

SOCIETIES ACT

**BYLAWS
OF
BC SCHOOL SPORTS**


CAROL PREST

TABLE OF CONTENTS

1. INTERPRETATION 1

1.1 Definitions 1

1.2 *Societies Act* Definitions..... 4

1.3 Plural and Singular Forms 4

1.4 Schedules 4

1.5 Preamble..... 4

2. MEMBERSHIP 4

2.1 Admission to Membership 4

2.2 Classes of Membership..... 5

2.3 Eligibility for Membership 5

2.4 Transition of Membership..... 5

2.5 Application for Membership 5

2.6 Acceptance of Application for Membership..... 5

2.7 Designated Representative 6

2.8 Membership not Transferable..... 6

2.9 Cessation of Membership..... 6

3. MEMBERSHIP RIGHTS AND OBLIGATIONS..... 6

3.1 Rights of Membership 6

3.2 Member not in Good Standing..... 7

3.3 Dues 7

3.4 Renewal and Reapplication of Membership 7

3.5 Standing of Members 7

3.6 Compliance with Constitution, Bylaws and Policies 7

3.7 Suspension or Discipline of Member Schools..... 8

3.8 Expulsion of Member Schools 8

3.9 No Distribution of Income to Members 8

4. MEETINGS OF MEMBERS..... 9

4.1 Time and Place of General Meetings 9

4.2 Annual General Meetings..... 9

4.3 Extraordinary General Meeting..... 9

4.4 Calling of Extraordinary General Meeting..... 9

4.5	Notice of General Meeting.....	9
4.6	Contents of Notice.....	9
4.7	Omission of Notice.....	10
5.	PROCEEDINGS AT GENERAL MEETINGS.....	10
5.1	Business Required at Annual General Meeting.....	10
5.2	Attendance at General Meetings.....	10
5.3	Requirement of Quorum.....	10
5.4	Quorum.....	10
5.5	Lack of Quorum.....	11
5.6	Loss of Quorum.....	11
5.7	Chair of General Meeting.....	11
5.8	Alternate Chair.....	11
5.9	Role of Chair.....	11
5.10	Adjournment.....	12
5.11	Notice of Adjournment.....	12
5.12	Minutes of General Meetings.....	12
6.	VOTING BY MEMBERS.....	12
6.1	Ordinary Resolution Sufficient.....	12
6.2	Entitlement to Vote.....	12
6.3	Advance Voting.....	12
6.4	In Person Voting at General Meetings.....	13
6.5	Voting by Proxy.....	13
7.	DIRECTORS.....	14
7.1	Management of Property and Affairs.....	14
7.2	Duties of Directors.....	14
7.3	Qualifications of Directors.....	14
7.4	Composition of Board.....	15
7.5	Invalidation of Acts.....	15
7.6	Election of Directors.....	15
7.7	Transition of Directors' Terms.....	15
7.8	Term of Directors.....	15
7.9	Consecutive Terms and Term Limits.....	15
7.10	Election by Acclamation.....	16
7.11	Election by Secret Ballot.....	16
7.12	Voiding of Ballot.....	16
7.13	Extension of Term to Maintain Minimum Number of Directors.....	16
7.14	Appointment to fill Vacancy.....	16

7.15	Removal of Director	17
7.16	Ceasing to be a Director.....	17
8.	POWERS AND RESPONSIBILITIES OF THE BOARD	17
8.1	Powers of Directors.....	17
8.2	Board Acts Valid.....	17
8.3	Policies and Procedures.....	18
8.4	Remuneration of Directors and Officers and Reimbursement of Expenses	18
8.5	Investment of Property and Standard of Care	18
8.6	Investment Advice.....	18
8.7	Delegation of Investment Authority to Agent.....	18
9.	PROCEEDINGS OF THE BOARD	19
9.1	Schedule and Place of Board Meetings.....	19
9.2	Calling of Meetings.....	19
9.3	Notice of Board Meetings	19
9.4	Attendance at Board Meetings	19
9.5	Quorum.....	19
9.6	Director Conflict of Interest.....	19
9.7	Chair of Meetings	20
9.8	Alternate Chair	20
9.9	Role of Chair	20
9.10	Minutes of Board Meetings.....	20
10.	DECISION MAKING AT BOARD MEETINGS.....	21
10.1	Passing Resolutions and Motions	21
10.2	Resolution in Writing	21
10.3	Entitlement to Vote.....	21
10.4	Procedure for Voting	21
11.	OFFICERS	21
11.1	Officers.....	21
11.2	Election of President and Vice-President(s)	22
11.3	Appointment of Secretary and Treasurer.....	22
11.4	Term of Officer	22
11.5	Removal of Officers.....	22
11.6	Replacement.....	22
11.7	Duties of President.....	22
11.8	Duties of Vice-President.....	22
11.9	Duties of Secretary.....	22
11.10	Duties of Treasurer	23

