

Esquimalt High School Advancement of Education Funding Society (the Funding Society) Annual General Meeting

Monday, November 20, 2017
Esquimalt High School, 847 Colville Road

1. Call to Order Gary Moser, Moderator

The meeting was called to order at 8:00 pm. Gary declared a quorum present.

2. Approval of Agenda Gary Moser

The agenda had been circulated by e-mail. There were no changes or additions and it was accepted as circulated.

3. Approval of Minutes from 2016 AGM George Copley/Gary Moser

The Minutes from the 2016 AGM of the Funding Society had been circulated by e-mail several weeks before the AGM of the Funding Society on November 20, 2017 and posted on the Alumni Association website. There were no errors or omissions noted by the members present.

Motion-Gary moved: That the Minutes from the 2016 AGM as circulated and published on the Alumni Association website be approved. Seconded by Hazel McLeary.

Carried

4. President's Report Dave Allen

Dave handed out a document giving a summary and an overview of fundraising over the last 11 years to be discussed later.

The Funding Society has been actively involved in several fundraising activities in the last year. In particular the Funding Society partnered with several other groups in operating and staffing the Langos booth at both the Buccaneer Days celebration (netted about \$2,000) and the Ribfest event (netted about \$5500) and the profits were shared with those groups. Those other groups were the Rainbow Kitchen and the Leadership class and other students from the school. A small part of the profits went to the Alumni Association as working capital since the Association does not have the capacity to raise its own funds. Money raised by the Funding Society goes to fund specific projects such as providing scholarships, purchasing a school bus, establishing a turf field and so on. For instance, the Funding Society allocated \$2,000 this year to provide two \$1,000 scholarships this year and hopes next year to increase that to three \$1,000 scholarships. Next year the Funding Society will concentrate its efforts on raising funds for two projects: the Scholarship Fund and upgrading the inventory of musical instruments held by the school. Dave thanked all of the volunteers, both from the Association and the Funding Society, who helped in the fundraising efforts this last year, including assisting at Ribfest and Buccaneer Days.

Finally, Dave explained the reason why the Funding Society exists separate and apart from the Alumni Association even though they have similar overlapping charitable purposes ie raising funds to support the educational activities of Esquimalt High School. The Alumni Association, however, has the important non-charitable purpose of maintaining and displaying archival material and preserving items having a heritage value. Revenue Canada through its Charities Division issues tax numbers to charitable organizations to allow them to issue tax receipts to donors for charitable deductions from their income tax. The Funding Society, which has only charitable purposes and none other, meets Revenue Canada's qualifications to be issued a tax number while the Alumni Association with its combination of charitable and non-charitable purposes does not. Right now donations to the Funding Society go through School District 61 which issues tax receipts in its own name but in the future we may want those donations to go through the Funding Society and the capacity to issue tax receipts is crucial to attracting those donations.

5. Treasurer's Report Paul Wickens-Jobling

2016/2017 Financial Statements & Review of Books

Paul displayed the Financial Statements for 2016-2017 for the Funding Society (**Attachment A-Balance Sheet as of Oct. 31, 2017**) on a screen on the stage. There was a net balance of \$795.44 to start the coming year. Money from Buccaneer Days, Esquimalt Fire Fighters and Ribfest contributed to the fundraising for the year and the final balance after expenses was \$1,579.83. Specific details of all transactions are to be found on the 2016/17 Bank Account Ledger (**Attachment B-Bank Account Ledger**)

Motion-Paul moved that the Oct. 31, 2017, Financial Statement be received and recorded in the Minutes. Seconded by Bill Emery .

Carried.

Motion-Paul also moved that the financial review by Dawn Paniz be accepted. (**Attachment C-Financial Review**) . Seconded by Bill Emery.

Carried

Motion-Paul moved that the society appoint Dawn Paniz to perform the financial review for 2017-2018 fiscal year. Seconded by Bill Emery.

