

# Notice of Annual General Meeting



St. Michaels  
University School

DECEMBER 3, 2020 | 5PM | VIA ZOOM

## SMUS Society AGM

November 11, 2020

Dear Society Member:

You are cordially invited to attend the Annual General Meeting of the St. Michaels University School Society, to be held online via Zoom on Thursday, December 3 at 5 pm. To register to attend, please visit the SMUS website and complete the form at: [www.smus.ca/society/board/agm](http://www.smus.ca/society/board/agm). Registrations must be received by December 1.

In addition, the Board of Governors will be holding an Information Session on Thursday, November 19 at 5 pm. Again, this session will take place via Zoom and we ask that you register online to attend at: [www.smus.ca/society/board/infosession](http://www.smus.ca/society/board/infosession). The deadline to register for the Information Session is November 16.

This notice contains information about the AGM, including the agenda and proxy voting papers. Also included is a copy of the Summarized Statement of Operating Revenue and Expenditures for the year ended June 30, 2020, plus the Summarized Combined Statement of Financial Position as of June 30, 2020. Copies of the audited financial statements and minutes of the 2019 AGM can be requested by email to [board.admin@smus.ca](mailto:board.admin@smus.ca).

The 2019-20 annual report is available on the school website at [www.smus.ca/ourreportcard](http://www.smus.ca/ourreportcard). You can also request a printed copy of the annual report, again by email to [board.admin@smus.ca](mailto:board.admin@smus.ca).

Yours truly,

David Longridge '88  
*Board Secretary*

<b>Junior School</b>	820 Victoria Avenue, Victoria, BC, Canada V8S 4N3	<b>Phone</b> 250-598-3922	<b>Fax</b> 250-592-0783
<b>Middle School</b>	3400 Richmond Road, Victoria, BC, Canada V8P 4P5	<b>Phone</b> 250-592-3549	<b>Fax</b> 250-592-3942
<b>Senior School</b>	3400 Richmond Road, Victoria, BC, Canada V8P 4P5	<b>Phone</b> 250-592-2411	<b>Fax</b> 250-592-2812

[www.smus.ca](http://www.smus.ca)

## **St. Michaels University School Society 2020 Annual General Meeting**

Agenda for the 48th AGM of the St. Michaels University School Society will be held on Thursday, December 3, 2020 at 5 pm.

### **Agenda and Order of Business**

1. Welcome, call to order and introductions
2. Announcements by the Secretary
3. Adoption of the agenda
4. Approval of the minutes of the October 24, 2019 AGM
5. SMUS Society annual report by the committee chairs
6. Questions arising from the annual report
7. Adoption of the audited financial statements
8. Appointment of the auditors
9. Vivat Foundation
10. Amendment of Bylaws
11. Other business
12. Recognition of retiring Governors
13. Introduction of new Governors
14. Address by the Head of School, Mark Turner
15. Chair's closing remarks
16. Adjournment



# 2020 AGM

## St. Michaels University School – Draft Summarized Statement of Operating Revenue and Expenditures for the year ended June 30, 2020

Side A

	Budget 2019-20	Actual 2019-20	Budget 2020-21
	\$000s	\$000s	\$000s
<b>Revenue</b>			
Tuition and Boarding	\$ 32,872	\$ 32,276	\$ 29,908
Registration Fees	513	518	475
Bursaries and Scholarships	(2,445)	(2,697)	(2,621)
Provincial Government Grants	2,385	2,703	2,545
Campus Shop, Summer Programs & Misc. Revenue	3,478	2,824	3,209
Donations	-	276	-
Unrestricted Donations	-	279	-
<b>Total Revenues</b>	<b>\$ 36,803</b>	<b>\$ 36,179</b>	<b>\$ 33,516</b>
<b>Expenditures</b>			
Classroom Instruction	\$ 14,385	\$ 13,988	\$ 13,500
Student Support	3,551	3,456	3,913
Educational Administration	2,948	2,815	3,062
Residence	2,784	2,246	3,112
School Advancement	1,250	1,101	1,154
Marketing	782	744	904
Admissions	1,193	1,131	1,241
Technology	795	804	770
Physical Facilities	2,914	2,927	3,192
Administration	1,024	942	1,080
Campus Shop, Summer Programs & Misc. Costs	2,283	1,930	1,552
<b>Total Expenditures</b>	<b>\$ 33,909</b>	<b>\$ 32,084</b>	<b>\$ 33,480</b>
<b>Operating Surplus</b>	<b>\$ 2,894</b>	<b>\$ 4,095</b>	<b>\$ 36</b>
<b>Transfers to Other Funds</b>			
Debt Servicing	\$ 1,414	\$ 1,421	\$ 1,338
Capital Funds	650	643	520
Reserve Fund	830	2,200	(1,822)
Transfer of Unrestricted Donations	-	279	-
Transfer to (from) Other Funds	-	(462)	-
<b>Total Transfers</b>	<b>\$ 2,894</b>	<b>\$ 4,081</b>	<b>\$ 36</b>
<b>Excess of Revenue Over Exp. &amp; Transfers</b>	<b>\$ -</b>	<b>\$ 14</b>	<b>\$ -</b>

