

BC SOCIETIES ACT

CONSTITUTION

- 1) The name of the society is "The Point Grey Mini School Service Society"
- 2) The purposes of the society are:
 - a) To support the core curricular and enrichment activities of Point Grey Mini School supplementary to provincial and school board provision;
 - b) To aid individual students financially in cases where need would preclude participation in school activities such as field trips, costs of specialist books and materials, fees and admissions;
 - c) To acquire and-maintain capital items which support the programs of Point Grey Mini School which would extend to the main school (e.g. library, music, computer labs and other shared facilities);
 - d) To provide honorariums and cover costs incurred by inviting speakers and specialists to engage student learning;
 - e) To financially and logistically support outdoor environmental, sports, recreational and other similar educational activities;
 - f) To financially and logistically support extended leadership, service and volunteer commitments at school and the local community;
 - g) To support professional development and activities of the Point Grey Mint School staff;
 - h) To do everything incidental and necessary to promote and attain the foregoing purposes.

BYLAWS

PART I - INTERPRETATION

DEFINITIONS

- 1) In these Bylaws, unless the context otherwise requires,
 - a) "directors" means the directors of the society for the time being;
 - b) "officer term" means the time between the first directors' meeting following an annual general meeting and the first directors' meeting following the immediate next annual general meeting; or, if officers are elected at the annual general meeting, "officer term" has the same meaning as "term".
 - c) "registered address" of a member means his/her address as recorded in the register of members;
 - d) "senior managers" means those persons appointed by the directors to serve as senior managers in accordance with the Societies Act;
 - e) "Societies Act" and "Act" means the SOCIETIES ACT of the Province of British Columbia from time to time in force, and all amendments to it;
 - f) "special resolution" means a resolution requiring a majority of 2/3 of such voting members as are present at a general meeting.
 - g) "term" means the time between the annual general meeting and the immediate next annual general meeting;
- 2) Words importing the singular include the plural and vice versa; and words importing a female person include a male person and a corporation and vice versa.

PART II - MEMBERSHIP

MEMBERS

- 1) The members of the society are those persons who are listed as members of the society at the time that these bylaws come into effect, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2) Any person, who is a parent or legal guardian of a student enrolled in Point Grey Mini School shall be a member.
- 3) Every member to remain in good standing, shall uphold the constitution and comply with these bylaws and pay when due the membership fee, if any, for the current year.

- 4) Membership in the society shall not be transferable.

REMOVAL

- 5) A person shall cease to be a member of the society
 - a) when his or her child or ward is no longer enrolled as a student in Point Grey Mini School;
 - b) by delivering his/her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - c) on being expelled;
 - d) on having been a member not in good standing for a period of time prescribed by the directors;
or
 - e) on his/her death.
- 6) A member may be expelled from the organization by a special resolution of the members passed at any general meeting.
 - a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - b) 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.

GOOD STANDING

- 7) All members are in good standing except a member who has failed to pay his/her current annual membership fee, if any, or other subscription or debt due and owing by him/her to the society.

PART III - MEETINGS OF MEMBERS

MEETINGS

- 1) The annual general meeting of the society shall be held at least once in every calendar year, at a time and place, in accordance with the SOCIETIES ACT that the directors decide.
- 2) General meetings of the society shall be held for any purpose and at any time and place, in accordance with the SOCIETIES ACT, that the directors decide.
- 3) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 4) The directors may, whenever they think fit, convene an extraordinary general meeting of the society for any purpose; or such meeting may be called upon petition requisitioned and signed by ten percent of the members of the society.

- 5) Any persons calling a meeting of the membership of the society pursuant to Part III, clause 4, shall be responsible for the administration and preparation of the meeting.

