

# THE ROUNDHOUSE COMMUNITY ARTS & RECREATION SOCIETY

## BYLAWS

### 1. INTERPRETATION

1.1. In these Bylaws, unless the context otherwise requires:

- (a) “**Auditor**” means the auditor of the Society duly appointed from time to time;
- (b) “**Board Committee**” means a committee of the Board of Directors;
- (c) “**Board Meeting**” means a meeting of the Board of Directors;
- (d) “**Board of Directors**” means the board of Directors of the Society;
- (e) “**Bylaws**” means these bylaws of the Society, as amended from time to time;
- (f) “**Constitution**” means the constitution of the Society, as amended from time to time;
- (g) “**Directors**” means the directors of the Society for the time being;
- (h) “**General Meeting**” means a meeting of the Members in accordance with Section 3 herein;
- (i) “**Members**” has the meaning given to it in Section 2 herein;
- (j) “**Officers**” means the officers of the Society as described in Section 8 herein;
- (k) “**Ordinary Resolution**” means a resolution passed by a simple majority of the votes cast in person at a General Meeting or Board Meeting, by Members or Directors, as applicable;
- (l) “**registered address**” of a Member means the address as recorded in the register of Members of the Society;
- (m) “**Society**” means The Roundhouse Community Arts & Recreation Society;
- (n) “***Societies Act***” means the *Societies Act* of the Province of British Columbia in force and as amended from time to time; and
- (o) “**Special Resolution**” means a resolution requiring at least fourteen (14) days’ advance notice to Members, and which must be passed by not less than two-thirds (2/3) of the votes cast in person by Members or Directors, as applicable.

- 1.2. Where not specified above, the definitions in the *Societies Act* apply to these Bylaws.
- 1.3. In these Bylaws, words importing the singular include the plural, and vice-versa. Words importing a male person include persons of any gender, and also include an incorporated entity.
- 1.4. Where no specific provision is made in these Bylaws, the relevant section of Schedule 1 of the *Societies Act* regulations shall apply.

## **2. MEMBERSHIP**

- 2.1. The members of the Society are those persons who have become members in accordance with these Bylaws and have not ceased to be members (collectively the “**Members**” and each a “**Member**”).
- 2.2. Unless otherwise provided for by rules and regulations adopted by Ordinary Resolution of the Directors from time to time, and unless otherwise provided for by the Directors, a person or persons become a Member:
  - (a) on registering for a program offered by the Society; or
  - (b) by requesting a membership from a Director or employee of the Society,and on the payment of the full amount of any annual membership dues applicable at the time of such request to become a Member.
- 2.3. Every Member shall uphold and comply with the Constitution, these Bylaws, and any rules and regulations of the Society as determined by the Board of Directors from time to time.
- 2.4. The amount of the annual membership dues, if any, shall be as determined by the Board of Directors from time to time.
- 2.5. The Society shall have four (4) categories of membership:
  - (a) Family Membership: one (1) or two (2) adults and all of their children whom are under the age of nineteen (19) years, all of whom are residents in the Province of British Columbia;
  - (b) Adult Membership: individual persons aged nineteen (19) to fifty-nine (59) years;
  - (c) Senior Membership: individual persons aged sixty (60) years or more; and

- (d) Youth Membership: individual persons aged eighteen (18) years or less.
- 2.6. Members in the Society and shall be entitled to vote at General Meetings as follows:
- (a) Family Membership: one (1) vote per family;
  - (b) Adult Membership: one (1) vote per person;
  - (c) Senior Membership: one (1) vote per person; and
  - (d) Youth Membership: one (1) vote per person aged sixteen (16) years and over.
- 2.7. There shall be no refund on any membership dues paid by a Member.
- 2.8. A person shall cease to be a Member:
- (a) by delivering their resignation in writing to the Secretary of the Society;
  - (b) on their death;
  - (c) on being expelled pursuant to Section 2.9 herein; or
  - (d) if at the termination of any fiscal year such Member has not paid any applicable annual dues for such year.
- 2.9. A Member may be expelled by a Special Resolution of the Board of Directors for breach of the Bylaws, Constitution, or other rules or regulations of the Society as determined by the Board of Directors from time to time. A Member who is the subject of a proposed resolution for expulsion:
- (a) shall be given at least seven (7) days' notice in advance of the Board Meeting at which such resolution is scheduled to be discussed or decided, which notice shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
  - (b) shall be given a reasonable opportunity to be heard at the Board Meeting at which such resolution is scheduled to be discussed or decided, before such resolution is put to a vote; and
  - (c) shall be given written notice of their removal as a Member following a resolution respecting their removal being duly passed in accordance with these Bylaws.

