

SCHEDULE "A"

Bylaws of

ESQUIMALT HIGH SCHOOL ADVANCEMENT OF EDUCATION FUNDING SOCIETY

Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - "directors"** means the directors of the society for the time being;
 - "society"** means the Esquimalt High School Advancement of Education Funding Society;
 - "Societies Act "** means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - "registered address"** of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Societies 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 include a female person and a corporation.

Part 2 — Membership

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members. The members shall be all persons who are members of the Esquimalt High School Alumni Association.
- 4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 5 Every member must uphold the constitution and comply with these bylaws.

- 6 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
- 7 A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
- 8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9 All members are in good standing except a member who has failed to pay his or her membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

- 10 General meetings of the society must be held at the time and place, in accordance with the *Societies Act*, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- 13 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

- 15 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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.

18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19 If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the president and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

22 (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a

member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that 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 subject, nevertheless, to

- (a) all laws affecting the society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

(3) To act as a director a person must not be:

- (a) under eighteen years of age;
- (b) found by a court to be incapable of managing their own affairs;
- (c) an undischarged bankrupt, or
- (d) convicted of an offence involving fraud, unless exempted under the Societies Act.

(4) When performing the functions of a director, the director must:

- (a) act honestly and in good faith in the best interests of the society, and
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,

(5) If a director's personal interest conflicts with his/her duty as a director to the society, the director must:

- (a) disclose fully and promptly the nature and extent of the director's interest,
- (b) abstain from voting on a directors' resolution in respect of the contract, transaction or matter,

- (c) leave the directors' meeting, if any, when the contract, transaction or matter is discussed or voted on, and
- (d) refrain from any action intended to influence the discussion or vote.

- 25 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 26 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation, by show of hands or must be by ballot if any member requests a ballot be held..
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- (5) If a person who is going to be nominated for election as a director at an annual general meeting does not attend that meeting, the society must get that person's written consent to stand for election; otherwise the election of that person is invalid.
- (6) If a person who is going to be nominated for election as a director at an annual general meeting attends that meeting and does not refuse that nomination the election of that person is valid.
- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

- 29 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

- 31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 34 The members of a committee may meet and adjourn as they think proper.
- 35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the 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.

- 36 A director who may be absent temporarily from British Columbia may 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) a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.

- 37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

- (2) In the case of a tie vote, the chair does not have a second or casting vote.

- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

- 39 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

- 40 (1) The president presides at all meetings of the society and of the directors.

- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

- 41 The vice president must carry out the duties of the president during the president's absence.

- 42 The secretary must do the following:

- (a) conduct the correspondence of the society;
- (b) issue notices 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;
- (f) maintain the register of members.

43 The treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- (b) render financial statements to the directors, members and others when required.

44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).

45 In the absence of the secretary from a meeting, the directors must 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 may destroy a seal and substitute a new seal in its place.

47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Borrowing

48 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

49 A debenture must not be issued without the authorization of a special resolution.

- 50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

- 51 This Part applies only if the society is required or has resolved to have an auditor. If the society has resolved to have an independent financial review, rather than an audit by an auditor, each reference to “auditor” in this Part is to be construed as a reference to the independent financial reviewer. When appointing the independent financial reviewer, the directors or the society at an annual general meeting are not required to appoint a person with any specific type of formal professional accounting qualifications.
- 52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the society must not be its auditor.
- 57 The auditor may attend general meetings.

Part 11 — Notices to Members

- 58 A notice may be given to a member, either personally or by mail to the member's registered address or by e-mail to the member's registered e-mail address. 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.
- 59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 60 (1) Notice of a general meeting must be given to

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of a general meeting.

Part 12 — Bylaws

- 61 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 62 These bylaws must not be altered or added to except by special resolution.

