

ST. MICHAELS UNIVERSITY SCHOOL SOCIETY

BYLAWS

1. - DEFINITIONS AND INTERPRETATION

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

- (a) "Act "means the *Societies Act*, SBC 2015, Chapter18, as amended from time to time.
- (b) "Advisory Board Member "means a non-voting member of the Board who is appointed by the Governors, as described in Section .5.17
- (c) "Alumni"means persons who were students in attendance for at least one year at the School, St. [Michaels](#) School or University School, but are no longer students in attendance.
- (d) "Appointed Governor "means a voting member of the Board, as described by Section .5.1(a)(ii)
- (e) "Ballot "means an instrument for registering a secret vote on paper or electronically.
- (f) "Board "means the board of the Society, as described in Section .5.1
- (g) "Candidate "means a person who has been nominated for the position of Elected Governor in accordance with Article 5.
- (h) "Candidate Details "means the information that must be provided by each Candidate to the Nominations Committee pursuant to Section 5.5.
- (i) "Chair "means the chair of the Society appointed by the Board in accordance with these Bylaws.
- (j) "Committee "means a committee of the Board as approved and appointed in accordance with Article 12.
- (k) "Constitution "means the Constitution of the Society.
- (l) "Elected Governor "means a voting member of the Board, as described by Section 5.1(a)(i).
- (m) "Ex-Officio Board Members "means non-voting member of the Board, as described in Section .(b)5.1
- (n) "Faculty "means part-time or full-time members of the teaching staff of the School.

- (o) “General Meeting ”means a meeting of the Society at a time and place, in accordance with the Act, that the Board decides. Every General Meeting, other than an annual general meeting, is a special general meeting.
- (p) “Governor ”means Elected Governors and Appointed Governors, being voting members of the Board as described by Section .(a)5.1
- (q) “Governor Election Ballot ”means voting by electronic means for the election of Candidates to the position of Elected Governors pursuant to Section .5.11
- (r) “Head of School ”means the person appointed by the Board to provide educational and administrative leadership to the School.
- (s) “Majority ”is 50% plus one (1) or more votes.
- (t) “Member“means a person who is a member of the Society after qualifying for membership pursuant to Sections 2.2 ,2.1 and .2.3
- (u) “Nominations Committee ”means the nominations committee established by the Board for the purposes of Article 5.
- (v) “Nomination Papers ”are those documents created by the Nominations Committee requesting nominations for the Board.
- (w) “Officer ”means the roles described in Section .10.1
- (x) “Registered Address ”means the Member’s address (which must include an email address) as recorded in the register of Members.
- (y) “Registered Address of the Society ”is St. Michaels University School, 3400 Richmond Road, Victoria, B.C. V8P 4P5.
- (z) “Sending Date ”means the date stipulated on the face of the Nomination Papers as the date on which the Nomination Papers are sent to Members. The Sending Date must be between 60 and 200 days prior to the date of the annual general meeting.
- (aa) “School ”means St. Michaels University School composed of the Senior, Middle and Junior Schools.
- (bb) “School Alumni Association ”means the “St. Michaels University School Alumni Association”, being a Society constituted under the Act.
- (cc) “School Parents ’Auxiliary ”means the “St. Michaels University School Parents ’Auxiliary Society”, being a Society constituted under the Act.
- (dd) “Secretary ”means the secretary of the Society appointed by the Board in accordance with these Bylaws.

- (ee) "Society "means St. Michaels University School Society.
- (ff) "Special Resolution "means a special resolution as defined under the Act.
- (gg) "Student "means a pupil enrolled in the School.
- (hh) "Treasurer "means treasurer of the Society appointed by the Board in accordance with these Bylaws.
- (ii) "Vice-Chair "means the vice-chair of the Society appointed by the Board in accordance with these Bylaws.

- 1.2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person.
- 1.3. Except where otherwise provided, the definitions in the Act apply to these Bylaws.
- 1.4. The accidental omission to send notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate any proceedings at that meeting.

2. - MEMBERSHIP

ELIGIBILITY FOR MEMBERSHIP

- 2.1. The Members are the applicants for incorporation of the Society and those persons who subsequently have become Members in accordance with these Bylaws and who have not ceased to be Members.
- 2.2. The parents or guardians of any current Student shall be Members in order for the Student to be accepted and enrolled in the School.
- 2.3. The following persons shall be eligible to apply for membership or membership renewal of the Society:
 - (a) Alumni who have reached the age of 16 years;
 - (b) parents or guardians of Alumni; and
 - (c) any other person who is invited to become a Member by the Board for good and sufficient reason.

