

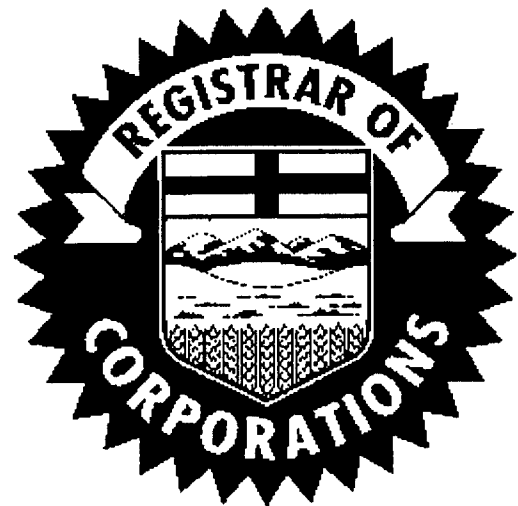
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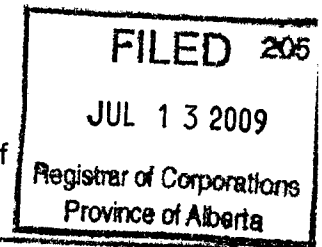
SOCIETIES ACT

**CERTIFICATE
OF
INCORPORATION**

**EDMONTON CHINESE CHRISTIAN CHOIR ASSOCIATION
WAS INCORPORATED IN ALBERTA ON 2009/07/13.**



By-law No. 1: a bylaw relating generally to the conduct of the business and affairs of



Edmonton Chinese Christian Choir Association
("the EdmCCChoir")



SECTION 1 - Interpretation

1.1 Definitions

In this Bylaw and all other Bylaws and resolutions of the EdmCCChoir, unless the context otherwise requires:

- (a) "Act" means the Societies Act, Revised Statutes of Alberta, 2000, c. S-14 as amended from time to time and every Statute that may be substituted therefor, and in the case of any such amendment and substitution, any reference in this Agreement to the Act in place shall be read as referring to the amended or substituted provisions therefor;
- (b) "Board" or "Board of Officers" means the Board of Officers of the EdmCCChoir;
- (c) "By-laws" means this By-law and other By-laws of the EdmCCChoir from time to time in force and effect;
- (d) "Officers" means the persons who are from time to time duly elected or appointed officers of the EdmCCChoir.

1.2 Construction

Words importing singular number only shall include the plural and vice versa and words importing the masculine gender shall include the feminine and neuter genders.

1.3 Headings

Headings of the Sections hereof are inserted for convenience of reference only and shall not affect the construction or interpretation of these By-laws.

1.4 Defined Terms

Words and phrases used in this Agreement and not defined herein shall have the same meaning assigned to them in the Act.

SECTION 2 - Name and Definition

2.1 The name of this organization is Edmonton Chinese Christian Choir Association, hereinafter referred to as "EdmCCChoir" or "Choir".

2.2 EdmCCChoir is a non-profit organization established without purpose of gain for its members. This provision is unalterable.

2.3 Any profits or other accretions to the organization shall be used in promoting its purpose. This provision is unalterable.

2.4 The Choir operates exclusively for purposes that are charitable within the common law concept of the term. This provision is unalterable.

SECTION 3 - Leadership and Governance

- 3.1 The core leadership of EdmCCChoir consists of the Officers, Music Director, and Spiritual Mentor.
- (a) Officers – Positions responsible for overall planning and coordination for EdmCCChoir.
 - (b) Music Director – Responsible of musically directing the choir.
 - (c) Spiritual Mentor – Serving as an advisor to the Board of Officers, the Spiritual Mentor provide spiritual guidance to the whole choir for fulfilling its purpose spiritually.
- 3.2 Governance
- (a) The Board of Officers consists of the Officers and the Music Director.
 - (b) The Board of Officers will be the governing body and assume legal authority and responsibility of EdmCCChoir.