11.11	Absence of Secretary at Meeting	23
11.12	Combination of Offices of Secretary and Treasurer.....	23
12.	INDEMNIFICATION	23
12.1	Indemnification of Directors and Eligible Parties.....	23
12.2	Purchase of Insurance	23
13.	ORGANIZATION OF SOCIETY	24
14.	COMMITTEES	24
14.1	Creation and Delegation to Committees.....	24
14.2	Standing and Special Committees	24
14.3	Terms of Reference and Rules.....	25
14.4	Meetings	25
15.	ADVISORY COMMITTEE	25
15.1	Advisory Committee Established.....	25
16.	COUNCILS OF THE SOCIETY	25
16.1	Council of Athletic Association Presidents.....	25
16.2	Council of Sport Commissioners	25
17.	SPORT COMMISSIONS	26
17.1	Creation of Sport Commissions.....	26
17.2	Role of Sport Commissions.....	26
17.3	Dissolution or Disaffiliation	26
17.4	Sport Commissioner.....	26
17.5	Reporting	26
18.	EXECUTION OF INSTRUMENTS	27
18.1	No Seal.....	27
18.2	Execution of Instruments.....	27
19.	FINANCIAL MATTERS AND REPORTING	27
19.1	Fiscal Year	27
19.2	Accounting Records	27
19.3	Borrowing Powers	27
19.4	Restrictions on Borrowing Powers.....	27
19.5	When Audit Required	28
19.6	Appointment of Auditor at Annual General Meeting.....	28
19.7	Vacancy in Auditor	28
19.8	Removal of Auditor.....	28
19.9	Notice of Appointment.....	28
19.10	Restrictions on Appointment.....	28
19.11	Auditor's Report	28

19.12	Participation in General Meetings.....	28
20.	NOTICE GENERALLY	29
20.1	Entitlement to Notice	29
20.2	Method of Giving Notice	29
20.3	When Notice Deemed to have been Received	29
20.4	Days to be Counted in Notice.....	29
21.	MISCELLANEOUS	30
21.1	Dissolution	30
21.2	Inspection of Documents and Records.....	30
21.3	Right to become Member of other Society.....	31
22.	BYLAWS.....	31
22.1	Entitlement of Members to copy of Constitution and Bylaws	31
22.2	Special Resolution required to Alter Bylaws	31
22.3	Effective Date of Alteration.....	31

**BYLAWS
OF THE
BC SCHOOL SPORTS**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar;
- (c) **“Advance Votes”** means votes cast by Member Schools by mail-in or electronic ballot, as authorized pursuant to these Bylaws and conducted in accordance with such policies as may be adopted by the Board;
- (d) **“Alter”** means amend, add to, delete or replace;
- (e) **“Board”** means the Directors acting as authorized by Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (f) **“Board Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter in person at a duly constituted meeting of the Board;
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 2/3 of the Directors who would have been entitled to vote on the resolution at a meeting of the Board, and a resolution so consented to is effective as though passed at a meeting of the Board;
- (g) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (h) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (i) **“Designated Representative”** of a Member School means the Person, being a teacher or administrator assigned to that Member School, who is appointed by the Principal of a Member School to be the representative and contact for that Member School and to exercise the rights and obligations of membership on behalf of the Member School;
- (j) **“Directors”** means those Persons who are, or who subsequently become, directors in accordance with these Bylaws and have not ceased to be directors;

