

# C O N T E N T S

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## INTRODUCTION

**St. Michaels University School Alumni Association** is a registered society operating within the Society Act of British Columbia. The Society has its own bylaws which reflect how the Society wishes to conduct its own business.

The Society has a **Board of Trustees**, elected by the Members of the Society in accordance with the **St. Michaels University School Alumni Association Bylaws**.

## CONSTITUTION

1. The name of the Society is **ST. MICHAELS UNIVERSITY SCHOOL ALUMNI ASSOCIATION**.
2. The objects of the said Society are:
  - (a) To promote the interests of the Alumni of the University School, St. Michael's School and St. Michaels University School;
  - (b) To promote the interests of St. Michaels University School and any institution replacing it or successor to it and future interests of the School;
  - (c) To secure funding for a variety of purposes to be determined by the Directors of the **St. Michaels University School Alumni Association**; and
  - (d) To maintain among the Alumni of the University School, St. Michael's School and St. Michaels University School, the common interests while developed at the School.

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.
9. Paragraphs 3, 4, 5, 6 and 7 of the Constitution shall be unalterable.

## BY-LAWS

### ARTICLE 1 - DEFINITIONS AND INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires:
- (a) "Alumni" means persons who have been but no longer are students in attendance at the School, St. Michael's School or University School;
  - (b) "Ballot" means registering a secret vote on paper, and includes Mailed Ballots;
  - (c) "Board" means the board of Trustees of the Society;
  - (d) "Branch Society" is a branch society of the Society as defined by the Society Act;
  - (e) "Chair" means the chair of the Society appointed by the Board in accordance with these Bylaws;
  - (f) "Committee" means a committee of the Board as approved and appointed in accordance with Article 12;
  - (g) "Constitution" means the Constitution of the Society;
  - (h) "Faculty" means part time or full time members of the teaching staff of the School;
  - (i) "General Meetings" means meetings of the Society at a time and place, in accordance with the Society Act, that the Board decides. Every General Meeting, other than an annual general meeting, is a special general meeting;
  - (j) "Head" means the person appointed by the Board of the School to provide educational and administrative leadership to the School;
  - (k) "Instruments for the Mailed Ballot" are those documents adopted by the Nominations Committee including e-mail for election of candidates to the Board;
  - (l) "Mailed Ballot" means voting by e-mail and mail using the Instruments of Voting and guidelines as stipulated in *Robert's Rules of Order*;
  - (m) "Mailing Date" means the date stipulated on the face of the Nominations Papers as the date of mailing;
  - (n) "Majority" is 50% plus one (1) or more votes;
  - (o) "Member" means a person who is a member of the Society after qualifying for membership pursuant to Sections 2.1, 2.2 and 2.3;
  - (p) "Nominations Committee" means the nominations committee established by the Board for the purposes of Article 5;
  - (q) "Nomination Papers" are those documents created by the Nomination Committee requesting nominations for the Board;
  - (r) "Notice" means notice of a meeting of the Society and is to be given to all Members of the Society by either of the following means:
    - (i) personally; or
    - (ii) by e-mail or regular mail or facsimile to the Member's Registered Address; and Notice is deemed to have been given on the third (3rd) day following that on which the Notice is e-mailed or posted in a mail box or sent by fax or delivered and in proving that such Notice

has been given it is sufficient to prove that the Notice was properly addressed, and sent by e-mail or FAX or put in a Canada Post Office receptacle;

- (s) "Registered Address" means the Member's address as recorded in the register of Members or on the School's Website under the Alumni Directory;
- (t) "Registered Address of the Society" is, 3400 Richmond Road, Victoria, B.C. V8P 4P5;
- (u) "School" means St. Michaels University School composed of the Senior, Middle and Junior Schools;
- (v) "Secretary" means the secretary of the Society appointed by the Board in accordance with these Bylaws;
- (w) "Society" means **St. Michaels University School Alumni Association**;
- (x) "Society Act" means the Society Act, RSBC, 1979, Chapter 390, as amended from time to time;
- (y) "Special Levies" mean those levies imposed from time to time by the Board;
- (z) "Special Resolution" means a special resolution as defined under the Society Act;
- (aa) "Student" means a pupil enrolled in the School;
- (bb) "Treasurer" means treasurer of the Society appointed by the Board in accordance with these Bylaws;
- (cc) "Trustee" means a voting member of the Board as defined by paragraph 5.1 (a);
- (dd) "Vice-Chair" means the vice-chair of the Society appointed by the Board in accordance with these Bylaws;
- (ee) "Voting" means voting by show of hands, e-mail, Proxy, Ballot or as otherwise stipulated in these Bylaws; and
- (ff) "Voting by Proxy" means Voting as and where specified in these Bylaws including e-mail using the form provided below and the proviso that:
  - (i) no Member shall act as proxy for more than one (1) other Member;
  - (ii) only a Member may act as a proxy holder; and
  - (iii) the instrument of appointing a proxy may be in the following form, or in any other form that the Members shall approve:

