

St. Michaels University School Parents' Auxiliary Society

BYLAWS

Part 1 – Interpretation

1. (1) In these Bylaws, unless the context otherwise requires,
 - (a) **“Directors”** mean the Directors of the Society for the time being;
 - (b) **“Society Act”** means the Society Act of British Columbia from time to time in force and all amendments to it;
 - (c) **“registered address”** of a member means his or her address as recorded in the register of members;
 - (d) **“term”** means the time between July 1st of one year and June 30th of the subsequent year;
 - (e) **“officer term”** has the same meaning as “term”;
 - (f) **“School”** means St. Michaels University School, Victoria, British Columbia, and its predecessors;
 - (g) **“member”** includes a **“joint member”**;
 - (h) **“joint member”** means two or more parents, step-parents, guardians, or persons standing in loco parentis to a student or former student of St. Michaels University School who pay, as the case may be, either an annual membership fee during each year of their being a joint member, or one life membership fee upon becoming a life member, and is entitled to one vote only per annual or life membership.
- (2) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person includes a female person and a corporation; and words importing a female person includes a male person and a corporation.

Part 2 – Membership

3. (1) Annual Membership:
 - (a) Any parent, step-parent, guardian (or any persons standing in loco parentis) of any pupil of the school will become a member of the St. Michaels University School Parents' Auxiliary Society upon payment of membership dues.
 - (b) Any parent, step parent, guardian (or any persons standing in loco parentis) of any former student of the school, or any staff of the school and their spouses may become a member of the Auxiliary upon application to the Directors (or their designates) and acceptance of said application.
- (2) Life Membership and Honourary Membership:
 - (a) Life membership is open and limited to parents of former students of the School.

- (b) Honorary membership is granted to individuals who have given outstanding services or benefits to the Society. Honorary memberships shall be approved by the general membership.

The Headmaster shall be, by his office and subject to his consent, automatically an Honorary member of the Society.

- (c) Life Members and Honorary Members are entitled to attend all meetings and to receive all newsletters.

4. Every member shall uphold the Constitution and comply with these Bylaws.

5. (1) There shall be an annual membership fee, payable by each member (as defined in Part 1 – Interpretation), to be determined from time to time at the Annual General Meeting in two categories; Annual and Lifetime, with the lifetime fee being five (5) times the annual fee payable once; and the membership fee shall entitle each member to have one vote at all meetings. Fees shall apply to the membership year, that is commencing from the first (1st) day of July in the calendar year in which the fees have been so determined, to the thirtieth (30th) day of June the following year.

(2) Honorary Members pay no fees and are not entitled to vote.

6. A person shall cease to be a member of the Society:

- (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society; or
- (b) on his death; or
- (c) on being expelled; or
- (d) on having been a member not in good standing for four consecutive months, commencing July 1st of the membership year (as referred to in Paragraph 5, sub- paragraph (2)).

7. (a) A person may be expelled by a special resolution of the members at a general meeting.

(b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) 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.

8. All members are in good standing except a member who has failed to pay his current annual membership fee or other subscription or debt due and owing by him to the Society.

Part 3 – Meeting of Members

9. (1) There shall be:
 - (a) Regular Monthly Meetings, and
 - (b) A Spring General Meeting, and
 - (c) An Annual General Meeting.
 - (2) Subject to these Bylaws, the regular monthly meetings and general meetings shall be conducted in accordance with Roberts Rules of Order.
 - (3) **“Regular Monthly Meetings”** shall be held during the school year, to deal with the general operations of the Auxiliary. Ten members present shall constitute a quorum. These Regular Monthly Meetings are not deemed to be a general meeting though members at large are invited and welcomed to attend. Date of regular monthly meetings is to be decided by the members present at a previous monthly meeting, and no formal notice need be given to members at large.
 - (4) **“General Meetings”** of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide, including a General Meeting held in the Spring term of the school year, and an Annual General Meeting held in the fall term of the school year. The function and scope of the Spring General Meeting is to receive Directors’ and Committee reports, to approve Allocations requests, and to elect Officers and appoint Directors for the new term that begins July 1st . The function and scope of the Annual General Meeting is to receive the financial reports for the past year, to approve the budget for the ensuing year, and for any other general purposes relating to the management of the affairs of the Society.
10. Every general meeting, other than the Spring General Meeting and the Annual General Meeting, is an Extraordinary General Meeting.
 11. (1) The Directors may, whenever they think fit, convene an extraordinary general meeting.
 - (2) In addition, the Directors, on the requisition of 10% or more of the voting members, shall convene a general meeting of the Society without delay.
 12. (1) Notice of a general meeting shall specify the place, the day and hour of meeting, and, in the case of special business, the general nature of that business. Such notice shall be given in writing not less than 14 days prior to the day when such meeting is to be held.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4 – Proceedings at General Meeting

13. Special business is:

- (1) all business of an Extraordinary general meeting except the adoption of rules of order;
and
- (2) all business that is transacted at an Annual General Meeting, except
 - (a) the adoption of the rules of order;
 - (b) the consideration of the financial statements;
 - (c) the financial reports, if any;
 - (d) the appointment of the auditor, if required; and
 - (e) such other business as, under these Bylaws, are to be transacted at an Annual General Meeting as set out in Part 3, Paragraph 9(4), or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- (3) all business that is transacted at a Spring General Meeting, except
 - (a) the adoption of the rules of order;
 - b) the report of the Directors;
 - c) the election of Officers;
 - d) the appointment of Directors; and
 - (e) such other business as, under these Bylaws, are to be transacted at a Spring General Meeting as set out in Part 3, Paragraph 9 (4), or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

14. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 15 members in good standing present at a general meeting.