TERMS OF MEMBERSHIP

- 2.4. There shall be no dues payable by Members except such, if any, as shall be from time to time fixed by vote of the Board, which vote shall become effective only when confirmed by a vote of the Members at a General Meeting.

2.5. Membership in the Society shall commence:

- (a) if pursuant to Section 2. 2, on the date of enrollment of a Student for which that person is a parent or guardian; or
- (b) if pursuant to Section 2.3, on the date when the person's application is received by the Society and:
 - (i) if pursuant to Section 2.3(a), the person is verified as an Alumni by the Society;
 - (ii) if pursuant to Section 2.3(b), the person is verified as a parent or guardian of an Alumni by the Society; or
 - (iii) if pursuant to Section 2.3(c), the person communicates to the Board that the invitation has been accepted.

CESSATION OF MEMBERSHIP

2.6. A person shall cease to be a Member:

- (a) by delivering a resignation in writing to the Registered Address of the Society;
- (b) on being expelled from the Society, in accordance with these Bylaws;
- (c) upon death;
- (d) if the Member fails to pay dues fixed in accordance with Section ;2.4
- (e) in the case of a person who became a Member pursuant to Section 2.2, on the date on which there are no Students enrolled at the School of which such person is the parent or guardian; or
- (f) in the case of a person who became a Member pursuant to Section 2.3, on the date that is ten (10) years from when their membership commenced;

provided that cessation of membership pursuant to Section 2.6 (a), (e) or (f) shall not affect that person's eligibility for membership renewal pursuant to Section 2.3.

2.7. Notwithstanding Section 2.6, any Member who has not provided a valid email address to the Society by the 2021 annual general meeting shall cease to be a Member effective the day after the 2021 annual general meeting, provided that such cessation of membership shall not affect that person's eligibility for membership renewal pursuant to Section 2.3.

2.8. Cessation of membership in the Society shall not relieve former Members or their estates, heirs, assigns or successors from any indebtedness to the Society.

2.9. A Member may be expelled only by a Special Resolution. The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the

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

GENERAL

- 2.10. Every Member shall abide by the Constitution and these Bylaws.
- 2.11. The Society may establish by Special Resolution and maintain one or more regional branch societies with powers conferred by the Society on the recommendation of the Board.

3. - MEETING OF MEMBERS

FREQUENCY

- 3.1. Subject to Section 3.6 and the provisions of the Act, General Meetings of the Society shall be held at the time and place as the Board may from time to time determine.

NOTICE

- 3.2. Notice of a General Meeting shall specify the place, day and hour of the General Meeting, and shall contain an agenda of the matters to be discussed and any special business to be transacted.
- 3.3. Written notice of a General Meeting shall be sent by email to all Members not less than fourteen (14) days before the date of a General Meeting.
- 3.4. Notice of a General Meeting is deemed to have been sent to all Members when:
 - (a) Every Member who has provided an email address to the Society is sent notice of a General Meeting by email to that email address; and
 - (b) Notice of a General Meeting is posted on the Society's website throughout the period commencing at least twenty-one (21) days before the date of the General Meeting and ending on the date of the General Meeting.
- 3.5. The Board may, when they think fit, convene a special general meeting.
- 3.6. The Board shall, when a requisition of ten percent (10%) or more of the Members of the Society is made in accordance with the provisions of the Act, convene a special general meeting.

AGM

- 3.7. The annual general meeting of the Society shall be held in the month of October in each year, or as near to that date as practicable.

ELECTRONIC ATTENDANCE AT MEETINGS

- 3.8.** A person who is entitled to participate in, including vote at, a meeting, including a General Meeting, may do so by electronic, internet, telephone or other communications medium if all of the persons participating in the meeting, whether by electronic, internet, telephone, other communications medium or in person, are able to communicate with each other and, if applicable, vote at the meeting. This Section 3.8 does not obligate a person responsible for holding the meeting to take any action to facilitate the use of any communications medium at the meeting.
- 3.9.** A meeting, including a General Meeting, may be held solely by electronic, internet, telephone or other communications medium if:
- (a) notice of the meeting provides instructions for attending at or participating in the meeting by the communication medium, including, if applicable, instructions for how to vote at the meeting;
 - (b) all of the persons participating in the meeting are able to communicate with each other and, if applicable, vote at the meeting; and
 - (c) the person responsible for holding the meeting facilitates the use of the communications medium at the meeting.
- 3.10.** Any persons who participates in, or attends or votes at, a meeting in a manner contemplated by Section 3.8 or 3.9 is deemed, for the purposes of the Act and these Bylaws, to be present in person at the meeting.
- 3.11.** Any meeting that is held in accordance with Section 3.9 is deemed to be held in Victoria, British Columbia.