I, ....., of ..... in the Country/Province/State of ..... hereby appoint ..... of ..... who is a Member of the Society, as my proxy to vote on my behalf, at the annual/special general meeting of the Society, to be held on the ..... of ....., 20....., and at any adjournment thereof.  
Signed at ....., this ..... day of ....., 20.....

\_\_\_\_\_

Signature
  - (iv) the instrument appointing a proxy holder shall be deposited at a place specified for that purpose in the Notice convening the Meeting, not less than forty-eight (48) hours before the time for holding the Meeting at which the proxy holder proposes to vote.

- 1.2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person. The word "mail" when herein includes "e-mail".
- 1.3 Except where otherwise provided, the definitions in the Society Act apply to these Bylaws.
- 1.4 No error or omission in giving Notice for a General Meeting of the Society or meeting of the Board shall invalidate such General Meeting or invalidate or make void any proceedings taken or had at such General Meeting.

## ARTICLE 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 following persons shall be Members of the Society:
  - (a) Voting- All Life Members of University School and St. Michael's School Old Boy's Associations shall be considered members of the St. Michaels University School Alumni Association;
  - (b) Voting- Persons graduated from University School, St. Michael's School or St. Michaels University School (all referred to hereinafter as the "School") and/or at any past time enrolled at the School for

a minimal period of one School year, provided they have paid the admission fees and they have left the School in good standing in the opinion of the Trustees;

- (c) Non-Voting- The Head of the School or that person's nominee;
- (d) Non-Voting- Past Faculty of the School;
- (e) Non-Voting- any other person who is invited to become a Member by the Board for good and sufficient reason; and
- (f) All members are in good standing until they cease to be members under the terms of these bylaws.

2.3 Membership in the Society shall commence on the date on which an application for membership is accepted by the Board, pursuant to section 2.2.

#### CESSATION OF MEMBERSHIP

2.4 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; or
- (c) upon death, or in the case of a corporation, upon dissolution.

2.5 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.

#### EXPULSION

2.6 Every Member shall abide by the Constitution of the Society and these Bylaws.

2.7 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 (a "Branch Society").

## ARTICLE 3 - MEETING OF MEMBERS

#### FREQUENCY

3.1 Subject to the provisions of the Society Act, and Article 3.7, 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.

#### PROXY VOTING

3.3 The instruments for Voting by Proxy shall be circulated to the Voting Members concurrently with the Notice.

3.4 Not less than fourteen (14) days written Notice of a General Meeting shall be given to every Member.

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 Voting Members of the Society is made in accordance with the provisions of the Society Act, convene a special general meeting.

#### AGM

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

## ARTICLE 4 - PROCEEDINGS AT GENERAL MEETINGS

## AGENDA

- 4.1 The business transacted at an annual general meeting shall include:
- (i) the adoption of the rules of order;
  - (ii) the reports of the Board and Committees;
  - (iii) the report of the Chair;
  - (iv) the consideration of financial statements and the report of the treasurer;
  - (v) the retirement of Trustees and the taking of office of Trustees elected pursuant to Article 5; and
  - (vi) 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 twenty (20) Voting 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 Trustees present and chosen by the Trustees present, shall preside as chair of a General Meeting.
- 4.6 If at a General Meeting:
- (a) the Chair, Vice-Chair or any other Trustee is not present within fifteen (15) minutes after the time appointed for holding the Meeting; or
  - (b) the Chair, Vice-Chair, or any other Trustee present is not willing to act as chair,

The Voting 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.
- 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 by a Voting Member at a General Meeting must be seconded by a Voting Member and the chair of a General Meeting may not move or propose a resolution.