- (k) **“Executive Director”** means the person who has been appointed by the Board as executive director;
- (l) **“General Meeting”** means a meeting of the Member Schools, and includes any annual general meeting and any special or extraordinary general meetings of the Society;
- (m) **“Honorary Award Recipient”** means a person who has been named as a recipient of the BC School Sports Honour Award;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (o) **“Member Schools”** means those Schools that are or that subsequently become members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (p) **“Ministry of Education”** means the Ministry of Education of the Province of British Columbia, or its successor ministry;
- (q) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (r) **“Ordinary Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Member Schools in good standing entitled to vote in person, Advance Vote, or by Proxy Holder, at a duly constituted General Meeting; or
 - (ii) a resolution that has been submitted to the Member Schools and consented to in writing by at least 2/3 of the voting Member Schools who would have been entitled to vote on the resolution in person at a General Meeting,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (s) **“Organization”** means an association, corporation or society;
- (t) **“Person”** means a natural person;
- (u) **“President”** means the Person elected to the office of president in accordance with these Bylaws;
- (v) **“Principal”** means a person who is the head administrator of a Member School.
- (w) **“Proxy Holder”** means a Member School designated in accordance with these Bylaws to attend a General Meeting and to exercise voting rights on behalf of another Member;

- (x) **“Registered Address”** of a Member School or Director means the address of that School or Person as recorded in the register of Member Schools or the register of Directors;
- (y) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (z) **“School”** means a school in British Columbia that is accredited by the Ministry of Education as an elementary-junior secondary school, elementary-secondary school, middle school, junior secondary school, senior secondary school, secondary school, distributed learning school, alternate school or independent school;
- (aa) **“School Athletic Association”** means an Organization (whether or not separately incorporated) existing to coordinate school sport competitions within a defined geographic boundary within the Province of British Columbia;
- (bb) **“Secretary”** means a Person elected to the office of secretary in accordance with these Bylaws;
- (cc) **“Society”** means the “BC School Sports”;
- (dd) **“Special Resolution”** means:
 - (i) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by the majority of votes required by the Act cast in respect of the resolution by those Member Schools entitled to vote in person, Advance Vote, or by Proxy Holder, at a duly constituted General Meeting; or
 - (ii) a resolution that has been submitted to the Member Schools and consented to in writing by every Member School that would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (ee) **“Sport Commission”** means a sport-specific Organization (whether or not separately incorporated) or committee of the Society responsible for the organization of secondary school zone and provincial competitions in accordance with the terms of reference established by the Society;
- (ff) **“Treasurer”** means a Person elected to the office of treasurer in accordance with these Bylaws;
- (gg) **“Vice-President”** means a Person elected to the office of vice-chair in accordance with these Bylaws; and
- (hh) **“Zone”** or **“Designated Zone”** means those geographic regions set out in Schedule B, to facilitate representative structure for the Society, as amended from time to time by Ordinary Resolution.

1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

1.4 **Schedules**

The schedules attached to these Bylaws do not form part of the Bylaws and may be updated or altered by the Directors from time to time.

1.5 **Preamble**

Recognizing the need for a co-operative agency to plan, co-ordinate and assist the inter-school activities of this province. It is recommended that the following principles be used as a guide to the Federation for this purpose.

1. The aims and objectives of this Federation shall be in complete harmony with the aims of education as set forth by the Department of Education.
2. Participation in the activities of this Federation should be encouraged because they are an integral part of the total education process.
3. All students should have the opportunity to realize the physical, social and emotional values that can be derived from inter-school competition.

This preamble is unalterable.

All of the foregoing in this section 1.5 was previously unalterable and formed part of the Society's Constitution and is reproduced as it read immediately before the coming into force of the Act. This provision may be revised or removed from the Bylaws, despite the fact that it was previously unalterable.

2. **MEMBERSHIP**

2.1 **Admission to Membership**

Membership in the Society will be restricted to those Schools that:

- (a) are Member Schools in good standing on the date these Bylaws come into force; and
- (b) subsequently become Member Schools in accordance with these Bylaws,

provided, in each case, that such School has not ceased to be a Member School pursuant to section 2.9.

2.2 Classes of Membership There will be one (1) class of voting membership in the Society, called Member Schools.

2.3 Eligibility for Membership A School may be eligible to be accepted as a Member School if it:

- (a) meets the definition of a School as provided in Section 1.1; and
- (b) is a member in good standing of a School Athletic Association and/or regional athletic association,

provided that the Board may, on application by a School, waive the requirements of paragraph (b) of this section if the School demonstrates a valid reason why it cannot be a member of the applicable local and/or regional School Athletic Association.

2.4 Transition of Membership

Each School that is a Member School in good standing on the date these Bylaws come into force will continue as a Member School until the following September 30, at which point membership will lapse unless renewed in accordance with these Bylaws.

A School that is not a Member School in good standing, and any other Organization that is a member of the Society on the date these Bylaws come into force will automatically cease to be a member of the Society and will be deemed to have resigned immediately prior to that date.