4. - PROCEEDINGS AT GENERAL MEETINGS

AGENDA

- 4.1.** The business transacted at an annual general meeting shall include:
- (a) the adoption of the rules of order;
 - (b) the reports of the Board and Committees;
 - (c) the report of the Head of School;
 - (d) the consideration of financial statements and the report of the auditors;
 - (e) the appointment of the auditors;
 - (f) the retirement of Governors and the taking of office of Governors elected pursuant to Article 5; and

- (g) the other business that under these Bylaws ought to be transacted at an annual general meeting.

4.2. Special business is:

- (a) all business conducted at an annual general meeting other than the business described in Section 4.1; and
- (b) all business at a special general meeting except the adoption of the rules of order.

QUORUM

4.3. A quorum at any General Meeting shall be thirty (30) Members present in person.

4.4. No business other than the choosing of a chair of the General Meeting, as provided in Section 4.6, and the adjournment or termination of a General Meeting shall be conducted at a General Meeting when a quorum is not present.

4.5. The Chair, or Vice-Chair, or in the absence of both, one of the other Governors present and chosen by the Governors present, shall preside as chair of a General Meeting.

4.6. If at a General Meeting:

- (a) the Chair, Vice-Chair or any other Governor is not present within fifteen (15) minutes after the time appointed for holding the Meeting; or
- (b) the Chair, Vice-Chair, or any other Governor present is not willing to act as chair, then the Members present shall choose one of their number to be chair.

ADJOURNMENT

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 General Meeting's recommencement other than the business left unfinished at the General 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 General Meeting's recommencement shall be given in the manner required for the original General Meeting (described in Article 3).

4.9. Except as provided in Section 4.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting's recommencement.

RESOLUTIONS

4.10. A resolution proposed at a General Meeting must be seconded and the chair of a General Meeting may not move or propose a resolution.

VOTING

- 4.11. A Member is entitled to only one (1) vote at a General Meeting, and proxy voting is not permitted at a General Meeting.
- 4.12. Voting on any resolution at a General Meeting shall be decided by a show of hands, or an equivalent mechanism in the case of an electronic meeting pursuant to Sections 3.8 or 3.9, unless a Ballot is requested by the Board or by ten (10) percent of the Members present.

MAJORITY

- 4.13. An ordinary resolution receiving a Majority of votes shall be deemed to have been carried.
- 4.14. In the event of an equality of votes on an ordinary resolution, the resolution is defeated.
- 4.15. In the event that a Ballot is necessary for deciding a resolution, the arrangements for appointment of three (3) scrutineers selected from the Members shall be the responsibility of the chair of the General Meeting.

MINUTES

- 4.16. Proper records shall be kept of all proceedings of General Meetings, and such minutes, having been duly accepted by the Society, shall be filed in a master document of the minutes of the Society, to be the responsibility of the Secretary of the Society.

5. - COMPOSITION OF THE BOARD AND ELECTION OF GOVERNORS

COMPOSITION

- 5.1. The Board shall be comprised of the following persons:
 - (a) Fourteen (14) Governors, consisting of the following:
 - (i) twelve (12) Elected Governors, consisting of persons elected from the Members in accordance with Section 5.7.
 - (ii) two (2) Appointed Governors, consisting of:
 - (A) the president of the School Alumni Association; and
 - (B) the president of the School Parents' Auxiliary.
 - (b) Two (2) Ex-Officio Board Members, consisting of:
 - (i) the Head of School; and
 - (ii) a member of the Faculty who has been elected by the Faculty for such purpose for a term of three (3) years.

(c) Advisory Board Members, if any appointed per Section .5.17

- 5.2.** No person may hold more than one Governor position at a time. In the event a person holds both an Elected Governor and an Appointed Governor position, they must resign as an Elected Governor, but may continue as an Appointed Governor.

NOMINATIONS

- 5.3.** Nominations of Candidates for the position of Elected Governors shall be either:

- (a) from the Nominations Committee; or
- (b) from the Members,

and in either case, must comply with Section 5.5.

- 5.4.** The Nominations Committee shall stipulate the Sending Date on the face of the Nomination Papers and shall send the Nomination Papers on the Sending Date by email to every Member who has provided an email address to the Society. The Nominations Papers shall be posted on the Society's website throughout the period commencing on the Sending Date and ending on the date of the annual general meeting.

