

# *Vancouver Symphony Society*

## *Members' Special Resolution*

### **ALTERATIONS TO BY-LAWS**

WHEREAS it is expedient for the Vancouver Symphony Society (the "**Society**") to alter the provisions of its bylaws (the "**Bylaws**").

RESOLVED as a special resolution that:

1. the existing Bylaws, Part 18 – Notices be altered with the following language;
2. the alterations made to the Society's Bylaws shall take effect on the date the bylaw alteration application is filed with the Registrar; and
3. any one director or senior manager of the Society is authorized and directed on behalf of the Society to do all acts and things, to execute all further deeds, documents and other writings and to make any and all filings and applications, including filings and applications with the Registrar, as the director or senior manager, in his or her sole discretion, may consider to be necessary, desirable or useful to carry out and give effect to the alteration of the Constitution and the Bylaws of the Society and to this special resolution.

### **PART 18 – NOTICES**

#### 18.1 Notice.

Any notice required to be given to a member or other person pursuant to the Act or these Bylaws must, as the Secretary deems appropriate, be sent by prepaid mail or delivered either personally, or by e-mail or other electronic means or by leaving it at the usual business or, if a member, at the usual business or residential address of the member as shown on the register of members, and if no address is shown in the records of the Society, then to the last known address of such member. Any notice shall be deemed to have been given when the notice has been deposited in the mail or when delivered, provided that the cost of such notice is prepaid by the Society and that in the case of a notice required to be given for a general meeting, the notice is deposited in the mail or delivered at least seven days before the meeting is scheduled to take place. A notice of a general meeting shall state the day, time and place of the meeting and the general nature of the business to be transacted at the meeting and, where any special business shall be transacted at the meeting, the notice shall state a sufficient amount of information regarding the special business to allow the members to make a reasoned decision regarding the special business.

#### 18.2 Newspaper Email and Website Publication.

Notwithstanding section 18.1, if the Society has more than 250 members, the Society may give notice of general meetings to its members by:

- (a) emailing such notice to the email address of every member of the Society who has provided an email address to the Society; and
- (b) posting such notice, throughout the period commencing at least 21 days before the general meeting and ending when the general meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.