NOTICE AND OMISSION

- 6) Notice of a general meeting shall be sent to every member shown on the register of members at least 14 days and not more than 60 days before the date of the meeting; and to the auditor of the society, if Part XI hereof applies. No other person is entitled to receive a notice of general meeting.
- 7) Every notice of an annual or other general meeting of the society shall state the place, the day and the hour of meeting and the nature of business of the meeting and, if a special resolution is to be submitted to the meeting, the text of such special resolution.
- 8) The accidental omission to send notice of any meeting to, or the non-receipt of the notice of a meeting by any member, shall not invalidate proceedings at any meeting.

PROCEDURE

- 9) The rules of procedure at an annual or other general meeting shall be determined by the directors. However, if a majority of voting members present at a meeting objects, ROBERT'S RULES OF ORDER shall apply.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

BUSINESS

- 1) Special business is
 - a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - b) all business that is transacted at an annual general meeting, except
 - 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, and
 - vii) such other business, as under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

QUORUM AND ADJOURNMENT

- 2) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- 3) 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.
- 4) The minimum quorum at all annual or other general meetings shall be fifteen members present or such greater number as the members may determine at a general meeting.
- 5) 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 of 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, provided there are at least ten members present.
- 6) Subject to bylaw 7 of this Part IV, the Chairperson of the society, the Treasurer, if any, or, both being absent, one of the other directors present, shall preside as Chairperson of a general meeting.
- 7) If at a general meeting
 - a) there is no Chairperson, Treasurer, if any, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b) the Chairperson and all the other directors present are unwilling to act as Chairperson, the members present shall choose one of their number to be Chairperson.
- 8) 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.
- 9) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be sent as in the case of the original meeting.
- 10) Except as provided in this Part IV, it is not necessary to send notice of adjournment or of the business to be transacted at an adjourned general meeting.
- 11) A resolution proposed at a meeting must be seconded and the Chairperson of a meeting may move or propose a resolution.
- 12) In case of an equality of votes the Chairperson shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member, and the proposed resolution shall not be passed.

VOTING

- 13) A member in good standing present at a general meeting is entitled to one vote.
- 14) Voting is by show of hands, unless the members otherwise decide.
- 15) Voting by proxy is not permitted.

PART V – DIRECTORS, OFFICERS AND SENIOR MANAGERS

BASIC RULES

- 1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject nevertheless to:
 - 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) 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.
- 3) The number of directors shall be nine or a greater number determined from time to time at a general meeting.
- 4) The directors may appoint one or more senior managers of the society to exercise their authority to manage the activities or internal affairs of the society as a whole or in respect of a principal unit of the society. In order to be eligible to be appointed as a senior manager, a person must comply with requirements in the Societies Act.
- 5) The Chairperson, Treasurer, Secretary and such other persons determined by the directors shall be officers of the society, each of whom shall be deemed to be appointed as a senior manager.

TERMS, ELECTIONS, VACANCIES, REMOVALS

- 6) Each director shall retire at each annual general meeting when his/her successor will be appointed.
- 7) A retiring director may seek re-election.
- 8) An election may be by acclamation; otherwise, it shall be by ballot.
- 9) Separate elections shall be held for each office to be filled.
- 10) The society must ensure that all directors, other than those elected or appointed at a meeting they attend, have provided written consent to act as a director.
- 11) The society must ensure that all directors meet the required qualifications in the SOCIETIES ACT. An individual who is an undischarged bankrupt is not qualified.
- 12) Unless otherwise provided by the members present at the annual general meeting, the officers shall be elected by the directors at the first meeting of the directors following the annual general meeting

and in the manner approved by the directors, each of whom shall be deemed to be appointed as a senior manager.

- 13) Subject to subsection (15) below, any vacancy on the board may be filled by appointment by the directors.
- 14) Subject to subsection (16) below, any officer or senior manager vacancy may be filled by election by the directors.
- 15) A director appointed under subsection (13) above shall serve the unexpired director term of the director he/she is replacing.
- 16) An officer appointed under subsection (14) above shall serve the unexpired term of the officer or senior manager he/she is replacing.
- 17) In the event of a resignation by dispute from the directors, the vacancy may not be filled by appointment.
- 18) If the directors are unable to appoint directors to vacancies on the board, they shall call a general meeting of members to elect a director or directors to complete the unexpired term.
- 19) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 20) The members may by special resolution remove a director before the expiration of his/her term of office, and may elect a successor to complete the term of office.