NOMINATION ELIGIBILITY

- 5.5.** Each Member shall be entitled to stand as a Candidate to become an Elected Governor, subject to satisfaction of the following requirements:

- (a) the Member meets all of the following criteria:
 - (i) the Member has served a minimum of twelve months in one or more of the following capacities:
 - (A) As an officer and/or director of the Society;
 - (B) As an officer and/or director of the St. Michaels University School Alumni Association;
 - (C) As an officer and/or director of the St. Michaels University School Parents' Auxiliary;
 - (D) As an officer and/or director of the American Friends of St. Michaels University School;
 - (E) As an officer and/or director of the Vivat Foundation;
 - (F) As a member of any Committee, or ad-hoc Committee established pursuant to Section 12.2; or
 - (G) As an Advisory Board Member as contemplated by these by-laws;

- (ii) the Member has been a Member for not less than 24-months immediately preceding the Sending Date of the Nominations Papers;
 - (iii) the Member is not, at the Sending Date of the Nominations Papers, in receipt of current or anticipated financial assistance from the School; and
 - (iv) the Member has provided the Secretary with written authorization, signed by the Member, to conduct criminal background searches and credit searches (including the equivalent searches in any jurisdiction applicable to the Member), and the results of such searches are satisfactory to the Board;
- (b) the Member meets one or more of the following criteria:
- (i) the Member has been duly nominated by the Nominations Committee in accordance with the procedures of the Nominations Committee in effect from time to time; or
 - (ii) The Member has obtained the written endorsement of not fewer than 10 Members in good standing in the form prescribed by the Nominations Committee in the Nominations Papers;
- (c) the Member is not employed by the Society or otherwise excluded by these Bylaws;
- (d) the Member meets the qualifications in the Act to be a director; ~~the Member is nominated by two other Members, both of whom sign Nomination Papers in support of the Member;~~
- (e) the Member consents to be a Candidate and signs the Nomination Papers;
- (f) the following is received by email by the chair of the Nominations Committee, no later than twenty-one (21) days following the Sending Date of the Nominations Papers:
- (i) the completed Nominations Papers in support of the Member; and
 - (ii) the Candidate Details, which consists of a photograph and short biography of the Member, and any other required information described in the Nominations Papers; and
- (g) the Member complies with all requirements described in the Nominations Papers, which may include an interview with a member of the Nominations Committee.

5.6. No later than one-hundred-ten (110) days following the Sending Date, the Nominations Committee shall post on the Society's website, and send by email to all Members, the following:

- (a) Candidate Details of all the Candidates, including which Candidates, if any, the Nominations Committee recommends for the position of Elected Governor;

- (b) a list of the continuing members of the Board; and
- (c) if the number of Candidates did not exceed the vacant Elected Governor positions, a notice of acclamation; otherwise, instructions for the Governor Election Ballot.

ELECTIONS

5.7. Election of Elected Governors shall be:

- (a) by acclamation; or
- (b) by Governor Election Ballot, in which case there shall be a single vote for each vacant Elected Governor seat on the Board, and each Member shall vote for no more than the number of Candidates necessary to fill the vacant seats.

5.8. The Members shall elect for a term of three (3) years, or as otherwise specified in these Bylaws, sufficient Candidates to fill any vacant Elected Governor positions, to take office as Elected Governors at the conclusion of the annual general meeting following their election.

5.9. At the election of the Elected Governors, if there are positions of differing lengths of terms, the Candidate receiving the most votes shall receive the longest term with the lesser terms of office being awarded in decreasing order in accordance with the numerical count of votes until all vacant Elected Governor positions have been filled.

5.10. Wherever an Elected Governor vacancy has been filled between annual general meetings due to a vacancy occurring between annual general meetings, that position shall come up for re-election as specified in Section 5.14, but only for the balance of the term remaining on that seat.

5.11. A Member may only submit a Governor Election Ballot by electronic means in accordance with the procedure and deadline established by the Nominations Committee, ~~and subject to the guidelines as stipulated in Robert's Rules of Order, as which~~ may be modified by the Nominations Committee ~~from time to time~~.

SCRUTINEERS

5.12. The arrangement for appointment of scrutineers and the counting of Governor Election Ballots for the election of Elected Governors shall be the responsibility of the Nominations Committee.

5.13. The scrutineers at an election of Elected Governors shall include three (3) Board members including the Vice-Chair and the Secretary unless they are running for re-election and three (3) other Members.