Carried

2017/2018 Budget, Signing Officers, & Financial Reviewer

The budget for next year (**Attachment D-Proposed Budget**) was displayed on the screen and Paul explained that the expected balance at Oct. 31, 2018 resulted from revenue of \$1,000 and expenses of \$500.00. The Scholarship Fund was expected to increase to \$29,239.97 and the Turf Field Fund to increase to \$70,000, both at the end of the fiscal year.

Motion-Paul moved that the proposed budget for 2017-2018 Fiscal Year be approved. Seconded by Bill Emery.

Carried

Motion-Paul also moved that the society approve the positions of President, Vice President, Secretary, and Treasurer to be signing officers of the Society and that the Society continue to use Coast Capital Savings for its banking. Seconded by Bill Emery.

Carried (Note: All of the Treasurer's Motions were moved after discussion of all of the four Attachments was finished)

(Attachment E- Motions)

6. Fund Raising 2016/2017 and 11 Year /Summary Dave Allen (Attachment "F" Eleven Year Summary of Fundraising by the Alumni Association and the Funding Society)

This has been mostly covered for the current year under the President's report. Over the 11 years covered by Attachment "F" the Funding Society has raised about \$90,000 in total nearly all of which, 88,000, was spent in support of projects to benefit the students at Esquimalt High School. Major expenditures have been about \$16,500 for the school bus, \$15,500 for scholarships and \$14,000 for theatre upgrades. The Scholarship Fund held in a trust account by the School District upon which interest is paid has been increased from \$14,400 to almost \$29,000 over the 11 year period with \$15,500 distributed to deserving students in the form of scholarships.

7. Fund Raising 2017/2018 Ryan Richard

The target for this year's fundraising to upgrade musical instruments is to raise \$5,000 to add to the \$10,000 already in the account from an anonymous donor for a total of \$15,000 by the end of the financial year. As mentioned in the President's Report it is our intention to give out three \$1,000 scholarships this year.

8. Compliance with New Society Act George Copley (Attachment "G"- Summary of Changes to the Constitutions and Bylaws for the Alumni Association and the Funding Society)

Attachment "G", Summary of Changes to the Constitutions and Bylaws for the Alumni Association and the Funding Society, was distributed and projected on the screen. The Summary and the text of the Constitutions and Bylaws had been distributed before the Funding Society AGM. Most of this was covered in detail in the Alumni Association 2017 AGM held first because the proposed changes in the bylaws for the two societies are very similar. In summary, the government has enacted a new Societies Act primarily, but not exclusively, to implement a new completely electronic filing system. The Act came into force on November 28, 2016 and every society in the province, some 27,000 in all, will have to "transition" from paper filing to electronic registration and filing under the new Act within 2 years ie by November 28, 2018. A Transition Committee was formed for both societies comprised of George, Marilyn McCrimmon, Gary Moser, Cathy Wong

and Paul Wickens-Jobling and work has been completed to prepare the two societies for transition to the new Act. George thanked the Committee members for their diligence, patience and forbearance in reviewing several lengthy and complicated documents many times and making a number of useful suggestions as to worthwhile amendments. The actual recommended changes to the bylaws for the Funding Society are summarized in Attachment "G" and organized into procedural changes and new Societies Act requirements. George explained that in order to pass amendments to the bylaws and constitution of a society a majority of $\frac{3}{4}$ or more of the members of the society present at a general meeting must vote in favour of the motion. This type of motion is called a special resolution. If, on the other hand, fewer than $\frac{3}{4}$ of the members present vote in favour the special resolution it does not pass. With this background George read out the following motion:

Motion-moved that the Bylaws of the Esquimalt High School Advancement of Education Funding Society presently in force be repealed and replaced by the Bylaws attached to this Motion as Schedule "A" which have been approved by the Board of Directors of the Funding Society at its meeting on August 21, 2017. Seconded by Gary Moser.

Schedule "A" is attached as Attachment "H"

Carried Unanimously

George then explained that the Committee was also recommending that the name of the Esquimalt Advancement of Education Funding Society be changed to a simpler form and read out the following motion:

Motion: moved that the Constitution of the Esquimalt High School Advancement of Education Funding Society attached to this Motion as Schedule "A" be amended by repealing section 1 and replacing it with "1. The name of the Society is Esquimalt High School Alumni Foundation."; the new name was approved by the Board of Directors of the Funding Society at its meeting on January 16, 2017. Seconded by Gary Moser.