# 2020 AGM

## St. Michaels University School – Draft Summarized Combined Statement of Financial Position as of June 30

Side B

	2018 \$000s	2019 \$000s	2020 \$000s
<b>Assets</b>			
Cash and Treasury Bills	\$ 8,396	\$ 7,587	\$ 9,129
Accounts Receivable	554	355	353
Inventories	192	186	246
Prepaid Expenses	752	723	344
Endowment Fund Investments	9	9	9
Land, Buildings and Equipment	56,636	56,794	54,886
<b>Total Assets</b>	<b>\$ 66,539</b>	<b>\$ 65,654</b>	<b>\$ 64,967</b>
<b>Liabilities and Fund Balances</b>			
Accounts Payable	\$ 6,018	\$ 5,466	\$ 5,635
Fees Received in Advance	16,029	16,667	14,905
Long-Term Debt	12,638	10,596	9,622
Fund Balances	31,854	32,925	34,805
<b>Total Liabilities and Fund Balances</b>	<b>\$ 66,539</b>	<b>\$ 65,654</b>	<b>\$ 64,967</b>



St. Michaels  
University School

# 2020 AGM

## Proposed Bylaw Changes

Dear Society Member,

In this year's Annual General Meeting (AGM), scheduled for December 3, 2020, we will be covering several proposed bylaw changes. This note serves to explain the intent of these changes, and to offer a precis of the changes themselves.

The changes proposed can be grouped into four major categories:

1. **"Housekeeping"** – the bylaws contain, after years of modification, some inconsistencies as regards standard terms. These changes will fix these inconsistencies.
2. **The now electronic nature of today's Society business** – these bylaws were written before the widespread advent of the use of digital methods to establish and maintain communications with Society members. These changes will adapt the bylaws to reflect this way of doing business going forward, including the continued application of virtual meeting technology to conduct future AGMs.
3. **The development of a more robust methodology to maintain our Society membership.** This is an effort focused on the development of an involved Society as well as the administration of the Society itself.
4. **The establishment of guidelines for the orderly conduct of Society Governor elections.**

At the AGM, we will ask the Society to consider four Special Resolutions to pass. Each resolution requests the acceptance of the bylaw changes for each of the four categories listed above. Each will be considered separately.

Two sets of bylaw documents accompany this note: firstly, a version that shows the proposed final text only, with color coding to demonstrate the changes and the nature of these changes (one of the four categories above), and secondly, a "markup" version that tracks all the changes made relative to the original text. In this second version, all markups, regardless of their "category", are shown in red, with the original text "struck through."

The first document, with color coding, will be referenced in the special resolutions to be considered at the AGM.

Due to the number of changes proposed, the Governance Committee will be hosting a virtual information session that will allow Society members to ask questions in advance of the AGM, to further clarify the reasons behind and the substance of these proposed changes.

### Housekeeping Changes

The bulk of these changes appear in Section 1 of the bylaws, detailing Definitions and Interpretations. Examples of these changes include items such as changing terms such as "Advisory Governor" to "Advisory Board Member" (section 1.1 (a)); defining the term "Act" throughout the document to refer to the Societies Act, SBC, Chapter 18; the establishment, for the whole document, of standardized terms (all of which are capitalized) for "Elected Governor", "Ex-Officio Board Member", "Advisory Board Member", etc.

These changes are noted in **green** in the proposed version of the bylaws. Due to the fact that they extend throughout the document, no attempt will be made here to catalog them all.

It is the Governance Committee's intention that none of these changes in any way affect the intent, viability or "reach" of the bylaws. The changes have been derived solely to enhance the clarity of the bylaws as a whole, standardizing terms where needed.

### Special Resolution for the AGM

**Be it resolved that the Society accepts the bylaw changes as outlined in the attached bylaw document (featuring color-coded changes) pertaining to "housekeeping" changes, as outlined in green, throughout the bylaws.**

# 2020 AGM

## Electronic Methodology to Board Affairs

The proposed bylaws remove references to notices or other engagements with Society members in any way other than email: in other words, this set of amendments seeks to move to an “all-electronic” method of communication with Society members. There are two ways the bylaws seek to achieve this, and both are used simultaneously and extensively: publication of relevant materials on the SMUS web page, and emails to Society members.

In addition, the proposed bylaws seek to continue to conduct the Annual General Meeting electronically, going forward. The Board believes that this offers Society members who do not live in Victoria an equal voice in Society affairs, because it allows AGM participation from anywhere in the world, without the need to travel to Victoria for attendance. Given the geographically diverse nature of the Society population, this seems fair and appropriate.