RE-ELECTION

- 5.14.** Each Elected Governor shall be eligible for re-election provided that no Elected Governor shall serve more than three (3) consecutive full three (3) year terms, with the exception of the Chair who may serve four (4) consecutive full three (3) year terms.
- 5.15.** All Elected Governors shall hold their position for the term stated in Section 5.14 unless:
- (a) they cease to be Members;
 - (b) their resignations have been tendered in writing;
 - (c) they are removed by Special Resolution of the Members; or
 - (d) they are absent without permission of the Chair for three (3) consecutive Board meetings, in which case the Board at a meeting of the Board may expel the absent Elected Governor from his/her position by way of a resolution of the Board.

VACANCIES

- 5.16.** If vacancies occur on the Board between annual general meetings, the Governors may appoint additional Governors selected from the Members, who shall hold office until the next annual general meeting.
- 5.17.** The Governors may at their discretion appoint a person or persons as Advisory Board Member(s), for a term of three (3) years.
- 5.18.** The Governors may seek the advice of an Advisory Board Member and may authorize an Advisory Board Member to act on behalf of the Society for specified and limited purposes.

PROXIES

- 5.19.** A Member may, by means of a written proxy, appoint the Chair as their enduring proxyholder to vote in any Governor Election Ballot in favour of those Candidates, if any, that the Nominations Committee recommends for the position of Elected Governor. The proxy form shall be in writing, under the hand of the appointer or of his or her attorney duly authorized in writing. The proxyholder shall be the Chair of the Society, and the proxy shall be valid until the earlier of the date on which (i) the Member's written revocation of such proxy is delivered to the Secretary of the Society and the proxyholder, and (ii) the expiry of the Member's membership. For the avoidance of doubt, if a Member renews their membership upon expiry in accordance with Section 2.6, such Member may grant a new proxy pursuant to this Section 5.19.
- 5.20.** The written proxy shall be delivered to the Secretary of the Society by email or personal delivery not less than 5 days prior to the first date on which Members may cast a Governor Election Ballot.

- 5.21. An instrument appointing a proxyholder shall be in the following format, or in any other form that the Board may approve:

Proxy Format:

ENDURING PROXY
St. Michaels University School Society
(the “Society”)

The undersigned hereby appoints the Chair of the Society as proxy for the undersigned to vote in favour of those candidates recommended by the Nominations Committee for the position of Elected Governor of the Board of the Society.

This proxy expires on the date that is the earlier of (i) the expiry of the undersigned’s membership in the Society, and (ii) revocation by the undersigned by written notice to the Secretary of the Society and the proxyholder.

Dated: _____

[Print Name]: _____

[Print Email Address]: _____

6. - POWERS AND RESPONSIBILITIES OF THE BOARD

POWERS

- 6.1. The Board may exercise all the powers and do all the acts and perform all the functions that the Society may exercise, which 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 such Board powers are subject nevertheless to;
- (a) all laws affecting the Society; and
 - (b) the Society’s Constitution and Bylaws.
- 6.2. In particular the Board shall have powers and responsibilities which include, but are not limited to;
- (a) appointing and delegating responsibilities to the officers of the Society and to the Committees;
 - (b) appointing and terminating the employment of the Head of School;
 - (c) determining the contractual arrangements of employment and remuneration of the Head of School; and
 - (d) determining the duties and responsibilities of the Head of School.

HEAD OF SCHOOL

- 6.3.** If the Head of School is unable or unwilling to perform the duties of the position, the Board shall appoint an acting Head of School for an appropriate period of time.

RESPONSIBILITIES

- 6.4.** The Board shall:
- (a) be responsible for the general stewardship over all financial resources of the School and Society;
 - (b) review and approve expenditures over and above that of the established budget of the School;
 - (c) approve and administer any activities of the Society or School relating to real property.

FUNDS

- 6.5.** The Board shall raise and administer funds, including funds raised by special levies for the purpose of the Society in such a manner as may be determined by the Board.
- 6.6.** The Board shall authorize the investment of any funds of the Society which are not required for immediate use or to meet accruing liabilities, in investments which the Board is from time to time authorized by law to invest.

BORROWING

- 6.7.** Unless the Members approve otherwise, the borrowing powers of the Board are limited such that the aggregate net debt service payments of all debt outstanding shall not exceed 10% of the annual operating revenues of the School.
- 6.8.** Members may by Special Resolution further restrict the borrowing powers of the Board but any such restriction imposed expires at the next annual general meeting.

FINANCIAL REPORTING

- 6.9.** The annual audited financial statements are to be presented to the Board within ninety (90) days of the fiscal year end of the School.