## VOTING

- 4.11 A Voting Member is entitled to only one (1) vote at a General Meeting, either in person, or by proxy, as provided for by the Society Act and in accordance with Section 1.1 (ii).
- 4.12 Voting on any resolution at a General Meeting, whether annual or special, shall be decided by a show of hands unless a Ballot is requested by the Board or by ten (10) percent of the Voting Members present. In either case, Voting by Proxy shall be permitted.

## MAJORITY

- 4.13 An ordinary resolution receiving a Majority of votes from Voting Members shall be deemed to have been carried.

- 4.14 In the event of an equality of votes from Voting Members 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 Voting 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.

## ARTICLE 5 - COMPOSITION OF THE BOARD AND ELECTION OF TRUSTEES

#### COMPOSITION

- 5.1 The Board shall be comprised of the following persons:
- (a) twelve (12) Trustees elected from the Members of the Society; and
  - (b) one (1) non-voting person consisting of the Head of the School or that person's nominee.

#### NOMINATIONS

- 5.2 Nominations of candidates for election as Trustees, pursuant to sub-paragraph 5.1 (a) shall be either:
- (a) from the Nominations Committee; or
  - (b) from the Voting Members.
- 5.3 The Nominations Committee shall stipulate the Mailing Date on the face of the Nomination Papers and shall mail the Nomination Papers to the Voting Members no later than sixty (60) days and no earlier than two hundred (200) days prior to the date of the annual general meeting.

#### NOMINATION ELIGIBILITY

- 5.4 Any Member of the Society may be nominated (a "Nominee") for the position of Trustee unless they are employed by the Society or otherwise excluded by these Bylaws, provided that:
- (a) the appropriate Nomination Papers have been duly signed by a nominator and one seconder, both of whom are Voting Members, and consented to by the Nominee in writing who shall also have provided a detailed biography and resume of experience together with a statement of interest; and
  - (b) the Nomination Papers duly completed are received by the chair of the Nominations Committee no later than twenty-one (21) days following the Mailing Date of the Nominations Papers pursuant to Section 5.3.
- 5.5 Resumes and brief statements of interest of all Nominees shall be mailed by the Nominations Committee to each Voting Member no later than fifty (50) days following the Mailing Date of the Nomination Papers to Members pursuant to Section 5.3 together with:
- (a) a list of the continuing Members of the Board (both voting and non voting);
  - (b) instruments for the Mailed Ballot, or
  - (c) notice of acclamation if the number of nominations did not exceed the vacant Trustees positions.
- 5.6 Nominations from the floor at an annual general meeting shall not be allowed for the election of Trustees.
- 5.7 Election of Trustees shall be:
- (a) by Mailed Ballot; or
  - (b) by acclamation; and
  - (c) there shall be a single Ballot for all vacant seats on the Board and each Voting Member shall vote for no more than the number of candidates necessary to fill the vacant seats

## ELECTIONS

- 5.8 The Voting Members shall elect for a term of three (3) years, or as otherwise specified in these Bylaws, sufficient Trustees to fill any vacant Trustee positions, to take office at the conclusion of the annual general meeting following their election. At any election of Trustees, or as otherwise specified in these Bylaws, Trustees shall be elected such that a minimum four (4) Trustees are elected annually for terms of three (3) years in order to provide continuity on the Board. Upon adoption of these Bylaws the President, Vice-President, Treasurer and Secretary shall continue for the balance of their terms together with the eight (8) persons obtaining the highest number of votes at the AGM immediately prior to adoption of these Bylaws in accordance with Section 5.9.
- 5.9 At the election of the Trustees, 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 Trustee positions have been filled.
- 5.10 Wherever a Trustee 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 5.16, but only for the balance of the term remaining on that seat.

## SCRUTINEERS

- 5.11 The arrangement for appointment of scrutineers and the counting of Ballots for the election of Trustees shall be the responsibility of the Nominations Committee.
- 5.12 The scrutineers at an election of Trustees shall include three (3) Board Members including the Vice-Chair and the Secretary unless they are running for re-election and three (3) other Society Members.
- 5.13 Trustees elected pursuant to Section 5.8 shall take office at the conclusion of that annual general meeting following their election.

