



NUMBER: S-53141

SOCIETY ACT

CERTIFICATE OF INCORPORATION

I Hereby Certify that

EMPIRE OF THE PEACE ARCH MONARCHIST ASSOCIATION

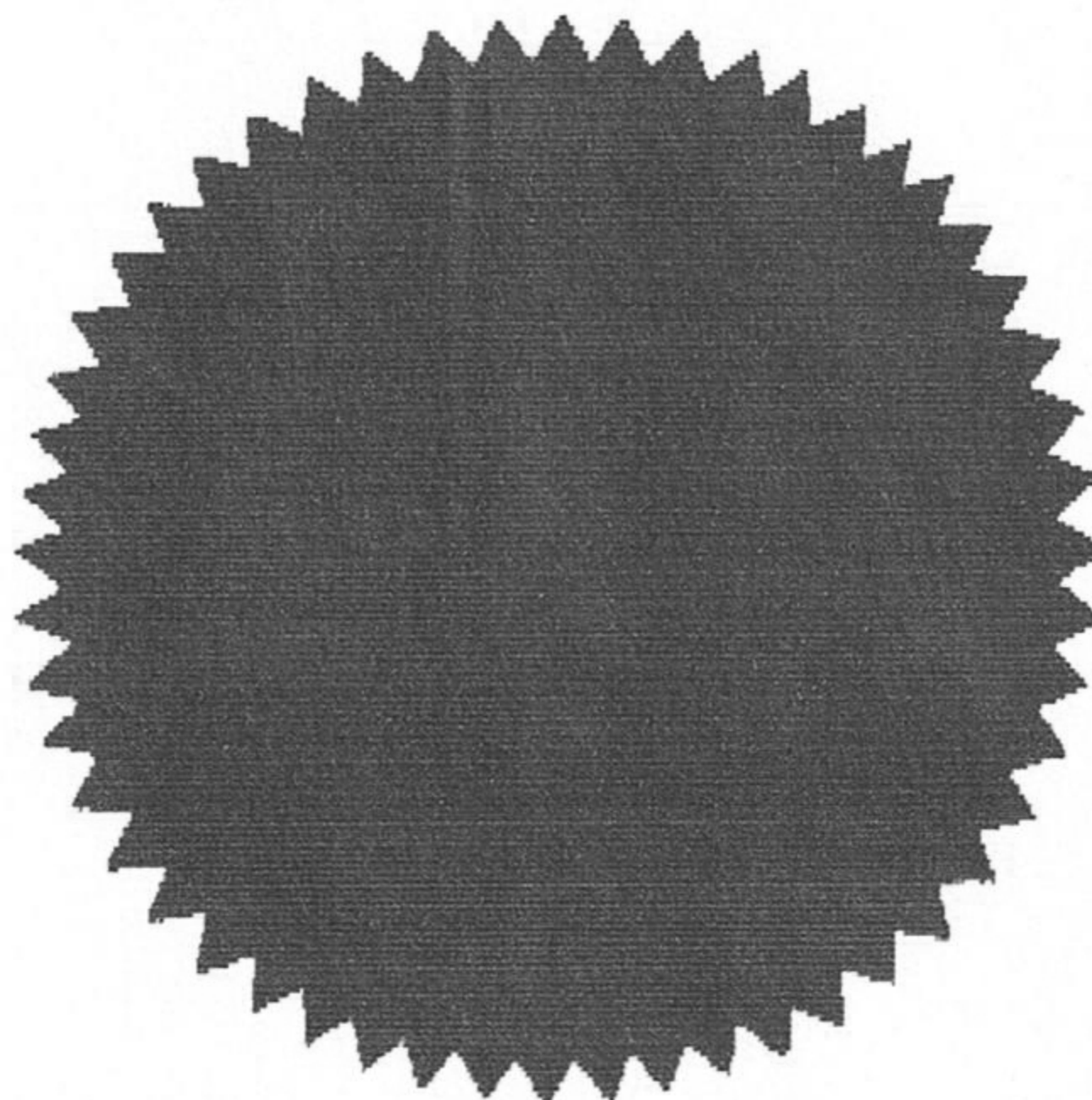
has this day been incorporated under the *Society Act*