Carried Unanimously

Schedule "A" is attached as Attachment "H"

9. Election of Officers

Marilyn McCrimmon

Marilyn read out the nominations for the 2017 board to serve for one year:

President - Dave Allen
Vice President - Gary Moser
Treasurer - Ryan /Richard
Secretary - George Copley
Director - Brenda O'Connor
Director - Barry Scott
Director - Tammy Renyard

She then asked for any further nominations three times. Hearing none she declared the nominees elected by acclamation.

10. Special Presentations and Recognitions

Dave

John Carmichael - John passed away in September of this year. He was a long serving member on the Board of the Alumni Association and we were very sorry to hear of his passing. John was the Secretary of the Alumni Association from its inception in 2006 until just last year when he decided to step down.

Dave then noted there were 4 people leaving the two societies and that the executives would like to recognize them. He asked Brenda O'Connor to join him on stage to make the presentations with him.

Dave then recognized Cathy Wong and Pat Floyd who unfortunately were unable to attend the meeting.

Cathy Wong has been involved with the Alumni Association for 9 years and the Funding Society since it was formed. She served as a director in both Societies and held the position as Membership Director for 4 years. Cathy played an integral part in each of the 3 large reunions held by the Alumni Association. She looked after the registration for each of these events as well worked on the planning committees. Cathy demonstrated her outstanding organizational skills and dedication in working on these reunions. Her talents will be missed by the executives on which she served. Cathy has indicated she would like to continue assisting with Alumni activities and as she said "I am only a call away". Thank you Cathy.

Pat Floyd has served as a director on the Alumni Association for the last 8 years. Pat was a person who was always willing to assist when there was a need. He helped with the set-up for the reunions that were held, he was always available to lend his helping hand at both Buccaneer Days and RibFest, and he regularly assisted with the repair of equipment from these activities. Pat is truly a person we could always count on to be available to lend a helping hand. We are pleased he has also said that in stepping down from the executive he is not stepping away from helping at Alumni events. Thank you Pat.

The Association has a service plaque for both Cathy and Pat and Brenda and Dave will see they have been delivered to them.

Dave asked Paul Wickens -Jobling to join Brenda and him on stage.

Paul Wickens-Jobling-Paul has been a director with the Alumni Association and Treasurer of the Funding Society for the last 9 years. He has also been Vice President of the Alumni Association for several years. Paul decided this year to step down from these positions. He has always been willing to help out in the various activities of the two societies and whenever a call for volunteers went out Paul would respond affirmatively. He will be sorely missed by the Alumni Association and the Funding Society. Paul well deserves the title of "Protector of Trees". The Leadership Class several years ago arranged for the planting of trees along Ellery Street. Those trees were planted as saplings in the spring which turned out to be a mistake because watering was neglected in the following summer. Paul noticed that a number of the trees were dying or already dead and he brought this to the attention of the school principal. The trees have now been replaced and measures were put in place to ensure that the trees would be adequately supplied with water in the future. Dave thanked Paul for his service to the Alumni and Brenda presented Paul with a service plaque.

Dave asked Bill Emery to come to the stage.

Bill Emery has been the Treasurer of the Alumni Association for 11 years and has attended every AGM to report on the finances of the Alumni Association. Over the years he has volunteered to assist at Alumni events on many occasions and participated in all of the activities of the Association. He also has been instrumental in opening the doors for the Alumni Association to be involved with Buccaneer Days and more recently to develop our positive relationship with the Rainbow Kitchen. Those who know Bill see his dedication to Esquimalt and its residents. He is a dedicated organizer for the Esquimalt Buccaneer Days, very active with the Esquimalt United Church and has devoted many hours to the Rainbow Kitchen. Bill also continues to be a very involved member of the Esquimalt Lions. Bill will be sorely missed by the Board of the Alumni Association. Bill was presented with a plaque recognizing his long and valuable service to the Alumni.