REMUNERATION AND REIMBURSEMENT

- 21) No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the society, providing only that such expenses have been approved in advance by the treasurer or other financial officer or senior manager acting under authority of the directors.
- 22) In a case where a director has incurred expenses which have not been approved in advance by the treasurer or other financial officer or senior manager acting under authority of the directors, such director may yet be reimbursed for all expenses incurred by him/her while engaged in the affairs of the society, providing that the board of directors finds the expenses to have been necessarily and reasonably incurred.

REPORTING, ADMINISTRATIVE, FINANCIAL REQUIREMENTS

- 23) The directors shall cause to be prepared all reports, including financial reports, required by law to be prepared by the society for the annual general meeting.
- 24) The directors shall, on behalf of the society, cause to be filed all financial and other reports that have to be filed after the annual general meeting as required by the SOCIETIES ACT and INCOME TAX ACT or other law.

- 25) The directors shall ensure the society has at least one account with a chartered bank, credit union, trust company or similar financial institution for the deposit of funds.
- 26) The directors, on behalf of the society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of
 - a) all money received and disbursed by the society and the manner in respect of which the receipt and disbursement took place;
 - b) every asset and liability of the society;
 - c) every other transaction affecting the financial position of the society.

PART VI - PROCEEDINGS OF THE DIRECTORS

MEETINGS

- 1) The directors may 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, and may hold meetings, in whole or in part, by telephone or telephone conference call, or other forum of electronic communication.
- 2) A director may at any time and the secretary, on the request of a director, shall, convene a meeting of the directors.
- 3) 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 the directors then in office. Directors participating by telephone or telephone conference call, or other forum of electronic communication, shall be considered part of the quorum.
- 4) The Chairperson shall preside over board meetings. In the Chairperson's absence, the Treasurer shall preside. Both being absent, the other directors present shall elect one of their number to preside as chair of a board meeting.

COMMITTEES

- 5) The 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.
- 6) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
- 7) The chairperson of a committee shall be the director who has delegated his/her duties to the committee; however, if the director so chooses, the chairperson may be elected by the members of the committee.

- 8) Subject to directions of the directors, a committee shall determine its own procedure.
- 9) The members of a committee may meet and adjourn as they think proper.
- 10) If no Chairperson is elected, or if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the members of a committee shall by majority vote elect one of their number as Chairperson for purposes of that meeting.

RESOLUTION AND VOTING

- 11) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- 12) No resolution proposed at a meeting of directors need be seconded and the chairman of a meeting may move to propose a resolution.
- 13) A resolution in writing, signed by all the directors and placed within the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

NOTICE AND WAIVER

- 14) 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 send notice of meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of directors is present.
- 15) 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, email, or other forum of electronic communication, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
 - a) no notice of-meeting of directors shall be 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 sent to that director shall, if a quorum of the directors is present, be valid and effective.

PART VII - DUTIES OF OFFICERS AND SENIOR MANAGERS

PRESIDENT, VICE PRESIDENT, CHAIRMAN

- 1) The president shall preside at all meetings of the society and of the directors, unless the members or directors otherwise decide.
- 2) In the president's absence at a meeting of the society or the directors, the vice president, if any, shall preside. Both being absent, the members present shall elect another director or other member to preside as chairman of a board meeting.

SECRETARY

- 3) The secretary shall be responsible for:
 - a) the preparation, custody and distribution of all minutes of all meetings of the society;
 - b) the issuance of all notices of meetings of the members and directors;
 - c) the preparation and custody of all correspondence, records, and documents of the society except those required to be kept by the treasurer;
 - d) custody of the common seal of the society; and
 - e) maintaining the register of members.
- 4) In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

TREASURER

- 5) The Treasurer shall be responsible for
 - a) keeping the financial records, including books of account, necessary to comply with the SOCIETIES ACT; and
 - b) presenting financial statements to the directors, members and others following the end of each fiscal year and at such other times as the president, directors or members may require.
 - c) The office of Treasurer may be held by the Secretary, who shall then be known as the Secretary-Treasurer.