Issued under my hand at Victoria, British Columbia

on January 21, 2008



RON TOWNSHEND
 Registrar of Companies
 PROVINCE OF BRITISH COLUMBIA
 CANADA



CONSTITUTION

1. The Name of the Society is Empire of the Peace Arch Monarchist Association –

2. The purposes of the society is to:

(1) undertake the study of and play roles of the Monarchy

(2) to educating the community in general about how the Monarchy works.

(3) by playing the game of Court the society is mandated to raise awareness of the GLBTQ community

(4) fundraise for charities within its Empire as mandated in the attached by-laws.

(5) to study heraldry, issue proclamations and titles as in an Empire or Court under the UK/Russian Historical Courts.

By Laws Empire of the Peach Arch Monarchist Association

Part 1 – Interpretation

- 1.0 In these By-Laws, unless the context otherwise requires,
- (a) “Executive” mean the directors of the Society, for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) a “registered address” of a member means his/her address as recorded in the register of members;
 - (d) a “term” means the time between the annual general meeting and the immediate next annual general meeting;
 - (e) an “Officer Term” has the same meaning as “term”;
 - (f) words implying the singular include the plural and vice versa.

Part 2 – Membership

2.0 The members of the Society are the applicants for incorporation of the Society, and those persons given Lifetime Memberships, and those who subsequently have become members in accordance with these By-Laws, and in either case, have not ceased to be members. Those persons given Honorary Lifetime Membership and/or the Imperial Order of Surrey will not be full voting members of the Society.

2.1 Lifetime membership:

(a) is automatic to any Emperor, Empress, Imperial Crown Prince, Imperial Crown Princess, and President of the Board on the successful completion of their year, and may also be given by the College of Monarchs, annually at the Coronation Ball, to one or more persons deserving of that honor.

(b) and those persons given the designation of Lifetime Members are not required to pay the Annual Membership Fee and shall be full voting members of the Society.

2.2 Any person may become a member of the Society upon payment of the Annual Membership Fee.

2.3 Every member will uphold the Constitution, follow the Policies and Procedures Manual and comply with these By-Laws.

2.4 The Board of Directors will determine the membership fees, if any.

2.5 A person ceases to be member of the Society by:

(a) delivering their resignation in writing to the Secretary of the Society, or by mailing or delivering it to the address of the Society or

(b) on their death, or in the case of corporation on dissolution, or

(c) on being expelled or

(d) on having been a member not in good standing for a period of ninety (90) days.

2.6 A member may be expelled by a Special Resolution of the members passed at a General Meeting.

2.7 A notice of a Special Resolution for expulsion shall be accompanied by a brief statement of the reason, or reasons, for the proposed expulsion.

2.8 The person who is the subject of the Proposed Resolution for expulsion shall be given the opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

2.9 Members are in good standing except a member who has failed to pay their current Annual Membership Fee or other subscription or debt due and owing by them to the Society.

Part 3 – Meeting of Members

- 3.0 The Annual General Meeting (A.G.M.) of the Society shall be held no later than forty-five (45) days following the Coronation Weekend, on a date fixed by the Board of Directors of the Society.
- 3.1 Written notice of a General Meeting of the Society (Annual or Extraordinary), sent to all members, shall state the purpose of the meeting and notification of such meeting be posted in a local newspaper, and must also must be advertised electronically. This notice shall be given fourteen (14) clear days before such a meeting.
- 3.2 Ten (10) percent of the members may call such a meeting of the Society for any reason. The members calling such a meeting shall be responsible for administration, notification, and preparation of such a meeting. No funds may be disbursed at such a meeting unless seventy-five percent (75%) of members present concur. A Quorum for all meetings shall consist of ten percent (10%) of the membership or ten (10) members whichever is greater. Proxy votes are subject to all guidelines set forth within the Policy and Procedures Manual.
- 3.3 The Board of Directors shall meet at least once in each calendar month.