Here is an example of the before and after of these rules:

Originally, section 3 (“Meeting of Members”) ended with 3.6:

*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*

We recommend adding the following sections:

- 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.*

Also, please note that with the advent of an electronic AGM, we believe that, since members can attend the meeting without the need to be physically present, the clauses in the current bylaws that allow for proxy voting are no longer needed, thus we have removed them in the proposed bylaws.

All of these changes are noted in **purple**.

### Special Resolution for the AGM

**Be it resolved that the Society accepts the bylaw changes as outlined in the attached bylaw document (featuring color-coded changes) pertaining to “electronic methodology” changes, as outlined in purple, throughout the bylaws.**

# 2020 AGM

## Developing an Active and Engaged Society, and Ensuring its Accurate Administration

The Societies Act of British Columbia requires that we, the SMUS Society, maintain an accurate and up-to-date list of our society's members. Over time, with the addition each year of the graduating class and the automatic inclusion of parents of both current and past students, our Society list has grown to a number that ranges between 7,000 and 11,000. While it is exciting to have such an apparently large Society, recent elections have shown that typically, somewhere between 7% and 10% of the Society membership (as we have that membership currently documented) actively participates (i.e. votes) in Society affairs.

The Board has no intention of limiting membership from today's eligibility in the Society. We recommend instead that, as we transition to a more electronic methodology of engaging Society members, we do two things to ensure that the Board has an accurate and up-to-date list of engaged and interested Society members:

1. Without changing the terms of eligibility (so all current parents, all alumni, and all parents of alumni are eligible) we ask that interested Society members engage in a registration process – simply providing an email – to indicate their current interest.
2. We recommend that this registration is good for ten years from the point at which it is received, assuming the person providing the email is eligible. This is a change from the past, in which Society membership was assumed to last for life; in order to ensure that we continue to engage Society members that want to be engaged, the Board recommends that we ask a member to re-confirm their membership after 10 years.

It is important to note, though, that eligibility never changes: once a person is eligible for membership, they are always thus (unless expelled). So, if, perhaps, an alumnus allows fifteen years to elapse from their graduation registration, they can always – at any time – reconnect with the Society by furnishing an email.

This admittedly shifts the burden of engagement, and “tracking”, from the school to the Society Member (previously, the school was responsible for knowing your email or physical address; now, if you want to hear of Society affairs, it's incumbent upon you to make sure that the school has an email address, and that at least every ten years, you re-register). We believe that this is not an unfair burden, and in fact has the advantage of allowing those that are not interested to withdraw from Society affairs.

In order to make this new rule work, it is important that the Society “reset” its list to correspond to these new bylaws, if they are accepted. Therefore, the Board asks that current Society members participate in an active registration activity, by confirming your email to the Society through the Society webpage, between March of 2021 and March of 2022. The current list will be discarded and the new list adopted in April 2022.

Please remember, however, that once eligibility is earned, it cannot be lost except through expulsion. Thus even if you don't register before March of 2022, you can register at any time after that, for a period of ten years. It is not the aim of the Board to make the Society smaller; it is our goal to have a list of Society members that is accurate, and that is known to be composed of those actively interested in Society affairs.

These changes are shown in [blue](#), and appear in sections 2.5 and 2.6.

### Special Resolution for the AGM

**Be it resolved that the Society accepts the bylaw changes as outlined in the attached bylaw document (featuring color-coded changes) pertaining to “membership administration” changes, as outlined in blue, throughout the bylaws.**

## The Orderly Conduct of Governor Elections

The Board wishes to stress, through our bylaws, that we are an all-volunteer organization whose sole focus is the continued success of SMUS. The very nature of SMUS, as a school whose students and parents represent all the corners of the globe, yesterday, today and tomorrow, means that Society members also represent a diverse geographic community.

We acknowledge, however, that in an election for an open Governor seat, candidates from other countries (or even just other timezones in Canada) may suffer a disadvantage under our current process.

In an effort solely to discourage the philosophy of regarding a Governor election as a “political process”, we recommend that a new section be added to the bylaws, regarding “campaigning.” The intent of this section is not to explicitly envisage forms of pre-election activity that are “forbidden”, but to demonstrate that the Board, in the formation of these bylaws, wishes as much as possible to allow an even playing field for any Society member – regardless of their physical proximity to the school, its parents, and thus voting Society members – to become a governor. Specifically, we wish to avoid any potential Governor candidate engaging groups of Society members using school resources to do so (that is, not using one’s own personal network).