## RE-ELECTION

- 5.14 Each Trustee shall be eligible for re-election.
- 5.15 All Trustees shall hold their position for the term stated in these Bylaws 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 Trustee 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 Trustees may appoint additional Trustees selected from the Members, who shall hold office until the next annual general meeting.

# ARTICLE 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; and
- (b) determining the contractual arrangements with the School.

#### RESPONSIBILITIES

- 6.3 The Board shall:
- (a) be responsible for the general stewardship over all financial resources of the Society; and
  - (b) approve and administer any activities of the Society.

#### FUNDS

- 6.4 The Board shall raise and administer funds for the purpose of the Society in such a manner as may be determined by the Board.
- 6.5 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.
- 6.6 The Society shall not have the power to borrow funds.

#### FINANCIAL REPORTING

- 6.7 The annual financial statements are to be presented to the Board within ninety (90) days of the fiscal year end of the Society.

## ARTICLE 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) Trustees so request.

#### NOTICE

- 7.3 Except as hereinafter provided, seven (7) days notice shall be given to all Trustees of any meeting by e-mail, phone, FAX or mail.
- 7.4 Notice is deemed to have been given to all Trustees on the third (3rd) day following that on which the notice is posted, and on the day it is sent by e-mail, fax or delivered and in proving that such notice has been given it is sufficient to prove that the notice was properly addressed, and sent by FAX, delivered, sent by e-mail, or put in a Canadian post office receptacle.
- 7.5 Any Trustee 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 Trustees are present or if a quorum is present and those Trustees 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 A Board member may participate in a meeting of the Board or a Committee, by means of such telephone, teleconference, or other 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 in writing signed by all the Trustees, 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 Trustees 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 Trustees 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 Trustees.

#### VOTING

7.13 At meetings of the Board each Trustee shall be entitled to one (1) 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 unless any one (1) Trustee 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 Chair may cast a deciding vote.

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.

## ARTICLE 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 Trustees 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 Trustee having a conflict of interest on any matter before the Board shall declare such conflict of interest and abstain from voting on such matter.

## ARTICLE 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) prior approval in writing from the Board is obtained.

## ARTICLE 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 from and by the Trustees, and only those Trustees described in subparagraph 5.1 (a) are eligible to be officers.

### QUORUM

- 10.3 A quorum for an election of officers, shall be seventy-five percent (75%) of the Trustees described in subparagraph 5.1 (a).

- 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 Trustee 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 Trustees shall elect an eligible Trustee from their number to fill such a vacancy until the next annual general meeting.

## ARTICLE 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, 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 Mailed Ballots and the form for Voting by Proxy, in accordance with Sections 1.1(m) and 1.1(ff);
  - (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 Trustee 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 Society Act of British Columbia;
  - (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 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
    - (ii) the assets and liabilities of the Society.
  - (b) ensure the implementation of comprehensive internal financial controls;
  - (c) cause the annual financial statements to be prepared and completed for presentation to the Board in accordance with Section 6.7; 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.

## ARTICLE 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 Trustee 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 Trustees 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.

## ARTICLE 13 - COMMUNICATIONS

#### FREQUENCY

13.1 The Board shall communicate, at least annually, 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.

## ARTICLE 14 - USE OF SOCIETY'S NAME

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.

## ARTICLE 15 - ACCESS TO RECORDS

15.1 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 Trustees;
- (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.
- 15.2 All documents and records of the Society shall be kept in the administrative offices at the Registered Address of the Society.
- 15.3 Every Member may examine and take extracts from only those records, documents and instruments of the Society referred to in Section 15.1, excluding those documents described in paragraph 15.1(f).
- 15.4 No Member may examine the records held by the Society pursuant to paragraph 15.1(f), without the express consent of the Trustees.

## **ARTICLE 16 - INDEMNITY**

### LIABILITY

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

## **ARTICLE 17 - SEAL**

- 17.1 The Trustees may provide for a common seal for the Society.
- 17.2 The seal of the Society shall only be affixed in the presence of any two officers of the Board.

## **ARTICLE 18 - BYLAWS**

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

## **ARTICLE 19 - RULES OF ORDER**

*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.