Part 4 – Proceedings at a General Meeting (Annual or Extraordinary)

- 4.0 Special Business is:
- (a) all business at an Extraordinary General Meeting except the adoption of Rules of Order, and
 - (b) all business that is transacted at an Annual General Meeting except,
 - (i) the adoption of the Rules of Order;
 - (ii) the consideration of the Financial Statements;
 - (iii) the report of the Executive, if any;
 - (iv) the election of the Executive;
 - (v) the appointment of an Auditor, if required, and;
 - (vi) other business under these By-Laws ought to be transacted at an Annual General Meeting, or business which is brought under the consideration by the report of the Executive issued with the Notice of Convening the meeting.
- 4.1 Quorum requirements
- (a) No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting when a Quorum is not present.
 - (b) If at any time during the 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.
 - (c) A Quorum is 10% or ten (10) members present, or such greater number as the members may determine at a General Meeting.
- 4.2 Unattained quorum
- If within thirty (30) minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day next week, at the same time and place. 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, provided there are at least three (3) members present.
- 4.3 Chairperson
- (a) Subject to By-Law four point four (4.4), the President of the Society, the Vice President, or, in the absence of both, one of the other Executive present, shall preside as the Chairperson of the General Meeting.
 - (b) the Chairperson may not vote except where there is a tie vote on any matter. His/her vote is then final in determining the outcome of that issue.

4.4 Chairperson Appointment

- (a) If at a General Meeting there is no President, Vice President, or other Executive present within fifteen (15) minutes after the time appointed for holding the meeting, or
- (b) the President and all other Executive present are unwilling to act as Chairperson, the members present shall choose one of their number to be Chairperson.

4.5 Adjournment

- (a) A General Meeting may be adjourned from time to time and 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.
- (b) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the Original Meeting.
- (c) Except as provided in these By-Laws, it is not necessary to give Notice of Adjournment, or the business to be transacted at an Adjourned General Meeting.

4.6 Special Resolutions

- (a) Special Resolutions to alter these By-Laws proposed for a meeting need to be seconded in writing and sent out with the Notice of Meeting. Normal Resolutions need only be moved and seconded at the meeting. The Chairman of a meeting may move or propose a Resolution.

4.7 Voting

- (a) Any member in good standing is entitled to one vote.
- (b) Voting is by a show of hands, unless the members otherwise decide.
- (c) Voting by Proxy will be permitted with legal documentation and representation. See the prescribed form contained in the Policy and Procedures Manual.

Part 5 – Executive and Directors

5.0 The Society and all its business and the day to day operations will be exercised by the members of the Board of Directors. The Board of Directors shall number not more than twelve (12) persons, consisting of the four (5) Executive positions and the remaining six (7) other Directors.

5.1 The Executive shall consist of:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Dean of College of Monarchs

5.2 The remaining Directors shall consist of:

- (a) Events Coordinator
- (b) Member at Large
- (c) Gay Surrey Titleholder Representative
- (d) Reigning Emperor
- (e) Reigning Empress
- (f) Membership Fundraiser Chair

5.3 Executive and Board members will cease to be such on ceasing to be members of the Society or once their term of office is over (and must then seek re-election).

5.4 The positions of the Executive with the exception of (a) & (b) and the positions of Events Coordinator, Membership Fundraiser Chair, and Member at Large will be elected at the Annual General Meeting.

5.5 The Results of the Elections of the Dean of the College, Gay Surrey Titleholder Rep and Emperor and Empress will be announced at the Coronation Ball and they will take office at the Annual General Meeting.