11. **Adjournment** Next AGM November 19, 2018

Attachment A-Balance Sheet
for
EHS Advancement of Education Funding Society
2016 - 2017 Fiscal Year
As at October 31, 2017

Bank Membership	\$ 5.00
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Society Administration

Previous Balance	\$ 795.44
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Income	\$ 10,510.75
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Income - Interest	\$ 0.03
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Expense	\$ 9,726.39
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Balance	\$ 1,579.83
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Fundraising

Buccaneer Days	\$ 2,414.00
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Esq. Fire Fighters	\$ 1,000.00
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Ribfest	\$ 7,096.75
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Total	\$ 10,510.75
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Bank Account

Previous Balance	\$ 795.44
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Deposits	\$ 10,510.75
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Interest & Membership	\$ 0.03
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Withdrawals	\$ 9,726.39
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Balance	\$ 1,579.83
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Total Net Balance

Donations Account (held by SD61)

See ledger for details:

SUBMITTED BY: Paul Wickens-Jobling, Treasurer _____

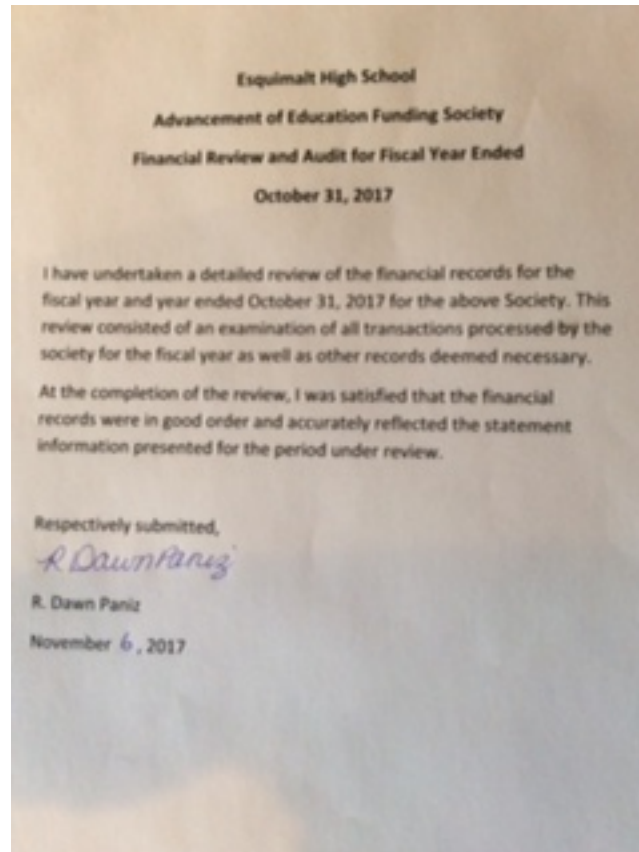
Attachment B-Bank Account Ledger

ESQUIMALT HIGH SCHOOL ADV. of ED. FUNDING SOC.
2016/17 Bank Account Ledger for #5385625

