fundraising in the manner they may decide, in order to carry out the objects of the Society. Where the total amount involved in each project which is not contemplated by the Society's Annual Budget and:
 - (i) exceeds the greater of \$16,000 and 1% of the Society's Annual Budget, the project shall be approved by a resolution passed by the Board; or
 - (ii) exceeds the greater of \$160,000 or 10% of the Society's Annual Budget, the project shall be approved by a Special Resolution.
- (b) The Society may borrow funds only in accordance with the following:
 - (i) where the Society wishes to borrow funds up to or equal to 5.0% of the Annual Budget provided that such borrowing will not cause the Society's total indebtedness to exceed 5% of the Annual Budget, the Society must obtain the prior approval and authorization of at least two-thirds (2/3) of the members of Board (passed by resolution of at least two-thirds (2/3) of the members of the Board) prior to such borrowing; and
 - (ii) where the Society wishes to borrow funds exceeding 5.0% of the Annual Budget, the Society must obtain the prior approval and authorization of the members by Special Resolution prior to such borrowing.
- (c) Notwithstanding section 9.3(b), the Society shall not pledge, charge, mortgage or hypothecate any of the real property of the Society unless such pledging, charging, mortgaging or hypothecating has first been approved and authorized by Special Resolution of the members passed at a general meeting.
- (d) The funds and property of the Society shall be used and dealt with only for purposes of its objectives and in accordance with its Bylaws. It may invest those funds in securities authorized by its Constitution or Bylaws or in securities in which trustees are authorized by law to invest.

Part 10 - Auditor

- 10.1 This Part applies only if the Society is required or has resolved to have an auditor.
- 10.2 At each annual general meeting the Society may either (a) appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting; or (b) waive the appointment of an auditor.
- 10.3 An auditor may be removed by ordinary resolution.
- 10.4 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.5 A director or employee of the Society must not be its auditor.
- 10.6 The auditor may attend general meetings.

Part 11 - Notices to Members

- 11.1 A notice may be given to a member, personally, by mail, by fax or by email to the member at the member's registered address or fax number or email address provided by the member, as may be changed from time to time by notice delivered as aforesaid.
- 11.2 A notice sent by mail is deemed to have been given on the second business day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by fax or by email is deemed to have been given on the next business day following the day such notice was sent, and proof of sending by the sender shall be sufficient to prove delivery of the notice.
- 11.3 Notice of a general meeting must be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
- 11.4 No other person is entitled to receive a notice of a general meeting.

Part 12 - Conflicts of Interest

- 12.1 Directors and officers of the Society must not only be free of conflict of interest but must also appear not to be in a conflict of interest.
- 12.2 Upon election to the position of director of the Society, such director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest and periodically thereafter, update such disclosure.
- 12.3 A director shall not permit their own interest to conflict in any way with their fiduciary responsibilities to the Society and shall not benefit directly or indirectly from any transaction with the Society unless it is to clear advantage of the Society as determined by the Board.
- 12.4 A director shall declare a conflict of interest and abstain from discussion or voting on any matter relating specifically to their involvement with another organization, private business interest or outside not-for-profit or charitable organization.

Part 13 - Resources

13.1 The resources of the Society include, but are not limited to, the following:

- (a) income from services rendered by the Society, including membership fees, enrollment fees for classes, admission fees for Society events, fees for library services and revenue from fundraising activities;
- (b) donations, legacies and endowments conferred on the Society; and
- (c) financial grants from public and private institutions.

Part 14 - General

14.1 Address

The address of the Society, to which all communications and notices may be sent and at which all process may be served, shall be:

Postal Address: 6161 Cambie Street, Vancouver BC, V5Z 382

Email Address: info@alliancefrancaise.ca

Fax: (604) 327-6606

14.2 Bylaws

The Society shall furnish to a member, at his or her request, a copy of its Bylaws, on payment of a sum set from time to time by the directors.

14.3 Procedure

Robert's Rules of Order shall be accepted as the authority in all matters of procedure not covered by these Bylaws.

14.4 Amendment

- (a) These Bylaws may be amended by Special Resolution of the members.
- (b) The Bylaws of the Society shall not be rescinded or amended except:
 - (i) The adoption of amendments does not become final until the said amendments have been approved by the Fondation Alliance Française;
 - (ii) in the manner provided by these Bylaws; and
 - (iii) upon acceptance by the Registrar of Companies in accordance with the Act.
- (c) After registration with the local authorities, copies of the deed of registration and registered statutes are to be sent to the Fondation Alliance Française for filing. They are to be

accompanied by a French translation. All documents are to be initialed on each page, signed and dated by the president of the Alliance française.

14.5 Dissolution

In the event of dissolution of the Society, one or more auditors shall be designated by resolution of the Board to manage the liquidation of the Society's assets. The net assets and proceeds of liquidation remaining after completion of the dissolution will be transferred to another Alliance Française operating in Canada, or in the absence thereof, to a non-profit organization providing similar French language and cultural support in Canada.

14.6 Indemnity

Subject to the Act, every director and officer shall be deemed to have assumed office on the express understanding, agreement and condition that he or she and his or her heirs, executors and administrators respectively shall at all times be indemnified and saved harmless by the Society from all costs, charges and expenses whatsoever which such director or officer shall sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in or about the execution of his or her duties or office or affairs of the Society, to the extent permitted by law.

Dated at Vancouver, British Columbia, this ____ day of _____, 2025.

EXHIBIT C
Form of Proxy

See attached.



Alliance Française

Vancouver

POUVOIR

Je soussigné(e)

Nom du membre : _____

Membre de l'Alliance Française de Vancouver

donne pouvoir à : _____ (nom de la personne) ou Bruno Gerves
(Président), Richard Brown (Vice-Président), Daniel Wang (Trésorier), Christene Best (Secrétaire).

Afin de me représenter et voter en lieu et place lors de l'Assemblée générale du 26 juin 2025 ou toute
autre date en cas de changement.

Fait à Vancouver, le _____, 2025

Signature du membre



Alliance Française
Vancouver

PROXY VOTE FORM

I, the undersigned,

Name of member: _____

Being Member of the Alliance Française de Vancouver

entitled to vote at the Annual General Meeting of the Alliance Française de Vancouver

hereby appoint: _____ (name of appointed person) or Bruno Gerves
(President), Richard Brown (Vice-President), Daniel Wang (Treasurer), Christene Best (Secretary).

as my proxy to vote on my behalf in my place and stead at the Annual General Assembly to be held on
June 26th, 2025, or at any adjournment of that meeting.

Dated this _____ of 2025

Signature