7. - MEETINGS OF THE BOARD

- 7.1.** The Board may dispatch business, adjourn and otherwise regulate their meetings and procedures as they see fit.

FREQUENCY

- 7.2.** The Board shall meet at least quarterly at the call of the Chair. A special meeting of the Board shall be called if any three (3) Governors so request.

NOTICE

- 7.3.** Except as hereinafter provided, all members of the Board shall be sent notice of any Board meeting by email at least seven (7) days before the meeting.
- 7.4.** Notice is deemed to have been received by all members of the Board on the third (3rd) day following that on which the notice is sent by email.
- 7.5.** Any member of the Board may waive notice of a meeting of the Board.
- 7.6.** At any meeting of the Board for which full notice was not given and not waived, no business shall be conducted, except as provided for in Section 7.7.
- 7.7.** Meetings of the Board may be held without seven (7) days notice if all the Governors are present or if a quorum is present and those Governors who are absent signify in writing their consent to the holding of a meeting in their absence. Any resolution passed or action taken at such meeting shall be as valid as if it had been passed or taken at a meeting for which full notice was given.
- 7.8.** If the Board consents, a Board member may participate in a meeting of the Board or a Committee, by means of such telephone or other electronic communication facilities as permit all persons participating in the meeting to hear or to see each other. A Board member participating in such meeting by such means is deemed to be present at the meeting.
- 7.9.** A resolution consented to in writing by all the Governors is as valid as if passed at a regular meeting of the Board.

CHAIR

- 7.10.** The Chair shall be chair of all meetings of the Board but if at a meeting the Chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting, the Vice-Chair shall act as chair, but if neither is present, the Governors present shall choose one of their number to be chair of the meeting.
- 7.11.** No act or proceeding of the Board is invalid only by reason of there being less than a prescribed number of Governors on the Board or any defects in appointment of any member of the Board.

QUORUM

- 7.12.** The quorum at any Board meeting, excepting as set out by Section 10.3, shall be a Majority of the Governors.

VOTING

- 7.13. At meetings of the Board each Governor shall be entitled to one (1) vote. Advisory Board Members and Ex-Officio Board Members shall not be entitled to vote.
- 7.14. There is no proxy voting at meetings of the Board.
- 7.15. At meetings of the Board every motion shall be decided by show of hands, or an equivalent mechanism in the case of an electronic meeting pursuant to Sections 3.8 or 3.9, unless any one (1) Governor demands a Ballot.
- 7.16. A resolution receiving a Majority of votes shall be deemed to have been carried.
- 7.17. In case of an equality of votes the resolution is defeated.
- 7.18. Proper records shall be kept of all meetings of the Board and the complete record of these minutes shall be the responsibility of the Secretary.

8. - CONFLICT OF INTEREST

- 8.1. Members of the Board shall at their first meeting following their election, re-election or appointment, sign a copy of the Board's Code of Conduct together with a declaration with respect to any conflict of interest.

DEFINITION

- 8.2. The form of the conflict of interest declaration shall be determined by the Governors from time to time but the form of declaration cannot be altered until after the next annual general meeting.
- 8.3. Conflict of interest declarations shall:
 - (a) be updated and signed annually, by the first meeting of the Board following the annual general meeting;
 - (b) be updated and signed immediately upon any conflict of interest arising for any member of the Board; and
 - (c) be filed with the Secretary of the Board.
- 8.4. Any Governor having a conflict of interest on any matter before the Board shall declare such conflict of interest and abstain from voting on such matter.

9. - REMUNERATION OF THE BOARD

- 9.1. No member of the Board shall be remunerated for acting as a member of the Board.

EXPENSES

- 9.2.** Board members shall be reimbursed for all reasonable expenses provided that such expenses are:
- (a) incurred while engaged in the affairs of the Society;
 - (b) necessary and reasonable; and
 - (c) approved in writing by the Board in advance.

10. - OFFICERS

- 10.1.** The Society shall have the following Officers:

- (a) ;Chair
- (b) Vice-Chair;
- (c) Secretary; and
- (d) Treasurer.

ELECTION ELIGIBILITY

- 10.2.** Officers shall be elected annually by the Governors, and only Elected Governors are eligible to be Officers.

QUORUM

- 10.3.** A quorum for an election of Officers shall be seventy-five percent (75%) of the Elected Governors.
- 10.4.** Eligibility to be Chair is one (1) year's service on the Board, except where the current Chair resigns, in which case any eligible Elected Governor can be elected to be Chair.