- 5.6 The Board of Directors of the Society shall be responsible for the management and administration of the society, according to these by-laws, and may only be changed by Special Resolution at an Annual General Meeting or at an Extraordinary General Meeting called only for that purpose.
- 5.7 Legal and Financial Contracts will be the responsibility of the Executive and only the Executive may sign such binding agreements for the Society. All such activity planned by the Board of Directors must be presented and approved by the Executive of the Society; otherwise it will not be binding. All such requests must be answered to within fifteen (15) days of presentation.
- 5.8 No member shall receive remuneration from the Society for performing any official duties associated with that position, except for expenses pre-approved by the Board of Directors, directly related to the operation of the Society.
- 5.9 The President is the Chief Executive Officer of the Society.
- 5.10 The Vice President of the Board of Directors shall assist the President of the Board of Directors and in their absence shall assume the duties of the President.
- 5.11 The Secretary shall maintain the membership list, make accurate records of meetings, have custody of the Minutes of the meetings and carry on maintenance of all Correspondence (handling & processing). They shall have the Seal of the Society and use it under the direction of the Board of Directors. The Seal will be used only by authorization of members of the Board of Directors, and any document to which it is affixed will be signed by them.
- 5.12 The Treasurer will be responsible for all funds and paying bills under the direction of the Board of Directors. They will make an accounting of all Finances at the Annual General Meeting. The treasurer and one of the other three authorized members of the Board of Directors may co-sign all cheques drawn on the Society. The two others may be the Co-Signers, if approved by the Board of Directors. The Treasurer should give a full Financial Status Report at each official meeting. The Fiscal year of the society shall be November first (1) to October thirty-first (31) each year.
- 5.13 The remaining Board Portfolios will be outlined in the Policies and Procedures Manual. Should a board member hold more than one portfolio then that board member is entitled a single vote.
- 5.14 If any Board Officer misses three (3) consecutive meetings (without due notification or just cause as outlined in the Policies and Procedures Manual) that position shall become vacant.
- 5.15 The Officers of the Society may be removed from their position before the expiration of their term by Special Resolution by a majority vote of the Board of Directors. This process should be used only in circumstances relating to the Business and/or assets of the Society and/or actions that are deemed to be to the detriment of the Society. In addition, officers may, upon written notice, resign from the Board of Directors.

Part 6 - Election of Officers

- 6.0 The positions of the Board of Directors and the positions of Events Coordinator, Member at Large, Membership Fundraiser Chair and will be elected at the Annual General Meeting to be held not more than forty-five (45) days following the Coronation weekend.
- 6.1 Any member in good standing may stand for any position, but, shall hold only one elected position at any one time. Members at the Annual General Meeting will determine the election procedure. (Secret ballot or open ballot).
- 6.2 Any Officer choosing to run for an elected title within the Imperial Sovereign Court of Surrey – Empire of the Peace Arch, must resign their Board position before applying for a Court position.

Part 7 – Qualifications of the titles within the Imperial Sovereign Court of Surrey - Empire of the Peace Arch

All past “Court” titles as elected under the OIS Rainbow Cultural Society will automatically be incorporated into this Society with all rights and privileges afforded as in the past.

- 7.0 To hold an elected title within the I.S.C.O.S.E.P.A. the person must,
- (a) be a member in good standing.
 - (b) reside permanently between the North Arm of the Fraser River and the US Border, and from Richmond in the West to Chilliwack in the East, including Burnaby and New Westminster and Cities of PoCo, Port Moody & Coquitlam, Maple Ridge & Mission.
 - (c) Must hold a valid passport at time of Interviews showing validity for the full Reign.
 - (d) must be a legal resident of Canada.
 - (e) must be able to legally cross international borders.
 - (f) must be twenty-one (21) years of age at time of application with the exception of and “King and Queen of Hearts”.
 - (h) King and Queen of Hearts must be nineteen (19) years of age at the time of application.