SECTION 4 - Board of the Officers

- 4.1 Number of Officers
The EdmCCChoir may have a minimum of three (3) and a maximum of eight (8) Officers.
- 4.2 The Board shall, subject to the By-laws or directions given it by majority of any meeting properly called and constituted, have full control and management of the affairs of the EdmCCChoir, which shall include but not limited to the followings:
- (a) to assume legal authority and responsibility of the EdmCCChoir;
 - (b) to set the vision for the EdmCCChoir and evaluate the progress toward fulfilling the vision;
 - (c) to develop and monitor the strategic plan for the EdmCCChoir;
 - (d) to keep the records for the EdmCCChoir;
 - (e) to plan and manage finances for the EdmCCChoir; and
 - (f) to review and propose amendments to the EdmCCChoir governance and By-laws.
- 4.3 Positions
The positions of Officers shall consist of the Chairman, Vice Chairman, Secretary, Treasurer and other positions relating to, but not limited to, the functions of publicity, concert manager, membership management and librarian.
- 4.4 The positions of Chairman, Secretary and Treasurer must be held by different Officers.
- 4.5 The position assumed by an Officer shall be determined by voting by all members of the Leadership Team.
- 4.6 An Officer may change position by the approval of two-third majority of the Leadership Team members.
- 4.7 An Officer may be removed by the approval of two-third majority of the Leadership Team members.

4.8 Chairman and Vice Chairman

The Chairman of the Board of Officers shall, when present, preside at all meetings of the EdmCCChoir and of the Board of Officers. In his absence, the Vice Chairman shall preside at such meetings.

4.9 Secretary

It shall be the duty of the secretary to attend all meeting of the EdmCCChoir and of the Board, and to keep accurate minutes of the same. He shall have charge of the Seal of the EdmCCChoir which whenever used shall be authenticated by the signature of the secretary and the Chairman, or, in the case of death or inability of either to act, by the Vice Chairman. The secretary shall also keep a record of all the members of the EdmCCChoir and their addresses, send all notices of the various meetings as required.

4.10 Treasurer

The Treasurer shall receive all monies paid to the EdmCCChoir and be responsible for the deposit of the same in whatever bank, trust company, credit union or treasury branch the Board may order. He shall properly account for the funds of the EdmCCChoir and keep such books as may be directed. He shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual General Meeting a statement duly audited of the financial position of the EdmCCChoir and submit a copy of the same to the Secretary for the records of the EdmCCChoir.

4.11 Term of Office and Qualification

All Officers must be born-again, baptized Christians and Regular Member of the EdmCCChoir, and they shall act in accordance with the belief of the EdmCCChoir as specified in the By-laws and for a term of not more than two (2) years.

4.12 Nominating and Election of Officers

- (a) Any Regular Member can nominate a candidate, provided another Regular Member second the nomination. The nominator must be in good standing with the EdmCCChoir and is limited to nominate up to two (2) candidates. Such nominations must be submitted to the Leadership Team four (4) weeks before the annual General Meeting date.
- (b) The Leadership Team shall prepare a list of candidates two (2) weeks prior to the date set for the annual General Meeting.
- (c) The ballot shall clearly list all candidates in alphabetical order. To be elected, the number of votes received must be more than fifty (50%) percent of the valid returned ballots. If there are more candidates than the number of positions available, the candidates with more votes will be elected. Each ballot will bear the name and signature of an eligible voter so as to permit auditing of the election when the need arises.

4.13 Incumbents and Officers-Elect

The Officers and Officers-elect shall arrange for a smooth changeover of all businesses within three (3) months after the election of Officers.

4.14 Vacant Positions

In the event that an Officer resigns prior to the expiration of one-half of his term, the vacant position shall be filled according to the process set forth in section 4.12. In the event that an Officer resigns after the expiration of one-half of his term, it is left to the sole and absolute discretion of the Leadership Team as to whether or not to fill the vacant position.

4.15 Remuneration

No remuneration is provided to Officers.

SECTION 5 - Meetings and Officers and Observer

5.1 Place of Meetings

Meetings of the Board of Officers may be held at the head office of the EdmCCChoir or at any other place in or outside Alberta.