last updated 01 Nov 2017

Ledger Date	Cheque Number	Bank Date	Payee	Description	membership shares		BALANCE
					Admin DR	Admin CR	
1-Nov-16		1-Nov-15	Balance forward			(\$795.44)	(\$795.44)
21-Nov-16	84	9-Dec-17	Esq High School	mail out	\$410.35		(\$385.09)
1-Dec-16		1-Dec-16	Balance forward				(\$385.09)
1-Jan-17		1-Jan-17	Balance forward				(\$385.09)
16-Jan-17	85	20-Jan-17	G Copley	MoF registration fees	\$125.00		(\$260.09)
1-Feb-17		1-Feb-17	Balance forward			(\$0.01)	(\$260.10) bank adjustment
1-Mar-17		1-Mar-17	Balance forward				(\$260.10)
1-Apr-17		1-Apr-17	Balance forward				(\$260.10)
1-May-17		1-May-17	Balance forward				(\$260.10)
26-May-17		26-May-17	deposit			(\$2,414.00)	(\$2,674.10)
26-May-17	86	14-Jun-17	Rainbow Kitchen		\$1,035.50		(\$1,638.60)
26-May-17	87	10-Jun-17	EHS	Student Group 1	\$250.00		(\$1,388.60)
26-May-17	88	10-Jun-17	EHS	Student Group 2	\$250.00		(\$1,138.60)
26-May-17	89	20-Jun-17	EHS Alumni		\$100.00		(\$1,038.60)
26-May-17	90	1-Jun-17	D Allen	Bucc Days	\$343.00		(\$695.60)
26-May-17	91	2-Jun-17	R Richard	Bucc Days	\$88.48		(\$607.12)
26-May-17	92	3-Jun-17	EHS	AGM refreshments	\$120.00		(\$487.12)
1-Jun-17		1-Jun-17	Balance forward				(\$487.12)
1-Jul-17		1-Jul-17	Balance forward				(\$487.12)
29-Jul-17	93	11-Aug-17	Esq FF Charit Found	Ribfest Deposit	\$200.00		(\$287.12)
1-Aug-17		1-Aug-17	Balance forward				(\$287.12)
8-Aug-17		8-Aug-17	deposit			(\$1,000.00)	(\$1,287.12)
11-Aug-17	94	12-Aug-17	Saffron Brooks	Rugby Bursary	\$500.00		(\$787.12)
11-Aug-17	95	23-Aug-17	Erin Geddy	Rugby Bursary	\$500.00		(\$287.12)
1-Sep-17		1-Sep-17	Balance forward				(\$287.12)
16-Sep-17		16-Sep-17	deposit	Ribfest proceeds		(\$7,096.75)	(\$7,383.87)
20-Sep-17	96	3-Oct-17	EHS Alumni	Ribfest share	\$1,000.00		(\$6,383.87)
20-Sep-17	97	23-Sep-17	Dave Allen	Ribfest Expenses	\$1,404.06		(\$4,979.81)
20-Sep-17	98	27-Sep-17	Rainbow Kitchen	Ribfest share	\$1,700.00		(\$3,279.81)
20-Sep-17	99	3-Oct-17	EHS Leadership Class	Ribfest share	\$1,700.00		(\$1,579.81)
1-Oct-17		1-Oct-17	deposit interest			(\$0.02)	(\$1,579.83)
					\$9,726.39	(\$11,306.22)	
						(\$1,579.83)	(\$1,579.83)
					OUTSTANDING TRANSACTIONS		
					cheques uncashed	\$0.00	
					accts receivable	\$0.00	
					Esquimalt Alumni Scholarship Fund		
Balance June 2017			Alumni fund		\$29,224.25		
			2016 writers guild		\$1,500.00	\$500 scholarship for 3years	
			2016 Kiwanis Club		\$1,500.00	\$500 scholarship for 3years + \$500 pending	
Total				\$32,724.25			
			Less: 2017 scholarships		(\$3,500.00)	2x\$1000&2x\$500 + \$500 pending	
			Less: administrative fee		(\$120.00)		
Sub Total				\$29,104.25			
			2016/17 interest		\$2,000.00	est	
			2016/17 donations		\$1,500.00	est	
Estimated Balance June 30, 2018				\$33,104.25			

Attachment C-Financial Review



Attachment "D"

Proposed Budget
EHS Advancement of Education Funding Society
2017 - 2018 Fiscal Year
November 1, 2017 to October 31, 2018

Administration

Balance Forward (Nov. 1, 2017)	\$1579.80	
Revenue		
Fundraising (Buc Days & RibFest)	\$1,500.00	
Expenses		
Society Registration	\$100.00	
School Requests	<u>\$1000.00</u>	
		\$1100.00
Net		<u>\$400.00</u>
Balance Oct. 31, 2018		<u>\$1979.80</u>

Scholarship Fund (In trust at GVSB)

Balance Forward (Nov. 1, 2017)	\$27,224.25	
Revenue		
Donations 2017-18	\$1500.00	
Interest	<u>\$1800.00</u>	
Total	\$3300.00	
Expenses		
Scholarships (2 @ \$1000.00)		<u>\$2000.00</u>
Net		\$1300.00
Balance Oct. 31, 2018		<u>\$28,524.25</u>