The following titles (i), (j), (k) are specific to the GLBTQ community. To apply for one of the following titles you must be identified within that community. These are the only sexual orientation specific titles within the ISCOSEPA

- (i) be a male or female to male transgender person to hold the Mr. Gay Surrey title.
- (j) be a female impersonator to hold the Ms. Surrey title.
- (k) be a female person or male to female transgender to hold the Miss Gay Surrey title.
- (l) applicants for the Gay Surrey titles must have served a minimum of three (3) months within the Empire in that persona prior to their application.
- (m) applicants for Emperor and Empress must have served a minimum of one (1) year of service within the Empire and resided within the Empire in that persona prior to their application.
- (n) appointed/invested titles will be governed by the Policy and Procedures Manual.
- (o) prior to being accepted as an applicant for Emperor and Empress, applicants must provide a criminal record check to the society.

The Emperor and Empress may each make one proclamation per Reign, agreed upon by the College of Monarchs, and should not be in contravention of these by-laws.

Part 8 – Elections of the title holders in the Imperial Sovereign Court of Surrey - Empire of the Peace Arch

- 8.1 King and Queen of Hearts shall be elected annually during Surrey Pride Weekend, and anyone in attendance may vote.
- 8.3 Gay Surrey Title holders shall be elected at the Gay Surrey Pageant every year, and anyone in attendance may vote. Application forms will be available no later than December 1st of each year and introduction of said candidates should take place prior to December 25th of each year.
- 8.4 Emperor and Empress
- (a) the election will be held one week prior to the coronation ball at a secure venue, open to the general community, for a minimum of six hours; to be agreed upon by the College of Monarchs; such hours and venue to be approved by the Board of Directors prior to the Introduction of Candidates.

(b) only Residents of the Empire as mandated in this By-Laws 8.0 (b) and the Policy and Procedures Manual, and Lifetime Members may vote in the election for the Emperor and Empress.

(c) Application forms for Emperor and Empress will be made available no later than July 8th annually and introduction of said candidates will take place no less than 4 weeks prior to the Annual Coronation ball.

8.5 All titles will be elected by simple majority vote.

8.6 In the event there is only one candidate on the ballot for any of the elected titles their name will appear on the ballot with a yes or no option. To be duly elected they must receive a simple majority of yes votes + 1. In the event of a negative ballot result the College of Monarchs will meet to place a Regent or Regents in the position and will refer to the Policy and Procedures Manual to govern such a decision. The Regent will have limited responsibilities but must attend 2 out of town Coronation balls, one Canadian and one US to fulfill the obligations and assist the elected Monarch in their Reign, to receive their number at the Annual Coronation Ball. The same rules govern the death of a Candidate during the campaign period or during the Reign. Should there only be one candidate for only one of the positions and that candidate is elected, then the other position can remain vacant. The Reign will still have equal numbers. (i.e. Emperor 4 Vacant – Empress 4 (Name) and the reigns will still be considered equal numbers).

8.7 A sealed ballot box will be used for the Gay Title and Monarch elections and will be monitored at all times by at least one member of the Board of Directors and a member of College of Monarchs.

8.8 All rules and regulations for the above titles or any other such titles as the Imperial Sovereign Court of Surrey deems appropriate will be described and followed as laid out in the Policy and Procedure Manual, which should be reviewed annually by the College of Monarchs within 30 days of the Coronation Ball.

8.9 A previously elected Monarch can be elected again so long as there is at least a complete 2 years following their previous Reign and application to run again.

Articles 7 and 8 of these by laws cannot be altered unless there is a 75% vote in favor of same at a meeting of the members called for such proposed amendments. Also only articles 7 and 8 should be reviewed only every 2 years for the purposes of such changes.

Part 9 – Audit of the Accounts of the Society

9.0 The Executive will present at an Annual General Meeting a Financial Statement showing income, expenditures, assets and liabilities of the Society during the preceding fiscal year; the Statement will be signed by all of the members of the Executive or the Society's Auditor.