5.2 Quorum and Observer

- (a) A simple majority of the number of Officers constitute a quorum at any meeting of the Officers, and notwithstanding any vacancy among the Officers, a quorum of Officers may exercise all the powers of the Officers.
- (b) The EdmCCChoir members can attend Board of Officers meeting as observers. Subject to prior approval of the Chairman of the Board of Officers, any observer may make a presentation in the Board of Officers meetings.
- (c) The Chairman of the Board of Officers has the sole discretion to deem the entire or a section of the Board of Officers meeting as restricted and request observers to refrain from attending the restricted sessions.

5.3 Notice

Notice of every meeting of Officers shall be given to each Officer, whether verbally or in writing, not less than forty-eight (48) hours prior to the meeting being held, except that no notice of a meeting shall be necessary if all the Officers have waived notice of such meeting in accordance with the section 7.4. Notice of a meeting of Officers shall specify the time and place of the meeting and any matter to be dealt with at the meeting.

5.4 Waiver of Notice

An Officer may in any manner waive a notice of a meeting of Officers; and attendance of an Officer at a meeting is a waiver of notice of meeting, except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.5 Adopting a Motion

A motion is adopted by a simple majority of the Board members who are present.

5.6 Rescinding an Adopted Motion

Rescission of an adopted motion requires a two-third (2/3) majority of the Board of Officers members who are present.

5.7 Voting and Tie Votes

The Chairman shall abstain from voting on the question at all meeting of the Board. In case of an equality of votes, the Chairman shall cast the deciding vote.

5.8 Resolutions in lieu of Meeting

A resolution in writing signed by all the Officers entitled to vote on the resolution at a meeting of the Officers shall be as valid as if it had been passed at a meeting of Officers.

SECTION 6 - Leadership Team

6.1 Leadership Team is an expansion of the Board of Officers.

6.2 Spiritual Mentor is a member of the Leadership Team.

- 6.3 The Board of Officers may, from time to time, invite other Regular Members, whom with good standing and participate in the leadership of the EdmCCChoir, into the Leadership Team.

SECTION 7 - Music Director

- 7.1 The EdmCCChoir shall have only one director, being the Music Director who is appointed by the Officers for a term of two (2) years.
- 7.2 The Music Director is to musically direct the choir and his responsibilities shall include, but not limited to the followings:
- (a) Music selection;
 - (b) Teaching of music to the choir;
 - (c) Coordination for additional musicians as needed;
 - (d) Provide leadership for the choir's concerts and scheduled appearances.
- 7.3 In the event that the Music Director would like to leave the choir, he must inform the Leadership Team as early as possible with a minimum of three (3) month prior notice.
- 7.4 The Music Director must be a born-again baptized Christian and have specialized training and/or experience in choral music and choral conducting.
- 9.5 The Music Director may be removed by the approval of two-third majority of the Leadership Team members.
- 7.6 No remuneration is provided to the Music Director

SECTION 8 - Spiritual Mentor

- 8.1 The Spiritual Mentor is appointed by the Board of Officers, and the term of office is two (2) years.
- 8.2 The Spiritual Mentor is to provide spiritual guidance and advises to the Board of Officers and the choir in general. The responsibilities shall include but not limited to the followings:
- (a) Provide spiritual guidance towards the overall direction of the choir;
 - (b) Provide spiritual support to the Board of Officers;
 - (c) Appear during regular choir rehearsal and speak to the choir with a minimum of four (4) times per year.
 - (d) Available to the Board of Officers or choir member for personal consultation.
- 8.3 The Spiritual Mentor shall be a pastor.
- 8.4 No remuneration is provided to the Spiritual Mentor

SECTION 9 - Membership

9.1 Basic requirements

- (a) Must be born-again Christian and has been baptized.
- (b) Must accept the belief and objectives of EdmCCChoir.

9.2 Types of Membership

The EdmCCChoir shall have three (3) types of membership, namely, Regular Member, Affiliate Member and Honorary Member.

9.3 Regular Member

Regular members are members who actively participate in the choir rehearsals and activities.