### **3. MEETINGS OF MEMBERS**

- 3.1. General Meetings may be held: (i) up to four (4) times per calendar year, (ii) in accordance with the *Societies Act*, (iii) at the time and place that the Directors decide, and (iv) pursuant to this Section 3.
- 3.2. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 3.3. Notice of a General Meeting shall specify the place, day, and hour of meeting, and in the case of special business, the general nature of that business.
- 3.4. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the Members does not invalidate proceedings at that General Meeting.
- 3.5. The Annual General Meeting of the Society will be held no more than four hundred (400) days after the last Annual General Meeting at a time and place designated by the Directors.

### **4. PROCEEDINGS AT GENERAL MEETINGS**

- 4.1. Special business is:
  - (a) all business at an Extraordinary General Meeting except the adoption of Rules of Order; and
  - (b) all business transacted at an Annual General Meeting, except:
    - (i) the adoption of Rules of Order
    - (ii) the consideration of the financial statements of the Society;
    - (iii) the report of the Board of Directors;
    - (iv) the report of the Auditor, if any;
    - (v) the election of Directors;
    - (vi) the appointment of the Auditor, if required; and
    - (vii) the other business that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Board of Directors issued with the notice convening the meeting.

- 4.2. A quorum at a General Meeting is fifteen (15) Members present who are entitled to vote, or a greater number that the Members may determine from time to time by Ordinary Resolution at a General Meeting.
- 4.3. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- 4.4. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5. If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present constitute a quorum.
- 4.6. Subject to this Section 4.6, the President shall preside as chair of any General Meeting.
- (a) If the President is not present at the General Meeting or is unwilling to act as chair, the First Vice-President shall preside as chair.
- (b) If the President and First Vice-President are not present at the General Meeting or are unwilling to act as chair, the Second Vice-President shall preside as chair.
- (c) If all of the President, First Vice-President, and Second Vice-President are not present at the General Meeting or are unwilling to act as chair, those Directors present shall decide by majority vote which Director present shall preside as chair of that General Meeting.
- (d) If at a General Meeting there is no President, First Vice-President, Second Vice-President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or if all of the Directors present are unwilling to act as chair, then the Members present shall choose one of their number to be chair.

- 4.7. A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.8. When a General Meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.9. Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- 4.10. Resolutions proposed at a General Meeting are Ordinary Resolutions unless otherwise designated in these Bylaws.
- 4.11. All resolutions proposed at a General Meeting must be seconded prior to that resolution's consideration, and the chair of that General Meeting may move or propose a resolution.
- 4.12. In case of an equality of votes cast on a resolution at a General Meeting, the chair of that meeting shall 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 resolution shall not pass.
- 4.13. Each Member present at a General Meeting is entitled to cast one (1) vote on each resolution put forward at that General Meeting in accordance with these Bylaws.
- 4.14. Voting on a resolution proposed at a General Meeting shall be by show of hands, unless any Member present requests a secret ballot, in which case voting shall be by secret ballot.
- 4.15. Voting by proxy is not permitted.

## **5. DIRECTORS**

- 5.1. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, subject to:
  - (a) all laws affecting the Society;
  - (b) these Bylaws; and

- (c) rules which are made from time to time by the Society in General Meeting, and not being inconsistent with these Bylaws.
- 5.2. No rule made by the Society in General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.3. The number of Directors shall be not more than fifteen (15) and not less than twelve (12) at any one time. The Directors should reflect the diversity of the Society's constituencies.
- 5.4. Each person must be a Member for at least one (1) month prior to that person's election or appointment as a Director, unless another amount of time is otherwise approved by an Ordinary Resolution of the Board of Directors in connection with that person's election or appointment as a Director. A Director must be a Member during the entirety of their tenure as a Director.
- 5.5. No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- 5.6. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.7. Each Director shall be elected or acclaimed for a term of two (2) years.
- 5.8. If at a General Meeting no successor is elected or appointed for a Director, the previously elected or appointed Director shall continue to hold office unless he or she has already done so for five (5) consecutive terms.
- 5.9. No Director shall hold a directorship on the Society for more than five (5) consecutive terms.
- 5.10. All the Directors shall retire from office at the Annual General Meeting at the end of their term as described in this Section 5, at the time immediately prior to the election or appointment of their successors.
- 5.11. The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy on the Board of Directors.