9.1 The disposition of the proceeds of the Society will be done twice during a year, once at the Annual Pageant or within thirty (30) days of that Pageant, and again at the Coronation ball or within thirty (30) days of that event. There should be two sub-accounts for the society, one for the purposes of the Gay Surrey title holders and one for the Monarchs. Whenever possible a sum of five hundred dollars (\$500) should be left in each sub-account to provide a start up for the incoming titleholders.

9.2 All books and Records of the Society will be open to inspection by members of the Society at a reasonable time and with reasonable notice. The Minutes of all member's and Board of Director meetings and all other necessary Books and Records of the Society will be kept by the Board of Directors and available, on request, to members in good standing.

Part 10 – Altering the By-Laws of the Society

10.0 The By-Laws of the Society may be amended or altered at the Annual General Meeting, or an Extraordinary General Meeting of the membership, by Special Resolution adopted by seventy-

five percent (75%) of members present at any such meeting. Notice to amend the By-Law(s) will be given in accordance with these By-Laws.

Part 11 – Seal

- 11.0 The Board of Directors may provide a common Seal for the Society and they shall have the power from time to time to destroy it and substitute a new Seal in place of the destroyed Seal.
- 11.1 The Seal shall be affixed only when authorized by Resolution of the Board of Directors and then only in the presence of the persons prescribed in the Resolution, or if no persons are prescribed in the presence of the President and Secretary or the President and Secretary Treasurer.

Part 12 – Borrowing

- 12.0 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 such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 12.1 No debenture shall be issued without the sanction of a Special Resolution.
- 12.2 The members may by Special Resolution restrict the borrowing powers of the Executive but a restriction so imposed expires at the next Annual General Meeting.

Part 13 – Auditor

- 13.0 This part applies only where the Society is required or has resolved to have an Auditor.
- 13.1 The first Auditor shall be appointed by the Executive, who shall also fill all vacancies occurring in the office of Auditor.
- 13.2 At each Annual General Meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.
- 13.3 An Auditor may be removed by Ordinary Resolution.
- 13.4 An Auditor shall be informed forthwith in writing of appointment or removal.
- 13.5 No Executive and no employee of the Society shall be Auditor.
- 13.6 The Auditor may attend General Meetings.

Part 14 – Notice to Members

- 14.0 A Notice:
 - (a) must be given to a member either personally or by mail to them at their registered address.
 - (b) and a secondary notice may additionally be sent by electronic mail, or email. A return receipt needs to be attached with any emails to members to signify that they did in fact receive the notification in due time.
- 14.1 A Notice sent by mail shall be deemed to have been given on the second day following that on which the Notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian Post Office receptacle.
- 14.2 Notice of a General Meeting shall be given to:
 - (a) Every member shown on the register of members on the day notice is given,and
 - (b) The Auditor, if Part fifteen (15) applies.
- 14.3 No other person is entitled to receive a notice of General Meeting.

Part 15 – Miscellaneous

- 15.0 After being admitted a member is entitled to a copy of the Constitution and By-Laws.
- 15.1 All members are entitled to a copy of any alterations of the By-Laws approved and filed in Victoria.
- 15.2 These By-Laws shall not be altered or added to except by Special Resolution.

January 14, 2008

January 14th 2008

Witnesses

1. Martin Rooney
13418 103 Ave, Surrey, BC V3T 1R8

2. Alan Bygrave
#204 7011 133a St., Surrey
BC V3W7Z8

3. Martin Rooney
13418 103 Ave, Surrey BC V3T 1R8

5. Helen Bygrave
#204 7011 133a St., Surrey
BC V3W7Z8

6. Robert van't Hof
316 10070 137a st Surrey BC V3T 5M6

Applicants for Incorporation

1. Robert van't Hof
316 10070 137a st Surrey BC V3T 5M6

2. Helen Bygrave
#204 7011 133a St., Surrey
BC V3W7Z8

3. Roderick Smith
309 1690 Nelson Street Vancouver BC
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5. Alan Bygrave
#204 7011 133a St., Surrey
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6. Martin Rooney
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