2.5 Application for Membership

A School may submit to the Society a written application, in such form as may be approved by the Board, to become a Member School.

An application for membership must include:

- (a) all information required by the Society to process the application;
- (b) the name and contact information of a Person to be the Designated Representative of the School; and
- (c) payment of applicable membership dues and fees.

2.6 Acceptance of Application for Membership

Following the receipt and review of its application, confirmation of eligibility and receipt of applicable membership dues or fees, the Board, or its designate, on behalf of the Society, may accept a School as a Member School by entering the School into the register of Member Schools.

The Board may, by Board Resolution postpone or refuse an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

2.7 Designated Representative

A Member School may exercise the rights of membership through its Designated Representative, who will be the primary point of contact between the Society and the Member School. Normally, the Principal of a Member School will be the Designated Representative for that Member School, provided that the Principal may designate in writing another employee of the Member School as Designated Representative.

A Member School may have only one Designated Representative at a time and may change its Designated Representative by providing notice in writing to the Address of the Society.

2.8 Membership not Transferable

Membership is not transferable by a Member School.

2.9 Cessation of Membership

A Member School will immediately cease to be a Member School:

- (a) upon the date which is the later of the date of delivering its resignation in writing to the Secretary or to the Address of the Society and the effective date of the resignation stated thereon;
- (b) upon the date which is two (2) months from the date on which such Member School ceases to be in good standing for non-payment of an amount due and owing to the Society;
- (c) upon ceasing to be a School, or ceasing to be otherwise eligible for membership in accordance with section 2.3; or
- (d) upon its expulsion.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

In addition to any rights conferred by the Act, a Member School in good standing has the following rights and privileges of membership, to be exercised by their designated representative:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) to nominate eligible Persons for election as a Director, in accordance with these Bylaws;
- (e) may serve on committees of the Society, as invited;

- (f) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

3.2 Member not in Good Standing

A Member School that is not in good standing has the right to receive notice of, and to attend, all General Meetings, and the right to participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all of the other rights set out in section 3.1 for so long as he or she remains not in good standing.

3.3 Dues

All fees payable by Member Schools to the Society, including annual fees and special levies and assessments, will be determined by the Board, provided that any such fees, levies or assessments may be subsequently overturned by Ordinary Resolution passed at a general meeting.

Any portion of an amount paid to the Society that is subsequently overturned will be refunded to each Member School who paid such amount.

Annual membership fees are payable by every Member School no later than September 30 of each year. Any changes to annual fees will take effect not less than one (1) year from the date of original approval, unless a sooner effective date is approved by Ordinary Resolution.

3.4 Renewal and Reapplication of Membership

A Member School may renew its membership prior to its expiry by paying applicable annual membership fees before September 30 of each year.

A Member School whose membership has lapsed may reapply for membership after its expiry in accordance with Bylaw 2.5.

3.5 Standing of Members

All Member Schools are deemed to be in good standing except:

- (a) a Member School that has failed to pay such annual membership dues as are determined by the Board, if any, when due and owing and such Member School is not in good standing so long as such amount remains unpaid; and
- (b) a Member School that has been suspended by the Society.

3.6 Compliance with Constitution, Bylaws and Policies

Every Member School will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the Regulations and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further the purposes, aims and objectives of the Society.

3.7 Suspension or Discipline of Member Schools

A Member School may be expelled, suspended or otherwise disciplined for breach of section 3.6 or for any conduct which the Board considers to be illegal, improper, unbecoming or likely to endanger the interests or reputation of the Society.

On receipt of a complaint, or of its own motion, the Board, or a committee thereof, may investigate, in accordance with such policies and procedures as the Board has established, the conduct of a Member School with a view to determining whether discipline is appropriate. Where a Member School is under investigation, the Board or its designate will promptly provide notice in writing to the Member School of the nature of the investigation and the alleged wrongful conduct and provide the Member School with an opportunity to submit a response, in writing or in person, as the Board or designate determines appropriate in the circumstances, prior to the close of the investigation.

Following an appropriate investigation, the Board or its delegate will issue a report of its findings and may suspend or otherwise discipline the Member School under investigation, if discipline is determined to be warranted in the circumstances.

The Board may establish policies and procedures to administer and facilitate the process of Member School discipline, provided that such policies and procedures are not contrary to the Society Act or these Bylaws.

3.8 Expulsion of Member Schools

Following an appropriate investigation in accordance with section 3.7, a Member School may be expelled by Board Resolution.