Part 13 -- Maintenance and Inspection of Records

- 63 The society must keep the following records
- (a) certificate of incorporation;
 - (b) a copy of its:
 - (i) constitution;
 - (ii) bylaws;
 - (iii) list of current directors, and
 - (iv) location of registered office of the society;
 - (c) any certified copy of a record provided by the registrar;
 - (d) a copy of any order to the society made by a court, tribunal or government body;
 - (e) its register of directors, including contact information;
 - (f) any written consent to act as a director and any written resignation of a director;
 - (g) any disclosure by a director of a conflict of interest;
 - (h) its register of members, including contact information;
 - (i) the minutes of each general meeting, including any resolutions passed;
 - (j) the financial statements of the society and the independent financial reviewer's report.
 - (k) the minutes of each meeting of directors, including
 - (i) a list of all of the directors present, and
 - (ii) each resolution passed;
 - (l) a copy of each consent resolution of directors;

(m) adequate accounting records for each of the society's financial years.

- 65 A record may be destroyed after 10 years if the record is no longer relevant to the activities of the society.
- 66(1) The society must keep the records listed in section 63, at its registered office or at another location in the province specified by a directors' resolution for the purpose of retention and inspection. Another location includes the society's website.
- (2) If the directors specify another physical location, a written notice of that physical location must be posted or available at the registered office.
- 67(1) A member or director of the society after making a request in writing may, without charge, inspect a record listed in section 63.
- (2) After making a written request and upon payment of a fee of \$10.00 per day, a member of the general public, other than a member or director, may inspect a record listed in section 63.
- (3) A member of the general public is not allowed to inspect the register of members, register of directors, any written resignation of a director, consent to act as a director or disclosure of conflict interest of a director
- (4) The directors may impose a reasonable period of notice before, and reasonable restrictions on the times during which, a member, director of the society or member of the general public may inspect a record.
- (5) The directors may, by resolution, put restrictions or limitations on inspection of a record by a member of the general public to protect personal privacy.
- (6) If a record is posted on the society's website, the posting fulfills the society's obligation to allow a person to inspect that record.
- 68(1) The directors of the society may, by resolution, restrict, a members' rights to inspect the society's register of members if they believe that the inspection would be harmful to the society or to the interests of one or more of its members.
- (2) A member of the society whose right of inspection has been restricted may apply in writing to the directors to inspect the register of members.

- (3) The applicant must state in that application that the information obtained from the inspection of the register of members will only be used by the applicant for one or more of the following purposes: To contact members to elicit support for:

- (a) the requisitioning or calling of a general meeting;
- (b) the submission of a member proposal under section 81 of the Societies Act; or
- (c) an effort to influence the voting of members.

- (4) If, after hearing the applicant where necessary, the directors are satisfied that the information will only be used for one or more of the three purposes listed in subsection 3, the directors may grant the application.

69 A member or director of the society must not use contact information that the person obtains from an inspection of the society's register of directors except in connection with matters related to the activities or internal affairs of the society.

70(1) A person who inspects the society's records may request a copy of a record and upon payment of a fee of \$.50 for a paper copy or payment of \$.10 for a record sent by e-mail is entitled to receive a copy of the requested record within a reasonable time.

- (2) Despite subsection (3), a director is entitled to receive, without charge, a copy of a record and a member is entitled to receive, without charge, a copy of the current constitution and bylaws and the most recent financial statements.

Part 14 — Non-Purpose Provisions in the Constitution Prior to Transition

71. The non-purpose provisions in the Constitution prior to transition were:

- 3. The operation of the Society is to be carried on chiefly in the Township of Esquimalt, in the Province of British Columbia. This provision is alterable.
- 4. The activities of the Society shall be carried on without purpose of gain for its members, and any profits or other gains to the organization shall be used in promoting its purposes.

This provision was previously unalterable

- 5. In the event of dissolution or wind-up of the Society all remaining assets, after payment of liabilities, shall be distributed to The Greater Victoria

School District (charitable registration #106799927RR0001) or any of its successors in trust for Esquimalt High School to be used for the purposes of the society as set out in the above 2a,2b,2c.

This provision was previously unalterable

6. The provisions of paragraphs 4, 5 and 6 are unalterable.

This provision was previously unalterable