- (a) A Director appointed to fill a vacancy holds office only until the election or appointment of their successor at the next General Meeting, but is eligible for re-election at that General Meeting.
  - (b) Subject to Section 5.14, a Director appointed to fill a vacancy may be removed from office by the remaining Directors prior to the next following Annual General Meeting by resolution at a Board Meeting.
- 5.12. Subject to Section 5.14, a Director who fails to attend three (3) consecutive Board Meetings without good cause may be removed as a Director by the remaining Directors by a Special Resolution duly passed at a Board Meeting.
- 5.13. Subject to Section 5.14, the Members may by Special Resolution duly passed at a General Meeting remove a Director before the expiration of his or her term of office, and may elect or appoint a successor to complete that term of office.
- 5.14. Prior to the removal of any Director by the Board of Directors or by the Members, in accordance with Sections 5.11, 5.12, or 5.13, as applicable, the affected Director:
- (a) shall be provided written notice of a resolution for their removal at least fifteen (15) days prior to the meeting at which that resolution shall be discussed or voted on, which notice shall be accompanied by a brief statement of the reason or reasons for the proposed removal;
  - (b) shall be provided an opportunity to be heard before the resolution respecting their removal is put to a vote; and
  - (c) shall be given written notice of their removal as a Director following a resolution respecting their removal being duly passed in accordance with these Bylaws.

## **6. ADVISORY COUNCIL**

- 6.1. The Board of Directors may appoint persons to form the Advisory Council, composed of senior representatives of constituencies affected by the activities of the Society, such constituencies including but not limited to neighbourhoods, arts, sports, and education.
- 6.2. The Advisory Council members will each serve for a term of three (3) years.
- 6.3. The Advisory Council must meet at least once per calendar year.
- 6.4. The Advisory Council may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.
- 6.5. The Advisory Council may only advise the Board of Directors as to whether the Society has achieved its purposes, and how the Society might improve.

## **7. PROCEEDINGS OF DIRECTORS AND COMMITTEES**

- 7.1. The Directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.
- 7.2. The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
- 7.3. The President shall chair all Board Meetings, but:
  - (a) If at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the First Vice-President shall act as chair;
  - (b) If neither the President nor the First Vice-President are present within thirty (30) minutes after the time appointed for holding the meeting, the Second Vice-President shall act as chair; and
  - (c) If none of the President, First Vice-President, or Second Vice-President are present within thirty (30) minutes after the time appointed for holding the meeting is present, the Directors present may choose one of their number to be chair at that meeting.

- 7.4. A Director may at any time, and the Secretary on the request of a Director shall, convene a Board Meeting.
- 7.5. The Directors may delegate any, but not all, of their powers to committees consisting of Directors or other persons as the Directors think fit.
- (a) A Board Committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest Board Meeting to be held next after it has been done.
  - (b) Every Board Committee shall have at least one (1) Director as a voting member.
  - (c) Every Board Committee shall be chaired by a Director, who shall be appointed as chair by the Board of Directors.
  - (d) Members of Board Committees may be appointed by Board Committee chairs, in accordance with qualifications approved by the Board of Directors.
  - (e) If at a meeting of a Board Committee, that Board Committee's chair is not present within thirty (30) minutes after the time appointed for holding the meeting, those present who are voting members of the Board Committee shall choose one of their number to be chair of the meeting.
  - (f) The members of a Board Committee may meet and adjourn as they think fit.
- 7.6. For a first Board Meeting held immediately following the appointment or election of a Director at
- (a) a General Meeting, or
  - (b) a Board Meeting at which a Director is appointed to fill a vacancy among the Board of Directors
- it is not necessary to give notice of the meeting to the newly elected or appointed Director for the meeting to be constituted, if a quorum of the Directors is present.
- 7.7. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice of any Board Meeting, which waiver must be in writing and may be

by electronic means. That Director may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of Board Meetings shall be sent to that Director; and
- (b) any and all Board Meetings shall not be considered to be invalid or ineffective solely on the basis that notice of such a Board Meeting has not been given to that Director.

7.8. Questions arising at a Board Meeting or a meeting of any Board Committee shall be decided by a Ordinary Resolution duly passed at the applicable meeting, except where a Special Resolution is introduced or otherwise required by these Bylaws or by the *Societies Act*.