Turf Field Fund (In Trust at the School)

Balance Forward (Nov. 1, 2017)	\$96,000.00	
Revenue		
RibFest donation 2017	\$40,000.00	
Interest	\$1,000.00	
Expenses		
Net		<u>\$41,000.00</u>
Balance Oct. 31, 2018		\$137,000.00

SUBMITTED BY: Paul Wickens-Jobling, Treasurer _____

Attachment “E” Motions

E.H.S. Advancement of Education Funding Society

For

Annual General Meeting, November 20, 2017

Proposed Motions by TREASURER

1. Move that the Oct 31, 2017 Financial Statement be received and recorded in minutes.
2. Move that the financial review report by Dawn Paniz be accepted.
3. Move that the proposed budget for 2017-2018 Fiscal Year be approved.
4. Move that the society appoint Dawn Paniz to perform the financial review for 2017-2018 fiscal year.
5. Move that the society approve the positions of President, Vice President, Secretary and Treasurer as signing officers of the society and the society continue to use Coast Capital Savings for banking.

Eleven Year Summary of Fundraising by the Alumni Association
and the Funding Society

Revenue:

Scholarships - donations and interest on account	\$29988.82
Theatre Fund - donations, concerts, and 93 Reunion (2008)	\$13969.54
Choir Risers - donations and concert	\$1500.00
Leadership Tree Project - donations	\$1500.00
50 th Anniversary Colville location May 2012	\$6963.97
RibFest (2013, 2014)	\$1560.00
School Bus – Alumni donations, see below for full account	\$7900.00
100 th anniversary of EHS (2015)	\$2700.00
RibFest (2015, 2016, 2017)	\$14748.50
Buccaneer Days (2016, 2017)	\$5083.00
Sale of Merchandise (t-shirts, scarves, etc.)	<u>\$3170.00</u>
<u>Total</u>	\$89083.83

Expenditures:

Donations to the Scholarship Fund – Fund increased from \$14400.00 to \$29000.00	\$14525.02
Scholarships for 8 years 5 years@2X\$500, 3 years@2X\$750, 3 years@2X\$1000	\$15500.00
Theatre upgrades Floor, seats, speakers, sound system, microphone Back curtain, lighting board	\$13969.54
Choir risers	\$4840.14
Trophy case (Athletics)	\$1400.00
Electric drum set (Music Department)	\$500.00
Bricks for Esquimalt Municipal Centennial Walk	\$400.00
Tree Project	\$1500.00
School Bus	\$16500.00
Leadership Class portion RibFest 2013, 2014 – Cops for Cancer	\$1560.00
Leadership Class portion RibFest 2015, 16, 17	\$5360.00
Rainbow Kitchen portion RibFest 2016, 17	\$3983.00

Leadership Class portion Buc. Days 2016	\$1004.00
Student Groups portion Buc. Days 2017	\$500.00
Rainbow Kitchen portion Buc Days 2016, 17	\$2040.00
Scarves sold for Basketball Team	\$1140.00
Wreaths for Remembrance Day - 11 years	\$825.00
Archive material	\$853.00
Merchandise cost	<u>\$1182.00</u>

<u>Total</u>	\$87581.70
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Funds in excess from when we started in 2006	\$1502.13
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School Bus

Revenue:

Anonymous Donations – 3 donors (\$25000, \$15000, \$10,000)	\$50000.00
Esquimalt Fire Fighters Charitable Fund	\$20000.00
Alumni and PAC donations and fundraising	<u>\$18000.00</u>

<u>Total</u>	\$88000.00
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Cost:

Purchase of bus	\$82500.00
Wrap on outside	<u>\$5500.00</u>

<u>Total</u>	\$88000.00
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Attachment “G”

Summary of Changes to the Constitution & Bylaws for the Alumni Association and the Funding Society November 20, 2017