9.4 Members who are requested to withdraw from participation in rehearsals and/or performance of a specific work or works do not affect their status as Regular Members.

9.5 Candidates for admission as Regular Members shall make application in the manner prescribed by the Leadership Team. When notified, they shall attend for the audition and interview by the Leadership Team or those appointed by the Leadership Team. If the result of an audition is satisfactory and approved by the Leadership Team, they shall become Regular Members of the EdmCCChoir on payment of an initiation and annual membership fee and upon assent to the rules and regulations of the EdmCCChoir.

9.6 Regular Members shall pay the annual membership fee recommended by the Leadership Team and approved in an annual General Meeting.

9.7 Affiliate Members

Affiliate members are members who subscribe annually to the fees and/or dues of the EdmCCChoir but unable or unwilling to be a Regular Member for reasons accepted by the Leadership Team. They may attend all General Meetings of the EdmCCChoir but have no voting power on any resolution submitted thereat.

9.8 Honorary Members

Honorary Members are persons who, from time to time, are appointed by the Leadership Team, by reason of financial assistance or for other reasons on the discretion of the Leadership Team. They may attend all General Meetings of the EdmCCChoir but have no voting power on any resolution submitted thereat.

9.9 Rights

- (a) Regular members who have not been suspended or expelled or withdrawn from membership shall have the right to vote and speak at Choir General Meetings. Such votes may be made in person or by proxy.
- (b) All regular members aged 18 and older and with good standing shall be eligible to stand for election in the Choir.
- (c) Affiliate and Honorary members have the right to speak at General Meetings.

9.10 Duties

- (a) Have stable and active church life
- (b) Have a heart to serve our Lord and people

- 9.11 Membership Review and Reclassification
A member ceases to be in good standing when his current annual membership due or any other subscription or any debt due and owing to the EdmCCChoir remains unpaid for more than three (3) months.
- 9.12 Regular Members not in regular attendance for more than one (1) year may have their membership reclassified as Affiliate Member.
- 9.13 Affiliate Members who resume regular attendance at EdmCCChoir functions may apply to the Leadership Team to have their membership reclassified to Regular Member.
- 9.14 Members may have their membership removed by the Leadership Team under the following conditions:
- (a) Not in good standing for more than three (3) months;
 - (b) Subjected to a disciplinary action recommended by the Music Director and/or Spiritual Mentor that is approved by the Leadership Team.
 - (c) The member has deceased.
- 9.15 Any member may withdraw membership from EdmCCChoir by notifying the Leadership Team either verbally or in writing.

SECTION 10 - Membership Meetings

- 10.1 Annual General Meeting
A General Meeting of the members of the EdmCCChoir shall be held once a year and shall present at that meeting a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the EdmCCChoir 's auditor.
- 10.2 The Board of Officers shall decide the date of the General Meeting.
- 10.3 Notice
Notice of annual General Meeting shall be delivered in writing to the person or to the last known address of each member in the mail at least four (4) weeks prior to the date of the meeting.
- 10.4 Quorum
Quorum for the General Meeting requires at least fifty (50%) percent of Regular Members, either by personal attendance or by proxy.
- 10.5 Resolutions
Resolutions will be passed by a simple majority of valid returned votes, and the number of votes in favor of the motion must exceed 25% of the total number of Regular Members.
- 10.6 Special General Meeting
Special General Meetings of the members of the EdmCCChoir may be called at any time by the Board of Officers.
- 10.7 The Board of Officers shall decide the Special General Meeting date.

- 10.8 Notice
Notice of Special General Meeting shall be given in writing to all members of the EdmCCChoir at least four (4) weeks before the date of such meetings.
- 10.9 Quorum
Quorum for Special General Meeting requires at least fifty (50%) percent of Regular Members, either by personal attendance or by proxy.
- 10.10 Resolutions
Resolutions shall be passed by vote of not less than seventy-five (75%) percent of those members who, if entitled to do so, present in person or by proxy, and the aggregate number of votes in favour of the resolution must exceed twenty-five (25) percent of the total number of Regular Members.