7.9. In the case of an equality of votes cast at a Board Meeting or meeting of any Board Committee, the chair does not have a second or casting vote, and the proposed resolution shall not pass.

7.10. All resolutions proposed at Board Meetings or meetings of Board Committees must be seconded, except a motion to adjourn. The chair of a meeting may move to propose a resolution.

7.11. Any Member or interested party may attend a Board Meeting or a meeting of any Board Committee. Members or interested parties must apply to the chair of the Board of Directors, or of the Board Committee, as applicable, if they wish to make an address or comment.

## **8. OFFICERS**

8.1. Immediately following the General Meeting at which Directors are elected or appointed, the Directors shall hold a Board Meeting at which the Directors shall elect from their number the Officers.

8.2. The Officers shall be as follows:

- (a) The President, who shall preside at all General Meetings and Board Meetings. The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.
- (b) The First Vice-President, who shall carry out the duties of the President during his or her absence.

- (c) The Second Vice-President, who shall carry out the duties of the First-Vice President during his or her absence.
- (d) The Secretary, who shall:
  - (i) conduct the correspondence of the Society;
  - (ii) issue notices of General Meetings and Board Meetings;
  - (iii) cause to have minutes kept of all General Meetings and Board Meetings;
  - (iv) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
  - (v) maintain the register of Members.
- (e) The Treasurer, who shall:
  - (i) keep the financial records of the Society, including books of account, necessary to comply with the *Societies Act*;
  - (ii) render financial statements to the Directors, Members, and others when required.

8.3. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.

8.4. In the absence of the Secretary from a Board Meeting, the Directors shall appoint another person to act as Secretary at that meeting.

## **9. CONFLICT OF INTEREST**

9.1. A Member who has a conflict of interest on a matter under discussion at a General Meeting should declare that interest, should abstain from voting thereon, and should withdraw from the discussion unless the Members present consent by Ordinary Resolution to the conflicted Member's participation in that discussion.

9.2. A Director who has a conflict of interest on a matter under discussion at a Board Meeting should declare that interest, should abstain from voting thereon, and should withdraw from the discussion

unless the Directors consent by Ordinary Resolution to the conflicted Director's participation in that discussion.

- 9.3. A member of a Board Committee who has a conflict of interest on a matter under discussion at a meeting of that Board Committee should declare that interest, should abstain from voting thereon, and should withdraw from the discussion unless the Board Committee members present consent by Ordinary Resolution to the conflicted Board Committee member's participation.
- 9.4. Notwithstanding the above, if all Members, Directors, or members of a Board Committee have declared a conflict of interest on a matter under discussion at a General Meeting, Board Meeting, or meeting of a Board Committee, as applicable, those persons may still participate in discussion and vote on the proposed resolution.
- 9.5. No staff member, employee, or contractor of the Society or of the Vancouver Parks Board may apply to join the Board of Directors for a period of six (6) months following the termination or expiry of their arrangement as staff member, employee, or contractor, as applicable.

## **10. SEAL**

- 10.1. The Board of Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 10.2. The common seal shall remain in the custody of the Society, and shall be affixed only when authorized by a resolution of the Board of Directors and then only in the presence of the person so prescribed in the resolution, or if no persons are prescribed, in the presence of (a) the President and Secretary or (b) President and Secretary Treasurer.

## **11. BORROWING**

- 11.1. In order to carry out the purposes of the Society, the Board of Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 11.2. No debenture shall be issued without the sanction of a Special Resolution duly passed by the Board of Directors.
- 11.3. The Members may, by Special Resolution duly passed at a General Meeting, restrict the borrowing powers of the Board of Directors, but a restriction so imposed shall expire at the start of the next Annual General Meeting.

## **12. AUDITOR**

- 12.1. This Part applies only where the Society is required or has resolved to have an auditor.
- 12.2. At each Annual General Meeting the Society shall appoint an Auditor to hold office until the Auditor is re-appointed or the Auditor's successor is appointed at the next Annual General Meeting.
- 12.3. The Board of Directors shall, by Ordinary Resolution duly passed at a Board Meeting, fill any interim vacancy in the office of the Auditor.
- 12.4. An Auditor may be removed by Ordinary Resolution of the Members duly passed at a General Meeting.
- 12.5. An Auditor shall be promptly informed in writing by the Secretary of their appointment or removal.
- 12.6. No Director and no employee of the Society shall be the Auditor.
- 12.7. The Auditor may attend General Meetings.