15. If, within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place; and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
16. Subject to Section 17 of these Bylaws, the President of the Society, the First Vice-President, or in the absence of both, the Second Vice-President, and in the absence of all three, one of the other Directors present shall preside as chairman of a general meeting.
17. If at a general meeting
 - (1) there is no President, Vice-President, or any other Directors present within 15 minutes after the time appointed for holding the meeting; or
 - (2) the President and all other Directors present are unwilling to act as chairman,

the members present shall choose one of their number to be chairman.
18. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in these Bylaws, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
19. (1) Any resolution proposed at a meeting is to be seconded before it can be considered, and the chairman of a meeting may not move or propose a resolution.
 - (2) In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
20. (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands, unless requested by members present to be by ballot.
21. (1) Voting by proxy is not permitted.
 - (2) There shall be no corporate members and no voting by corporations.

Part 5 – Directors and Officers

22. (1) The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
- (a) all laws affecting the Society,
 - (b) these Bylaws, and
 - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- (2) The Directors shall meet to propose:
- (a) a programme of fund-raising and social activities for the membership year;
 - (b) budgetary needs and objectives,
 - (c) terms of reference and budgets
 - (d) the standing committees to be in effect for the year.
- (3) The Directors are to function as a policy-making body for the Society.
- (4) No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
23. (1) The Past-President, the President, the First Vice-President, the Second Vice-President, the Secretary, and the Treasurer shall be the Officers of the Society.
- (2) Directors are the Officers above, plus heads of standing committees, or those appointed by the Board of Directors, or elected from time to time by the general membership.
- (3) There shall be a minimum of five Directors or such greater number determined from time to time at a general meeting.
24. (1) The Officers shall retire from office on June 30th , when their successors shall take office July 1st , having been elected at the Spring General Meeting. The Treasurer may continue as Past Treasurer until the Annual General Meeting, at which time he/she will present the Financial Statements and the Budget for the year; or, the Past Treasurer will prepare the Financial Statements and the Budget for the year for the current Treasurer to present at the Annual General Meeting.
- (2) Separate elections shall be held for each office to be filled.

- (3) An election may be by acclamation; otherwise it shall be by ballot.
 - (4) If no successor is elected, the Board of Directors shall appoint a successor to hold the office.
 - (5) Officers shall serve for one officer term upon election.
 - (6) No member shall hold the same office for more than two years, but this provision may be waived by a two-third majority of members attending the Spring General Meeting.
25. (1) The Directors shall at any time and from time to time appoint a member as an Officer/Director to fill a vacancy in the Board of Directors, other than the office of the Past President.
- (2) An Officer/Director so appointed holds office until June 30th , but is eligible for re-election at the Spring General Meeting of the Society; subject to the limitation as to the term of office in paragraph 24 (6) above.
26. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
27. The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
28. No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonable incurred by him while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

29. (1) The Directors shall meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be a majority of Directors then in office.
- (3) The President shall be chairman of all meetings of the Directors, unless the Directors otherwise decide.
- (4) A Director may at any time convene a meeting of the Directors.
30. There shall be a Nominating Committee. Prior to the Spring General Meeting, the President shall appoint a committee of three (3) members, one of whom shall have held office in the past, to draw up a slate of candidates for the Officer/Director positions for the forthcoming term or year. A list of final nominees shall accompany the notice of the Spring General Meeting together with an agenda. A ballot box shall also be provided at the place of the

Spring General Meeting, and voting shall be by ballot. Nominations must also be accepted from the floor at the time of the Spring General Meeting.

31. In addition to the Standing Committees, other committees may be constituted as follows:
 - (a) Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee;
 - (b) Standing Committees and committees so formed under Sub-Paragraph (a) above, in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
 - (c) Subject to directions of the Directors, such committee mentioned in Sub-Paragraph (b) above shall determine its own procedure.
32. The members of a committee may meet and adjourn as they think proper.
33. For a first meeting of Directors held immediately following the appointment or election of the Director or Directors at an Annual or other General Meeting of members, or for a meeting of Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
34. A Director who may be absent temporarily from British Columbia shall send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
 - (a) no notice of meetings of Directors shall be sent to that Director, and
 - (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.
35. (1) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
 - (2) In case of an equality of votes, the chairman does not have a second or casting vote.
36. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.
37. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 – Duties of Officers

38. The Past President shall:

- (a) provide counsel and assistance to the present Board of Directors;
- (b) may hold office as Chairman of a standing or special committee.