As such, we recommend the addition of the following text, shown in **red** in the bylaws document:

*5.19 Campaigning means a planned engagement of a larger audience with the express purpose of attaining votes for a Candidate. No Candidate shall campaign, or permit any person to campaign on their behalf. For greater clarity, no Candidate shall use, or permit any person to use on their behalf, any of the following for the purposes of campaigning:*

- (a) School contact or email lists;*
- (b) School social media accounts or groups, including School affiliated Facebook groups; or*
- (c) the SMUS Intranet, including the Parent Portal.*

*5.20 If the Board is alerted to suspected campaigning, it may choose to hold a Board vote to determine whether a contravention of Section 5.19 has occurred. In advance of any such vote, the Candidate suspected of campaigning, or permitting campaigning on their behalf, will be notified and given the opportunity to address the Board. If the Board determines in their sole and unfettered discretion by a two-thirds majority vote that the Candidate has contravened Section 5.19, then the Candidate will be disqualified. If a Candidate is disqualified, the Board will provide written notice of the disqualification to the Candidate and specify its reasons. Any Governor Election Ballot cast in favour of a disqualified Candidate shall not be counted.*

*5.21 To provide the Members with clarity, but without fettering the discretion of the Board pursuant to Section 5.20, the purposes for prohibiting campaigning include:*

- a) to promote fairness and equality among the Candidates;*
- b) to help Members make fully informed choices by ensuring information provided on Candidates is relevant, accessible and in a consistent format dictated by the Nominations Committee; and*
- c) to enable Members to democratically elect the strongest possible Board.*

### Special Resolution for the AGM

Be it resolved that the Society accepts the bylaw changes as outlined in the attached bylaw document (featuring color-coded changes) pertaining to “Governor Election” changes, as outlined in red, throughout the bylaws.

# 2020 AGM

I hope that you can see the intent of these four sets of changes.

As mentioned, given the depth and relative complexity of these proposals, we will hold an information session two weeks before the AGM, on November 19, 2020. Both the information session and the AGM will begin at 5 pm local time, and each will require a registration process because we're holding them virtually. Registration information is on the first page of this package of information.

My sincere thanks for your time and interest in these matters,

*David Longridge.*

David Longridge '88  
*Chair, Governance Committee*



St. Michaels  
University School

**ST. MICHAELS UNIVERSITY SCHOOL SOCIETY**

**BYLAWS (PROPOSED EDITS NOVEMBER 5, 2020)**

**ARTICLE 1 - DEFINITIONS AND INTERPRETATION**

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “Act” means the *Societies Act*, SBC 2015, Chapter 18, 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. Michael’s 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 5.1(b).
- (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 5.1(a).
- (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 2.1, 2.2 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.

## **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 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.

### ARTICLE 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.

#### ARTICLE 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.

### ARTICLE 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 Any Member may be a **Candidate, provided all the following requirements are met:**

- (a) **the Member is not** employed by the Society or otherwise excluded by these Bylaws;
- (b) **the Member meets the qualifications in the Act to be a director;**
- (c) **the Member is nominated by two other Members, both of whom sign Nomination Papers in support of the Member;**
- (d) **the Member consents to be a Candidate and signs** Nomination Papers;
- (e) **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

(f) 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 may be modified by the Nominations Committee.

## 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.

## CAMPAIGNING

- 5.19 **Campaigning means a planned engagement of a larger audience with the express purpose of attaining votes for a Candidate. No Candidate shall campaign, or permit any person to campaign on their behalf. For greater clarity, no Candidate shall use, or permit any person to use on their behalf, any of the following for the purposes of campaigning:**
- (a) **School contact or email lists;**

- (b) School social media accounts or groups, including School affiliated Facebook groups; or
  - (c) the SMUS Intranet, including the Parent Portal.
- 5.20 If the Board is alerted to suspected campaigning, it may choose to hold a Board vote to determine whether a contravention of Section 5.19 has occurred. In advance of any such vote, the Candidate suspected of campaigning, or permitting campaigning on their behalf, will be notified and given the opportunity to address the Board. If the Board determines in their sole and unfettered discretion by a two-thirds majority vote that the Candidate has contravened Section 5.19, then the Candidate will be disqualified. If a Candidate is disqualified, the Board will provide written notice of the disqualification to the Candidate and specify its reasons. Any Governor Election Ballot cast in favour of a disqualified Candidate shall not be counted.
- 5.21 To provide the Members with clarity, but without fettering the discretion of the Board pursuant to Section 5.20, the purposes for prohibiting campaigning include:
- (a) to promote fairness and equality among the Candidates;
  - (b) to help Members make fully informed choices by ensuring information provided on Candidates is relevant, accessible and in a consistent format dictated by the Nominations Committee; and
  - (c) to enable Members to democratically elect the strongest possible Board.

## **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;
  - (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.

## 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) 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 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.

#### 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 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.

## 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) approved in writing by the Board in advance.

## 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 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.

#### 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, 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.

## **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 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.

### ARTICLE 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.

#### **ARTICLE 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.

#### **ARTICLE 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.

#### **ARTICLE 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.

## **ARTICLE 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.

## **ARTICLE 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.

## **ARTICLE 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.

## **ARTICLE 20 - BYLAWS**

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

## **ARTICLE 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.

## **ARTICLE 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.
- (9) Paragraphs 3, 4, 5, 6 and 7 of the Constitution were previously unalterable.