Constitution of the Alumni Association and the Funding Society

The name in the Constitution of the “Esquimalt High School Advancement of Education Funding Society” should be simplified to “Esquimalt High School Alumni Foundation”. This was recommended by the Committee and approved by the Board of the Society at its meeting on January 16, 2017. This change must be made by special resolution, to be drafted by the committee, and cannot be filed with the Registry until the Society has transitioned to filing under the new Societies Act. Before filing a transition application, all provisions of the two Constitutions, except the name of the society and its purposes, must be moved to the bylaws and where previously specified to be unalterable must be so labelled. This change is required by the Societies Act and does not require a special resolution. See Bylaws Part 14

Bylaws of the Alumni Association and the Funding Society

The Committee is recommending the following changes be made:

Procedural changes:

1. Notice by e-mail-a special resolution was passed at the 2016 AGM to authorize both societies to give notice of general meetings, including AGM’s, by e-mail. See Bylaws s. 58.
2. Discretion to appoint a Financial Reviewer in place of an Auditor. See Bylaws s.51.
3. Move non-purpose provisions, other than the name of the society, in the Constitution to the Bylaws- see Bylaws Part 14

New Societies Act requirements-Committee recommendations for amendments to Bylaws generally only incorporate the core statutory requirements- for full requirements see Societies Act:

1. Qualifications to act as a director. See Bylaws s. 24(3); New - see Act ss. 43-45.
2. Director’s duties. See Bylaws s. 24(4); Restated and expanded-see Act s.53.
3. Procedure on director’s conflict of interest. See Bylaws s. 24(5); New - see Act ss. 56-60.
4. Written consent required for nomination as director when nominee absent. See Bylaws s. 26(7); New- see Act s. 41(4).
5. Maintenance and inspection of records. See Bylaws Part 13 ss. 63-70; Mostly new- see Act ss. 20-28. The new Act greatly expands the list of the types of records that must be retained by a society, prescribes how the records are to be kept and access is to be given and to whom access must be allowed to inspect and be given copies on request. Private information is protected and the right of the general public to inspect is restricted to financial statements unless the bylaws provide for broader public access. Directors have unlimited access and members have access limited only by privacy considerations and possible harm to the society.

Special Resolutions Required for the Alumni Association and the Funding Society

1.Alumni Association – MOVED THAT the Bylaws of the Esquimalt High School Alumni Association (the “Alumni Association”) presently in force be repealed and replaced by the Bylaws attached to this Motion as Schedule “A” which have been approved by the Board of Directors of the Alumni Association at its meeting on August 21, 2017.

2.Funding Society- MOVED THAT the Bylaws of the Esquimalt High School Advancement of Education Funding Society (the “Funding Society”) presently in force be repealed and replaced by the Bylaws attached to this Motion as Schedule “A” which have been approved by the Board of Directors of the Funding Society at its meeting on August 21, 2017.

3.Funding Society-MOVED THAT the Constitution of the Esquimalt High School Advancement of Education Funding Society (the “Funding Society”) attached to this Motion as Schedule “A” be amended by repealing section 1 and replacing it with “1. The name of the Society is Esquimalt High School Alumni Foundation.”; the new name was approved by the Board of Directors of the Funding Society at its meeting on January 16, 2017.

Attachment “H” Schedule A’s

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

SCHEDULE “A”

Esquimalt High School Advancement of Education Funding Society Constitution

1. The name of the Society is “Esquimalt High School Advancement of Education Funding Society”.
2. The purposes of the Society are:
 - a) To provide gifts of financial assistance to the Greater Victoria School District (charitable registration # 106799927RR0001) specifically for the use and benefit of Esquimalt High School and its student;
 - b) To provide for the advancement of education at Esquimalt High School, through the Greater Victoria School District by the provision of goods, services, furniture and/or equipment to assist Esquimalt High School staff in enhancing the educational programs for the students;
 - c) To provide scholarships and bursaries to qualifying students at Esquimalt High School to further their post-secondary education;
 - d) To fundraise, solicit donations or otherwise and to accept gifts, legacies, devices and bequests and to hold, invest, expend or deal with the same in the furtherance of the above stated purposes of the Society