Notice of a Board Resolution to expel a Member School will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to the Member School in question.

The Member School that is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Board Resolution for expulsion is considered.

3.9 No Distribution of Income to Members

To operate without purpose of gain or profit to its members and any profits or other accretions to the Society shall be used in promoting its objects and this provision shall be unalterable.

The foregoing paragraph was previously unalterable and formed part of the Society's Constitution and is reproduced as it read immediately before the coming into force of the Act. This provision may be revised or removed from the Bylaws, despite the fact that it was previously unalterable.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

4.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

4.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

4.4 Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Member Schools in accordance with the Act.

4.5 Notice of General Meeting

The Society will provide notice of every General Meeting to each Member as follows:

- (a) by e-mail sent to the address provided by each Member who has provided the Society with an e-mail address not less than 14 days and not more than 60 days prior to the date of the General Meeting; and
- (b) by posting notice of the General Meeting on the Society's website for Members, for at least 21 days immediately prior to the date of the General Meeting.

If necessary in the Board's discretion, the Society may send notice of a General Meeting to one or more Members either personally, by delivery, courier or by mail posted to such Member's Registered Address, or, where the member has provided a fax number or e-mail address, by fax or e-mail, respectively.

4.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution and Ordinary Resolution to be proposed or considered at that meeting.

4.7 **Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member School, or the non-receipt of notice by a Member School, does not invalidate proceedings at that meeting.

5. **PROCEEDINGS AT GENERAL MEETINGS**

5.1 **Business Required at Annual General Meeting**

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the adoption of an agenda;
- (b) the adoption of rules of order;
- (c) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (d) consideration of the report of the Directors;
- (e) consideration of the financial statements and the report of the auditor thereon, if any;
- (f) the consideration of any Member Schools' proposals submitted in accordance with the Act;
- (g) the announcement of Directors.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 **Attendance at General Meetings**

In addition to Member Schools, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

5.3 **Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

5.4 **Quorum**

Quorum for a General Meeting is the greater of:

- (a) fifty (50) Member Schools in good standing; or
- (b) 20% of the current number of Member Schools in good standing,

provided, in either case, that representation from each of the Designated Zones is required for a quorum.

Member Schools that are represented in person at the meeting, by Advance Vote or by a Proxy Holder cast in respect of the General Meeting will be deemed to be present at the meeting and counted towards quorum.

5.5 Lack of Quorum

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 Member Schools, will be terminated, but in any other case it will stand adjourned to the next day, 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 Member Schools present will constitute a quorum and the meeting may proceed.

5.6 Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.7 Chair of General Meeting

The President (or in the absence or inability of the President, a Vice-President) will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings; but if at any general meeting the President and Vice-President, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may appoint one of their number to preside as chair at that meeting. If the President and all other Directors present are unwilling to act as chair, the Member Schools present will chose one of their number to be a chair.

5.8 Alternate Chair

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Member Schools present at such meeting, he or she may preside as chair.

5.9 Role of Chair

The Person presiding as chair of a General Meeting may not move or second a motion or resolution, but may speak in debate on, or answer questions related to, any motion or resolution without surrendering the chair.

5.10 **Adjournment**

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.11 **Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

5.12 **Minutes of General Meetings**

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

6. **VOTING BY MEMBERS**

6.1 **Ordinary Resolution Sufficient**

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Member Schools will be decided by an Ordinary Resolution.

6.2 **Entitlement to Vote**

Each Member School in good standing is entitled to one (1) vote on matters for determination by the Member Schools, which vote may be exercised by the Member School's Designated Representative. No other Person is entitled to vote on a matter for determination by the Member Schools, whether at a General Meeting or otherwise.

6.3 **Advance Voting**

The Board may determine to conduct a vote of the Member Schools, in whole or in part, by Advance Votes to be cast prior to a General Meeting provided that the system of voting meets the following criteria:

- (a) the identity of each voter can be authenticated;
- (b) the votes can be gathered in a manner that permits their subsequent verification; and;
- (c) the tallied votes can be presented anonymously, in such a way as to be impossible for the assembly to identify how an individual Member School voted.

A Member School that casts an Advance Vote is deemed to be present at a General Meeting and will be counted towards quorum at such meeting.

The results of a vote conducted by Advance Votes prior to a General Meeting will be announced at a General Meeting and added to those votes cast at a General Meeting by the Member

Schools present at the meeting by their Designated Representatives to determine the total votes cast on a question.