# ST. MICHAELS UNIVERSITY SCHOOL SOCIETY

## BYLAWS (PROPOSED EDITS NOVEMBER 5, 2020)

### ARTICLE 1 - DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “Act” means the *Societies Act*, SBC 2015, Chapter 18, as amended from time to time.
- (b) “Advisory ~~Governor~~ Board Member” means ~~an appointed~~ a non-voting member of the Board who is appointed by the Governors, as described in Section 5.175.18.
- (c) "Alumni" means persons who ~~have been but no longer are~~ were students in attendance for at least one year at the School, St. ~~Michaels~~Michael's 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 ~~(in the case of Governor Election Ballots), and includes Governor Election Ballots~~.
- (f) "Board" means the board of ~~Governors~~ of the Society, as described in Section 5.1.
- (g) ~~"Branch Society" is~~ “Candidate” means a ~~branch society~~ person who has been nominated for the position of the Society ~~as defined~~ Elected Governor in accordance with Article 5.
- (h) “Candidate Details” means the information that must be provided by ~~the Society Act~~ and each Candidate to the Nominations Committee pursuant to Section 5.52.10.
- (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 5.1(b).
- (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 Society 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 members of the Board as defined described by Section 5.1(a).
- (q) “Governor Election Ballot” means :
- (i) voting by mail, using the Instruments for the Governor Election Ballot; or
  - (ii) voting by electronic means in such manner as the Board has determined that Members may vote by electronic means for the election of Candidates to the Board; and
- (r) and in each case subject to position of Elected Governors pursuant to Section 5.11 guidelines as stipulated in Robert's Rules of Order (as may be modified by the Board).
- (s) “Head of School” means the person appointed by the Board to provide educational and administrative leadership to the School.
- (t) “Instruments for the Governor Election Ballot” are those documents adopted by the Nominations Committee for election of candidates to the Board.
- (u) “Majority” is 50% plus one (1) or more votes.
- (v) “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.
- (w) “Nominations Committee” means the nominations committee established by the Board for the purposes of Article 5.
- (x) “Nomination Papers” are those documents created by the Nominations Committee requesting nominations for the Board.
- (y) “Officer” means the roles described in Section 10.1 “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 regular mail, email 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 posted, sent by email, 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 email, sent by fax or put in a Canada Post Office receptacle.~~

~~(w)~~ \_\_\_\_\_.

~~(t)~~(x) "Registered Address" means the Member's address (which ~~may~~must include an email address ~~or fax number~~) as recorded in the register of Members.

~~(v)~~(y) "Registered Address of the Society" is St. Michaels University School, 3400 Richmond Road, Victoria, B.C. V8P 4P5.

~~(w)~~(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.

~~(x)~~(aa) "School" means St. Michaels University School composed of the Senior, Middle and Junior Schools.

~~(y)~~(bb) "School Alumni Association" means the "St. Michaels University School Alumni Association", being a Society constituted under the ~~Society~~ Act.

~~(z)~~(cc) "School Parents' Auxiliary" means the "St. Michaels University School Parents' Auxiliary Society", being a Society constituted under the ~~Society~~ Act.

~~(aa)~~(dd) "Secretary" means the secretary of the Society appointed by the Board in accordance with these Bylaws.

~~(bb)~~(ee) ~~(aa)~~ — "Society" means St. Michaels University School Society.

~~(bb)~~ — "Society Act" means the ~~Society Act, RSBC 1979, Chapter 390, as amended from time to time.~~

~~(cc)~~ — "Special Levies" mean those levies imposed from time to time by the Board.

~~(ee)~~(ff) ~~(dd)~~ — "Special Resolution" means a special resolution as defined under the ~~Society Act.~~

~~(ee)~~ — "Staff" means all paid employees of the School ~~excepting the Faculty Act.~~

~~(dd)~~(gg) ~~(ff)~~ — "Student" means a pupil enrolled in the School.

~~(ee)~~(hh) ~~(gg)~~ — "Treasurer" means treasurer of the Society appointed by the Board in accordance with these Bylaws.

~~(#)(ii)~~ ~~(hh)~~ — "Vice-Chair" means the vice-chair of the Society appointed by the Board in accordance with these Bylaws.

~~(ii)~~ — "Voting" means voting by show of hands, Ballot or as otherwise stipulated in these Bylaws.

~~(jj)~~ — "Voting by Proxy" means Voting as and where specified in these Bylaws 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 General Meeting, not less than forty-eight (48) hours before the time for holding the General 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.