ADDITION OR TRANSFER OF DUTIES

- 6) The directors or members may add additional duties to any director, officer or senior manager or transfer duties among directors, officers or senior managers.

PART VIII – INSPECTION OF RECORDS

- 1) The records of the society will be open to inspection by any of the directors in accordance with the Societies Act. The members will have the right to inspect the records required to be kept by the society in accordance with Section 20(1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), including, without limitation:
 - a. the society's certificate of incorporation;
 - b. the society's register of members;

- c. the minutes of each meeting of members, including the text of each resolution passed at the meeting; and
 - d. the financial statements of the society and the auditor's report, if any, on those financial statements.
- 2) Members will not have the right to inspect the records required to be kept by the society in accordance with section 20(2) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time).

PART IX - SEAL

COMMON SEAL

- 1) The directors may provide a common seal for the society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 2) The common seal, if any, 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, president and secretary-treasurer, or any two directors.

PART X - BORROWING

BASIC RULES

- 1) 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 such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 2) No debenture shall be issued without the sanction of a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

PART XI - AUDITOR

BASIC RULES

- 1) This part applies only where the society is required or has resolved to have an auditor.
- 2) The auditor shall be appointed by the directors, who shall also fill all vacancies occurring in the office of auditor.
- 3) At each annual general meeting, the society shall appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next annual general meeting.

- 4) An auditor may be removed by ordinary resolution.
- 5) An auditor shall be informed forthwith in writing of appointment or removal.
- 6) No director and no employee of the society shall be auditor.
- 7) The auditor may attend general meetings.

PART XII - BYLAWS

ACCESS

- 1) After being admitted to membership, a member is entitled to and the society shall give him/her upon request a copy of the Constitution and bylaws of the society by email or hard copy.

ALTERATION AND ADDITION

- 2) These bylaws shall not be altered or added to except by special resolution.

PART XIII - MISCELLANEOUS

NOTICE

- 1) A notice may be sent to a member or a director either personally (by delivery, email, or other acceptable form of electronic communication) or by first class mail posted to such person's registered address. A notice sent by first class mail shall be deemed to have been sent on the second day following that on which the notice was posted. In proving that notice has been sent it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed sending of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by email or other acceptable form of electronic communication shall be deemed to have been sent on the day it was so delivered or sent. If a number of days notice or a notice extending over any other period is required to be sent, the day the notice is sent or deemed to have been sent shall not, but the day on which the event for which notice is sent shall, be counted in the number of days required.
- 2) The rules governing when notice is deemed to have been sent set out in these bylaws shall apply with all necessary changes of context to determine when a board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

PARTICIPATION AND VOTING

- 3) Any meeting of the members, the directors or any committee or group may also be held, or any members, directors or committee member may participate in, any meeting of the members, directors, or any committee or group in which he or she is entitled to participate, by conference call, electronic or other communication facility or device so long as (i) all the members, directors, or

committee members or other persons participating in the meeting can communicate adequately with each other during the meeting and (ii) the society has facilitated the use of any such communications medium; provided that, for greater certainty, the society may, but is not required to, take any action to facilitate the use of any communications medium at any meeting. All such members, directors, or committee members or other persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice or electronic vote, as the case may be, recorded by the secretary of such meeting.

DISSOLUTION

- 4) 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 the Point Grey Secondary School scholarship fund, and if effect cannot be given to the aforesaid, such funds shall be given or transferred to the Vancouver Foundation, and if effect cannot be given to the aforesaid, such funds shall be given or transferred to some other organizations, provided however that such organization referred to in this paragraph shall be a registered charity recognized by Revenue Canada Taxation 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.

WITHOUT PURPOSE OF GAIN

- 5) 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.