TERM

- 10.5.** The term of office for all Officers shall commence and expire at the conclusion of successive annual general meetings.

VOTING

- 10.6.** Election for Officers shall be by Ballot unless determined by acclamation.
- 10.7.** There is no proxy voting in elections for Officers.
- 10.8.** In the event there are more than two candidates for the position of any Officer, the election process shall proceed with the candidate receiving the lowest number of votes being

eliminated as a candidate on each successive vote, until one candidate receives a Majority of votes.

VACANCIES

- 10.9.** If the position of any Officer becomes vacant, the Elected Governors shall elect an eligible Elected Governor from their number to fill such a vacancy until the next annual general meeting.

11. - DUTIES OF OFFICERS

- 11.1.** The Chair shall:

- (a) coordinate the discharge of the Board's responsibilities in all the affairs of the Society;
- (b) preside at all General Meetings of the Society and meetings of the Board; and
- (c) execute all instruments which require signature of the Chair and perform all duties incident to the office.

- 11.2.** The Vice-Chair shall carry out duties of the Chair during any absence or incapacity of the Chair.

- 11.3.** The Secretary shall:

- (a) maintain or cause to be maintained the Register of Members of the Society, recording each Member's full name, mailing address, email address, date on which each person was admitted as a Member, and the date on which the person ceased to be a Member;
- (b) ensure the safe and convenient custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (c) conduct or cause to be conducted the distribution of the instructions for the Governor Election Ballot,
- (d) issue or cause to be issued notice under Article 3 and notice under Article 7;
- (e) keep or cause to be kept a record of the minutes of all General Meetings of the Society, and meetings of the Board, in accordance with Sections 4.16 and 7.18;
- (f) assume responsibility for completion of the declarations of conflict of interest signed by every Governor and ensure their safe custody in accordance with Section;8.3
- (g) ensure any Bylaw changes and other necessary filings are filed and registered with the Registrar of Companies, in accordance with the Act;

- (h) ensure the safe and convenient custody of the common seal of the Society; and
- (i) perform all other duties as normally fall to such an office.

11.4. The Treasurer shall:

- (a) cause to be prepared for the Society and the Board, all required and appropriate financial statements disclosing the financial position of the Society and the School and cause to be kept in a safe and convenient place the financial records of the School and the Society, as required by legislation, these Bylaws and the policies of the Board and to show;
 - (i) the nature and details of all revenues and expenditures relating to the Society and the School; and
 - (ii) the assets and liabilities of the Society and the School;
- (b) ensure the implementation of comprehensive internal financial controls;
- (c) cause the annual audited financial statements to be prepared and completed for presentation to the Board in accordance with Section 6.9; and
- (d) perform all other duties as normally fall to such an office.

11.5. Each Officer shall perform such other tasks or assume such other responsibilities as directed by the Board.

12. - COMMITTEES OF THE BOARD

APPROVAL, APPOINTMENT

12.1. At a meeting of the Board, as soon as is considered reasonable after the annual general meeting, the Board shall approve of any Committees that the Board deems necessary and shall appoint the membership of those Committees.

12.2. The Board may also approve ad hoc Committees as the Board deems necessary during the School year and shall appoint the membership of those Committees.

CHAIR

12.3. The Board shall have the authority to determine the chair and membership of any Committee.

TERMS OF REFERENCE

12.4. The Board shall determine terms of reference for, and delegate responsibilities to Committees as the Board sees fit.

12.5. Committees so delegated may use the name of the Society and shall follow any rules imposed upon them by the Board.

12.6. Any Governor may attend any Committee meeting in a non-voting capacity.

FREQUENCY

12.7. The members of any Committee may meet and adjourn as they think proper.

QUORUM

12.8. Unless otherwise determined by the Board, two members of a Committee who are Governors shall constitute a quorum of any Committee meeting.

RESOLUTIONS

12.9. Resolutions arising at a meeting of a Committee shall be determined by a Majority of votes.

12.10. There is no proxy voting at Committee meetings.

MINUTES

12.11. Committees shall keep minutes which are accessible by the Members as per Section 16.1, and these minutes shall be forwarded to the Secretary for filing with the Board minutes.

12.12. Committees shall report their activities to the Board when requested by the Board.

12.13. Any recommendation or report of Committees shall be subject to review, and if necessary, modification by the Board before approval.

13. - COMMUNICATIONS

FREQUENCY

13.1. The Board shall communicate, at least quarterly, its activities to Members, in such form and content that the Board may decide.