### **13. NOTICES TO MEMBERS**

- 13.1. A notice may be given to a Member or a Director either personally, by email at the person's previously provided email address, by mail at the person's registered address, or by publication in the local newspaper or at the premises of the Society.
- 13.2. A notice sent by email shall be deemed to have been given on the day on which the notice was sent, and in proving that the notice was given, a copy of the sent email showing that the notice was properly addressed shall be sufficient.
- 13.3. A notice sent by mail shall be deemed to have been given on the fourth (4th) day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that notice was properly addressed and put in a Canadian post office receptacle.
- 13.4. A notice given by publication in the newspaper or at the premises of the Society shall be deemed to have been given on the day of publication in the newspaper or at the premises of the Society.
- 13.5. Notice of a General Meeting shall be given in writing at least fourteen (14) days in advance of the date proposed for that General Meeting to:
  - (a) every Member shown on the register of Members on the day notice is given; and
  - (b) the auditor, if Section 11 applies.
- 13.6. No other person is entitled to receive a notice of General Meeting.
- 13.7. The Directors, in their sole discretion and in accordance with these Bylaws, shall determine how notice to Members and to the Auditor is to be given in accordance with this Section 13.

### **14. BYLAWS AND CONSTITUTION**

- 14.1. On being admitted as Members, each Member is entitled to, and at his or her request the Society shall provide without charge, a copy of the Constitution and these Bylaws.
- 14.2. These Bylaws and the Constitution, or any provisions therein, shall not be altered, removed, or added to except by a Special Resolution duly passed by the Members present at a General Meeting.

## 15. INDEMNIFICATION

15.1. In this Section 15:

- (a) “**eligible penalty**” means an individual who is or was a director or senior manager of the Society or who holds or held an equivalent position in a subsidiary of the Society;
- (b) “**eligible proceeding**” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a director or senior manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society,
  - (i) is or may be joined as a party, or
  - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action; and
- (c) “**expenses**”, “**penalty**”, and “**representative**” have the meanings set out in the *Societies Act*.

15.2. Subject to the *Societies Act*, the Society must indemnify a director, former director, or alternate director of the Society and his or her heirs and legal personal representatives against all eligible penalties to which such person is or may be liable, and the Society must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each director and alternate director is deemed to have contracted with the Society on the terms of the indemnity contained in this Section.

15.3. Subject to any restrictions in the *Societies Act*, the Company may indemnify any person.

15.4. The failure of a director, alternate director, or officer of the Society to comply with the *Societies Act* or these Articles does not invalidate any indemnity to which he or she is entitled under this Section 15.

15.5. The Society may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal personal representatives) who:

- (a) is or was a director, alternate director, officer, employee or agent of the Society;

- (b) at the request of the Society, is or was a director, alternate director, officer, employee, or agent of a corporation or of a partnership, trust, joint venture or other unincorporated entity; or
  - (c) at the request of the Society, holds or held a position equivalent to that of a director, alternate director or officer of a partnership, trust, joint venture or other unincorporated entity;
- against any liability incurred by him or her as such director, alternate director, officer, employee or agent or person who holds or held such equivalent position.

## **16. LOCATION**

The Society and its operation are located principally at the Roundhouse Community Arts and Recreation Centre, 181 Roundhouse Mews, Vancouver, B.C. V6Z 2W3. This provision was previously alterable.

## **17. MISSION**

To provide and operate a community centre that serves the educational, cultural, artistic, recreational and social needs of the general public including the citizens of Vancouver, and the Roundhouse community. This provision was previously alterable.

## **18. NON-PROFITABILITY**

The Society shall be carried on without purpose of gain for its members, and any profits or other accretions earned or acquired by the Society shall be used solely to promote its purposes. This provision was previously unalterable.

## **19. DISSOLUTION**

In the event of winding up or dissolution of the Society, funds and assets remaining after the satisfaction of its debts and liabilities shall be transferred to such organization or organizations promoting the same or similar

purposes of the Society as the members at that time may determine, provided that such organization(s) be a charitable organization, corporation or trust recognized as such by the Government of Canada under the provisions of the *Income Tax Act* of Canada. This provision was previously unalterable.

**20. NON-LIMITATION**

The purposes specified in each paragraph hereof shall in no way be limited by reference to or inference from the terms of any other paragraph, and the Society shall have all and sole or incidental powers granted by the *Societies Act* as amended from time to time. This provision was previously unalterable.