1.3 Except where otherwise provided, the definitions in the ~~Society~~ Act apply to these Bylaws.

1.4 ~~No error or The accidental omission in giving Notice for to send notice of a General Meeting of to a Member, or the Society or meeting non-receipt of the Board shall notice by a Member, does not invalidate such General Meeting or invalidate or make void any proceedings taken or had at such General that 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 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 ~~also~~ be eligible to apply for membership or membership renewal of the Society ~~upon application~~:
- (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.

## DUES

### 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 ~~on the date of enrollment of a Student, for:~~
- (a) if pursuant to Section 2.2 parents and guardians or, 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~~an~~, on the date when the person's application for membership 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 by the Board, pursuant to section 2.3.

### CESSATION OF MEMBERSHIP

2.52.6 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~~Article 2.4; or;~~
- (e) in the case of a person who ~~has~~ became a Member pursuant to Section 2.2~~2.2~~, on the date on which there are no ~~pupils~~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, 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 ~~under~~renewal pursuant to Section 2.3~~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.

#### EXPULSION

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 ~~(a "Branch Society")~~.

### ARTICLE 3 - MEETING OF MEMBERS

#### FREQUENCY

3.1 Subject to Section 3.6 and 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

- 32 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

### The instruments for Voting

- ~~33~~ Written notice of a General Meeting shall be sent by Proxy shall be circulated email to the all Members concurrently with the Notice.
- ~~33~~ not less than fourteen (14) days written before the date of a General Meeting.
- ~~34~~ Notice of a General Meeting shall be given 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
  - ~~(a)(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.

~~3.43.5~~ The Board may, when they think fit, convene a special general meeting.

~~3.53.6~~ 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 ~~Society~~ Act, convene a special general meeting.

## AGM

~~3.63.7~~ 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

~~38~~ 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.

~~39~~ 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.

#### **ARTICLE 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 ~~4.1.2~~; 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~~4.6.2~~, 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~~4.8.2~~, 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, either in person, or by and proxy, as provided for by the Society Act and in accordance with Section 1.1(jj): voting is not permitted at a General Meeting.
- 4.12 Voting on any resolution at a General Meeting, whether annual or special, 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. ~~In either case, Voting by Proxy shall be permitted.~~

#### 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.

### ARTICLE 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 of the Society;

(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) ~~non-voting persons who shall be invited to attend meetings of the Ex-Officio Board at the discretion of the Governors~~ 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 ~~two~~ 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

5.25.3 Nominations of Candidates for ~~election at the position of Elected~~ Governors, ~~pursuant to sub-paragraph 5.1(a)(i)~~ shall be either:

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

and in either case, must comply with Section 5.5.

5.35.4 The Nominations Committee shall stipulate the Sending Date on the face of the Nomination Papers and shall send the Nomination Papers ~~to the Members by email, facsimile or regular mail no later than sixty (60) days and no earlier than two hundred (200) days prior to~~ 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 Any Member ~~of the Society~~ may be ~~nominated (a "Nominee") for~~ Candidate, provided all the position of Governor unless the following requirements are met:

- (a) the Member is not employed by the Society or otherwise excluded by these Bylaws; ~~provided that:~~
- ~~(b) the appropriate Nomination Papers have been duly signed by a nominator and one seconder, both of whom are 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 Member meets the qualifications in the Act to be a director;~~
- ~~(c) the Member is nominated by two other Members, both of whom sign Nomination Papers in support of the Member;~~
- ~~(d) the Member consents to be a Candidate and signs Nomination Papers~~ duly completed are;
- ~~(e)~~ (e) the following is received in paper, facsimile or by email by the chair of the Nominations Committee, no later than twenty-one (21) days following the Sending Date of the ~~Nomination~~ Nominations Papers ~~pursuant to Section 5.3.:~~

  - ~~(i) Resumes~~ the completed Nominations Papers in support of the Member; and ~~brief statements of interest~~
  - ~~(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

(f) the Member complies with all Nominees shall be sent by requirements described in the Nominations Papers, which may include an interview with a member of the Nominations Committee to each Member by regular mail, facsimile or email.

5.45.6 No later than ~~forty~~ one-hundred-ten (110) days following the Sending Date ~~of the Nomination Papers to~~, the Nominations Committee shall post on the Society's website, and send by email to all Members ~~pursuant to Section 5.3 together with~~, the following:

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

~~(a)(b)~~ a list of the continuing members of the Board ~~(both voting; and non-voting);~~

~~(b)~~ Instruments for the Governor Election Ballot; or

~~(c)~~ notice of acclamation if the number of ~~nominations~~ Candidates did not exceed the vacant ~~Governors~~ Elected Governor positions.

~~(d)(c)~~ Nominations from the floor at an annual general meeting shall not be allowed for the election of Governors, a notice of acclamation; otherwise, instructions for the Governor Election Ballot.