SECTION 11 - Property Rights/Dissolution

- 11.1 The EdmCCChoir may acquire and take by way of purchase, donation, devise or otherwise, all kinds of real estate and personal property and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary building.
- 13.2 The funds and property of the EdmCCChoir shall be used and dealt with for its legitimate objects only and in accordance with its By-laws.
- 11.3 In the event the EdmCCChoir plans to wind down and dissolve its organization, the net proceeds of the sale of all property shall be donated to a charitable Christian organization(s) nominated by the Leadership Team and approved by Regular Members in a referendum. Selected organization(s) must be a Canadian government approved charitable organization(s), as defined by paragraph 110.0(i) of the Income Tax Act of Canada.
- 11.4 All current asset account(s) of the EdmCCChoir shall be set up with Chartered Bank(s) only.

SECTION 12 - Finance and Auditing

- 12.1 At each annual General Meeting, the Treasurer of the Board of Officers shall, in addition to provisions and obligations imposed under section 4.10, tabulate the budget for the following years to Regular Members for approval.
- 12.2 The Treasurer of the Board of Officers shall prepare a quarterly statement of receipts and disbursements. The report shall be presented to the Board for review. Summary reports are to be made available to members for review on a semi-annual basis.
- 12.3 All expenditures must be approved by the Chairman. Any expenditure causing the departmental budget to be exceeded by 5% or more must be approved by the Board of Officers.
- 12.4 The books, accounts and records of the EdmCCChoir shall be audited at least once a year by a duly qualified accountant appointed by the Board of Officers. The fiscal year of the EdmCCChoir shall be January 1st to December 31st of each year.
- 12.5 The books, accounts and records of the EdmCCChoir may be inspected by any member of the EdmCCChoir at the annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same.

14.6 The Board of Officers may from time to time by Special Resolutions:

- (a) borrow money upon the credit of EdmCCChoir;
- (b) issue, reissue, sell or pledge debts obligations and debentures of EdmCCChoir; and
- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the EdmCCChoir, owed or subsequently acquired, to secure any debt obligations or indebtedness of the EdmCCChoir.

14.7 The financial year end of the EdmCCChoir shall be December and the 31st day in each year.

SECTION 13 – Referendum

- 13.1 Special resolutions or major decisions of EdmCCChoir are to be presented to Regular Members for voting in a referendum.
- 13.2 The referendum must be made known to members in writing at least four weeks before voting.
- 13.3 Referendum vote will be called by the Board of Officers
- 13.4 To be effective, the number of valid returned ballot must be greater than 2/3 of the regular members in the Choir registry and the vote must be passed by at least 2/3 of the valid returned ballots.

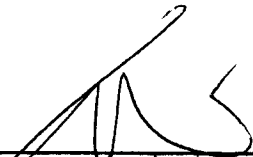
SECTION 14 - Amendment of By-laws

- 14.1 By-law amendments may be proposed by Regular Member for discussion at the Board of Officers. Board of Officers may also initiate proposed amendments.
- 14.2 By-law amendments must be approved by Regular Members in either an General Meeting or Special General Meeting by vote of not less than seventy-five (75%) percent of those members who, if entitled to do so, present in person or by proxy and the aggregate number of votes in favor of the decision must exceed thirty-three (33%) percent of the total number of Regular Members.

SECTION 15 - Effective Date

15.1 This By-law is effective as of the 8th day of July, 2009 having been adopted by the Board of Officers of the EdmCCChoir as of such date, as witness the signatures of each of the Officers herein.

DATE at the City of Edmonton, in the Province of Alberta, this 8th day of July, 2009.



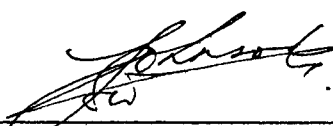
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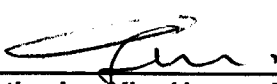
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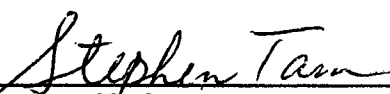
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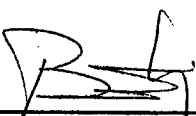
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