13.2. Members shall be given a copy of the Constitution and Bylaws upon first joining the Society.

13.3. Members shall receive copies of all amendments to the Constitution and Bylaws.

14. - THE HEAD OF SCHOOL

14.1. The Head of School shall be responsible for the overall operations of the School by providing educational and administrative leadership and shall report to the Board. The Head of School shall assume other responsibilities and duties as the Governors may determine from time to time.

15. - USE OF SOCIETY'S NAME

15.1. The Board has the authority to review and approve the use of the Society's name, or a derivative thereof, by affiliated organizations sharing a common interest in the development, operations and well being of the Society.

16. - ACCESS TO RECORDS

16.1. The Society shall keep the following documents and records at the Registered Address of the Society:

- (a) a copy of the Constitution;
- (b) a copy of these Bylaws;
- (c) a copy of the Board policy manual;
- (d) a copy of all registrations and appointments of Governors;
- (e) a copy of all the minutes of meetings of the Board;
- (f) a copy of all in camera minutes of the meetings of the Board;
- (g) a copy of all the minutes of meetings of Committees;
- (h) a copy of all minutes of the General Meetings of the Members;
- (i) a copy of all documents filed with the Registrar of Companies for British Columbia;
- (j) a copy of the register of all Members; and
- (k) a copy of the Society's annual financial statements.

16.2. All documents and records of the Society shall be kept in the administrative offices at the Registered Address of the Society.

16.3. Every Member may examine and take extracts from only those records, documents and instruments of the Society referred to in Section 16.1, excluding those documents described in Section 16.1(f).

16.4. No Member may examine the records held by the Society pursuant to Section 16.1(f), without the express consent of the Governors and the Head of School.

17. - INDEMNITY

LIABILITY

17.1. The Society shall indemnify the members of the Board or their estates, heirs, assigns or successors against all costs, charges and expenses, including an amount paid to settle an

action or satisfy a judgment, actually and reasonably incurred by them in a civil, criminal or administrative action or proceeding to which they are made a party by reason of being members of the Board, including an action brought by the Society or School, if:

- (a) they acted honestly and in good faith with a view to the best interests of the Society or School; and
- (b) in the case of a criminal or administrative action or proceeding, they had reasonable grounds for believing their conduct was lawful.

17.2. The indemnification of members of the Board as provided in this Bylaw shall be subject to the approval of the Court, as provided in the Act.

18. - AUDITOR

APPOINTMENT

18.1. At each annual general meeting the Society shall approve the appointment of an auditor to hold office until the next annual general meeting.

18.2. An auditor may be removed by an ordinary resolution.

18.3. An auditor shall be properly informed in writing of an appointment or removal.

18.4. The Board shall appoint a new auditor where any vacancy arises between annual general meetings.

RESTRICTION

18.5. No Governor, officer or employee of the Society or their spouses shall be auditor.

18.6. The auditor may attend General Meetings.

18.7. The auditor shall audit the books of accounts of the Society and lay before the Society at its next annual general meeting a financial statement clearly and accurately showing the financial position of the Society.

19. - SEAL

19.1. The Governors may provide for a common seal for the Society.

19.2. The seal of the Society shall only be affixed in the presence of any two Officers of the Board.

20. - BYLAWS

20.1. The Bylaws shall not be amended except by Special Resolution of the Society.

21. - RULES OF ORDER

21.1. Robert's Rules of Order, where not inconsistent with these Bylaws, shall apply to all General Meetings, meetings of the Board and meetings of any Committee.

22. - PREVIOUSLY UNALTERABLE PROVISIONS FROM THE CONSTITUTION

(2)(c) In the event that the Society shall be wound up or dissolved, the grants or donations for charitable or educational purposes hereinafter referred to in clause 5 shall be made to recognized charitable organizations in Canada. This provision was previously irrevocable (unalterable).

(3) No part of the income of the Society shall be payable to or otherwise available for the personal benefit of any member.

(4) The Society shall not declare any dividend or distribute any of its property among the members during the existence of the Society or upon its winding-up or dissolution.

(5) On winding-up or dissolution any surplus funds of the Society shall be used for charitable or educational purposes or used for making grants or donations for such charitable or educational purposes as the members may determine by ordinary resolution.

(6) Nothing in paragraph 3 or 5 shall be construed to prevent the Society from paying any member for property sold or services rendered to the Society.

(7) The Society shall be entitled to invest its funds in investments authorized by law.

(8) The operations of the Society are to be carried on chiefly in Greater Victoria, in the Province of British Columbia. This article is alterable.

Paragraphs 3, 4, 5, 6 and 7 of the Constitution were previously unalterable.