## ELECTIONS

5.55.7 Election of Elected Governors shall be:

(a) by acclamation; or

~~(a)~~ by Governor Election Ballot; or

~~(b)~~ by acclamation; and

~~(c)(b)~~ , in which case there shall be a single ~~Ballot~~ vote for ~~at each~~ each vacant ~~seats~~ 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.

5.65.8 The Members shall elect for a term of three (3) years, or as otherwise specified in these Bylaws, sufficient Governors 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.

5.75.9 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.

5.85.10 Wherever aan 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~~5.17,~~ but only for the balance of the term remaining on that seat.

~~5.9 — A Member may submit a Governor Election Ballot by electronic means if authorized by the Board. The Board may establish a procedure with respect to submitting a Governor Election Ballot by electronic means under this Section 5.11, including the manner and deadline for submitting a Governor Election Ballot by electronic means, or for revoking a Governor Election Ballot which has been submitted by electronic means. A Member who has submitted a Governor Election Ballot by electronic means and not revoked that Governor Election Ballot in the manner and by the deadline prescribed by the Board may not also submit a Governor Election Ballot by mail, and a Member who has submitted a Governor Election Ballot by mail must not also submit a Governor Election Ballot by electronic means.~~

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 may be modified by the Nominations Committee.

#### SCRUTINEERS

5.105.12 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.

5.115.13 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 ~~Society~~ Members.

~~5.12 — Governors elected pursuant to Section 5.8 shall take office at the conclusion of that annual general meeting following their election.~~

#### RE-ELECTION

5.135.14 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.

5.145.15 All Elected Governors shall hold their position for the term stated in Section 5.14~~5.15~~ 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

~~5.15~~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.

~~5.16~~5.17 The Governors may at their discretion appoint ~~in addition to those persons listed in Section 5.1~~ a person or persons as Advisory ~~Governor~~Board Member(s) ~~of the Society,~~ for a term of three (3) ~~year~~years.

~~5.17~~ ~~Advisory Governors shall not be entitled to vote at meetings of the Board but shall receive Notice.~~

5.18 The Governors may seek the advice of an Advisory ~~Governor~~Board Member and may authorize an Advisory ~~Governor~~Board Member to act on behalf of the Society for specified and limited purposes.

#### CAMPAIGNING

~~5.19~~ Campaigning means a planned engagement of a larger audience with the express purpose of attaining votes for a Candidate. No Candidate shall campaign, or permit any person to campaign on their behalf. For greater clarity, no Candidate shall use, or permit any person to use on their behalf, any of the following for the purposes of campaigning:

~~(a)~~ School contact or email lists;

~~(b)~~ School social media accounts or groups, including School affiliated Facebook groups; or

~~(c)~~ the SMUS Intranet, including the Parent Portal.

~~5.20~~ If the Board is alerted to suspected campaigning, it may choose to hold a Board vote to determine whether a contravention of Section 5.19 has occurred. In advance of any such vote, the Candidate suspected of campaigning, or permitting campaigning on their behalf, will be notified and given the opportunity to address the Board. If the Board determines in their sole and unfettered discretion by a two-thirds majority vote that the Candidate has contravened Section 5.19, then the Candidate will be disqualified. If a Candidate is disqualified, the Board will provide written notice of the disqualification to the Candidate and specify its reasons. Any Governor Election Ballot cast in favour of a disqualified Candidate shall not be counted.

5.21 To provide the Members with clarity, but without fettering the discretion of the Board pursuant to Section 5.20, the purposes for prohibiting campaigning include:

- (a) to promote fairness and equality among the Candidates;
- (b) to help Members make fully informed choices by ensuring information provided on Candidates is relevant, accessible and in a consistent format dictated by the Nominations Committee; and
- (c) to enable Members to democratically elect the strongest possible Board.

## **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;
- (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.

### 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) Governors so request.

#### NOTICE

- 7.3 Except as hereinafter provided, ~~seven (7) days notice~~ all members of the Board shall be given to all Governors and Advisory Governors (if applicable) of sent notice of any Board meeting by phone, email, fax or mail seven (7) days before the meeting.

- 7.4 Notice is deemed to have been ~~given to~~ received by all Governors members of the Board on

the third (3rd) day following that on which the notice is ~~posted, sent by fax or email, 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 or email, or put in a Canadian post office receptacle.~~

- 7.5 Any ~~Governor~~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.~~
- 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 ~~or by electronic means~~ 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 ~~or by electronic means~~ 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~~10.3,~~<sub>2</sub> 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

~~7.167.15~~ in the case of an electronic meeting pursuant to Sections 3.8 or 3.9 ~~unless any one~~ Governor demands a Ballot.

~~7.177.16~~ A resolution receiving a Majority of votes shall be deemed to have been carried.

~~7.187.17~~ In case of an equality of votes the resolution is defeated.

~~7.197.18~~ 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**

81 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**

82 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.

83 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.