39. (1) The President shall:

- (a) preside at all meetings of the Society and of the Directors, unless the members or Directors otherwise decide;
- (b) due to the Presidents' office, be a member of all committees except the Nominations Committee;
- (c) as the Chief Executive Officer of the Society, supervise the other officers in the execution of their duties;
- (d) sign contracts or agreements authorized by the Board of Directors.

(2) The President shall, by virtue of the office, be one of the Governors of St. Michaels University School Society.

40. The First Vice-President shall:

- (a) carry out the duties of the President during the President's absence;
- (b) keep the membership register.

41. The Second Vice-President shall:

- (a) carry out the duties of the First Vice-President in the First Vice-President's absence;
- (b) shall be responsible for the publicity of all Society events and newsletters, work with the standing committees, make contacts with the media and notify it of all pertinent programs and projects, news of which would be good publicity for the School, all publicity being cleared through the School.

42. The Secretary shall:

- (a) conduct the correspondence of the Society, under the direction of the Board of Directors;
- (b) issue notice of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;

- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Society, if any;
- (f) maintain the register of committee members;
- (g) inform the school of all regular and general meetings.

43. The Treasurer shall:

- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act;
- (b) render financial statements to the Directors, members, and others at each meeting, and as required;
- (c) receive all monies coming to the Society and shall deposit same as provided from time to time by the Society;
- (d) act as Treasurer for all special events.

44. (1) Other Officers, if any, shall perform such duties as the members decide.

(2) The Directors or members may add additional duties to any Director or Officer or transfer duties among Directors or Officers.

45. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8 – Seal

46. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

47. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 9 – Borrowing

48. There shall be no borrowing powers without the sanction of a special resolution. No debenture shall be issued without the sanction of a special resolution.

Part 10 – Financial Statements

49. The financial statements shall be prepared by a qualified accountant for presentation by the Past Treasurer or Treasurer at the Annual General Meeting.
50. An auditor may be appointed at any time as deemed necessary by the membership.
51. An auditor may be removed by ordinary resolution.
52. An auditor shall be informed forthwith in writing of appointment or removal.
53. No Director and no employee of the Society shall be auditor.
54. The auditor may attend a General Meeting.

Part 11 – Special Clauses on Banking and Profits

55. Banking

- (1) The Board of Directors shall have the authority to spend up to \$200 for any unbudgeted item without a resolution of the general membership.
- (2) The signing officers for banking documents shall be any two of
- (a) Treasurer
 - (b) President
 - (c) First Vice-President
 - (d) Second Vice-President

56. Scholarships, Awards, and Other Disbursements:

- (1) Any profits or other accretions to the Society shall be used:
- (a) to promote additional educational, recreational, and cultural development for the students beyond normal school requirements, in consultation with the Headmaster.

- (b) to provide scholarships and awards at any time as authorized by members at a Regular Monthly Meeting which shall be held in the Spring Term, done in consultation with the Headmaster.
 - (c) to promote the common interests and the stature and growth of the School.
 - (d) and to fill the recommended funding requests as presented by the Parents' Auxiliary Allocations Committee and authorized by members at the Spring General Meeting.
- (2) Scholarship funds shall be kept in a separate banking account and shall be reported as a separate document in the financial statements. The scholarship fund falls within the purview of the Treasurer.

Part 12 – Bylaws

57. After being admitted, a member is entitled to a copy of the Constitution and Bylaws.
58. These Bylaws shall not be altered or added to except by special resolution.
59. "Special resolution" means:
- (a) a resolution passed in general meeting by a majority of not less than 75% of the votes of those members of a Society who, being entitled to do so, vote in person
 - (i) of which the notice that the Bylaws provide and not being less than 14 days' notice specifying the intention to propose the resolution as a special resolution has been given; or
 - (ii) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days' notice has been given.
 - (b) a resolution consented to in writing by every member of a Society who would have been entitled to vote on it in person.
60. These Bylaws shall not be altered or added to except with due notice to St. Michaels University School Society, and which notice shall be sent in the same manner and at the same time in which notice to members is sent as referred to in Section 59 of these Bylaws.
61. The operations of the Society are to be chiefly carried on in the Province of British Columbia. *This provision was previously unalterable.*
62. In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to St. Michaels University School Society, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to one or more other organizations promoting similar purposes as the Society, as may be determined by the members of the Society at the time of winding up or dissolution; PROVIDED that such organization referred to in this paragraph, including St. Michaels University School

Society, shall be a registered Society recognized by Revenue Canada as being qualified

as such under the provisions of the Income Tax Act of Canada from time to time in effect.
This provision was previously unalterable.

63. The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. *This provision was previously unalterable.*

64. Paragraphs 3, 4, 5 and 6 of the Constitution are unalterable in accordance with the Society Act.* *This provision was previously unalterable.*