84 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.

## **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~~approved in writing ~~from~~by the Board ~~is obtained~~in advance.

## 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 Governors, and only ~~those~~Elected Governors ~~described in sub-paragraph 5.1(a)(i)~~ 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 ~~described in sub-paragraph 5.1(a)(i)~~.

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.

## 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, mailing address, email address ~~(if any)~~,<sub>2</sub> 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 Instrumentsinstructions for the Governor Election Ballot ~~and the form for Voting by Proxy, in accordance with Sections 1.1(n) and 1.1(jj)~~;<sub>2</sub>
- (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~~4.16~~ and 7.18~~7.18~~;<sub>2</sub>
- (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~~8.3~~;<sub>2</sub>
- (g) ensure any Bylaw changes and other necessary filings are filed and registered with the Registrar of Companies, in accordance with the Society 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~~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.

## **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 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.

**ARTICLE 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.

**ARTICLE 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.

**ARTICLE 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.

## ARTICLE 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 ~~16.1, 2~~, excluding those documents described in Section 16.1(f) ~~paragraph 16.1(f) 2~~.

16.4 No Member may examine the records held by the Society pursuant to Section 16.1(f) ~~paragraph 16.1(f) 2~~, without the express consent of the Governors and the Head of School.

## ARTICLE 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 ~~Society~~ Act.

## **ARTICLE 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.

## **ARTICLE 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.

## **ARTICLE 20 - BYLAWS**

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

## **ARTICLE 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.

## **ARTICLE ~~21~~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.

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

# 2020 AGM

## 2020 Annual General Meeting

Dear Member(s):

November 11, 2020

### **Re: Proxy voting at the SMUS Society AGM on December 3, 2020**

At an Annual General Meeting of the Society, Members may vote by proxy on any motions arising from the published Agenda items. Society members are reminded to refer to the St. Michaels University School Society bylaws: Article 1 – Definitions and Interpretations, 1.1 (jj), (i), (ii) and (iv) as well as Article 4 -Proceedings at General Meeting.

The procedure for Society members to vote by proxy is as follows:

- contact a Member who is to attend the Society meeting in person and who you trust to vote on your behalf;
- the form for you to appoint your proxy is included with this letter. If there are additional members residing at the same address then this form can be copied, completed and submitted by such members, one completed form per member, in accordance with the instructions provided;
- each member completes one (1) proxy voting form which must be received by email, fax, mail or in-person before the meeting, i.e., by 5 pm on December 1, 2020 in order to be valid;
- Bylaw 1.1 jj (i) no Member shall act as proxy for more than one (1) other Member, and
- Bylaw 1.1 jj (ii) only a Member may act as a proxy holder.

The completed proxy voting forms can be mailed, faxed, or delivered to:

St. Michaels University School  
Attention: the Board of Governors  
3400 Richmond Road  
Victoria, BC V8P 4P5

*Fax Number (250) 592-2812  
Email [board.admin@smus.ca](mailto:board.admin@smus.ca)*

Society members designated with a proxy vote will be called upon at the AGM to cast the proxy vote on each item. Further instructions will be provided at the meeting.

Sincerely,



David Longridge '88  
*Board Secretary*



St. Michaels  
University School

# 2020 AGM

## SMUS Society AGM Proxy Voting Form

To be completed and returned to the school 48 hours before the AGM, i.e., by 5:00 pm December 1, 2020

I, \_\_\_\_\_ of \_\_\_\_\_  
please print name please print address

in the Country/Province/State of \_\_\_\_\_ hereby appoint

\_\_\_\_\_ of \_\_\_\_\_  
please print name please print address

who is a member of the Society, as my proxy to vote on my behalf, at the Annual General Meeting of the Society, to be held on the 3rd day of December, 2020, and at any adjournment thereof.

Signed at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Signature \_\_\_\_\_ Name \_\_\_\_\_  
please print name

## SMUS Society AGM Proxy Voting Form

To be completed and returned to the school 48 hours before the AGM, i.e., by 5:00 pm December 1, 2020

I, \_\_\_\_\_ of \_\_\_\_\_  
please print name please print address

in the Country/Province/State of \_\_\_\_\_ hereby appoint

\_\_\_\_\_ of \_\_\_\_\_  
please print name please print address

who is a member of the Society, as my proxy to vote on my behalf, at the Annual General Meeting of the Society, to be held on the 3rd day of December, 2020, and at any adjournment thereof.

Signed at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Signature \_\_\_\_\_ Name \_\_\_\_\_  
please print name

Please mail completed proxy forms to:

**St. Michaels University School, Attention: the Board of Governors  
3400 Richmond Road, Victoria, BC V8P 4P5**

Fax forms to (250) 592-2812, email scanned forms to [board.admin@smus.ca](mailto:board.admin@smus.ca), or deliver forms to the Senior School Receptionist (School House).