Notwithstanding section 6.5, a Member School that casts an Advance Vote may not grant its proxy to a Proxy Holder.

A Member School that casts an Advance Vote may attend in person (via the designated representative) at the General Meeting to which their Advance Vote applies, but as their vote has already been counted, each such Member School may not:

- (a) cast an in person vote on any matter for which it could have cast an Advance Vote; or
- (b) amend its previously submitted Advance Votes, at the meeting. Such Member School will not be counted toward quorum a second time.

6.4 In Person Voting at General Meetings

Voting in person at a General Meeting will be by show of voting cards, except that, at the request of any two (2) Member Schools present, a secret vote by written ballot will be required.

Matters arising at a General Meeting will be determined by a vote of those Member Schools present at the meeting by their Designated Representatives.

6.5 Voting by Proxy

Proxy voting is permitted at General Meetings, subject to these Bylaws and in accordance with the following rules:

- (a) a Member School may, by form of proxy, appoint another Member School from within the same Zone as its Proxy Holder and to attend and act at a specified General Meeting on or its behalf;
- (b) a form of proxy appointing a Proxy Holder must:
 - (i) be in a form approved by the Board; and
 - (ii) be signed and dated by an authorized representative of the Designated Representative of the Member School; and
 - (iii) not be from a school that has submitted an Advanced Ballot
 or it is void and of no effect; and
- (c) a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the Member School, provided that if a form of proxy does not state the General Meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next General Meeting held on or after the date indicated on the form of proxy.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

7.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with Act and the regulations thereunder; and
- (d) subject to Sections 7.2(a) to 7.2(c), act in accordance with these Bylaws.

Without limiting sections 7.2(a) to (d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

7.3 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than 18 years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

In addition to the foregoing, to be eligible to be nominated, elected or appointed to serve (or continue to serve) as a Director, he or she must:

- (e) be a teacher or administrator at a Member School; or
- (f) be an active teacher on call (TOC) with more than ten (10) years' experience as a full-time teacher, and is not more than two (2) years removed from being a full-time teacher; or
- (g) be a non-instructional teacher or school district administrator paid by a school district; and
- (h) not be suspended or on a significant leave of absence from his or her position at his or her Member School.

7.4 Composition of Board

The Board will be composed of a minimum of five (5) and a maximum of seven (7) Directors, as follows:

- (a) the President;
- (b) at least one (1) and not more than two (2) Vice-Presidents; and
- (c) not less than two (2) and not more than four (4) Directors-at-large.

7.5 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

7.6 Election of Directors

Directors will be elected by the Member Schools at, or prior to, a General Meeting and will take office fourteen (14) days after the date of such meeting.

Separate elections or ballots, as the case may be, will be held for the President and for each Vice-President to be elected. Elections for Directors-at-large may be conducted on a single ballot.

7.7 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws become effective will continue as a Director for the term to which he or she was most recently elected.

Any previous terms served by Directors are not counted towards the term limits set out below.

7.8 Term of Directors

The term of office of Directors will normally be two (2) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence fourteen (14) days after the date of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced fourteen (14) days after the annual general meeting next following such extraordinary general meeting.

7.9 Consecutive Terms and Term Limits

Directors may be elected for up to three (3) consecutive full terms. A Person who has served six (6) consecutive years as a Director, by any combination of terms, may not be re-elected for at least one (1) year following the expiry of his or her latest term.

7.10 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation, provided that if any two (2) Member Schools so request, a vote will be required, to be conducted as determined appropriate by the Person presiding as chair of the meeting.

7.11 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

7.12 Voiding of Ballot

No Member School will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

7.13 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office on the date which is fourteen (14) days after the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below five (5), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.14 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Person qualified in accordance with section 7.3 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the date that is fourteen (14) days after the next annual general meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

7.15 Removal of Director

The Member Schools may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

7.16 Ceasing to be a Director

A Person will immediately and automatically cease to be a Director:

- (a) upon the date which is the later of:
 - (i) the date of delivering his or her resignation in writing to the President or to the Address of the Society; and
 - (ii) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term, unless re-elected;
- (c) upon the date such Person is no longer qualified pursuant to section 7.3;
- (d) upon his or her removal; or
- (e) upon his or her death.

8. POWERS AND RESPONSIBILITIES OF THE BOARD

8.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Member Schools in a General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

8.2 Board Acts Valid

No rule, decision or resolution of the Society invalidates a prior act of the Board that would have been valid if that rule, decision or resolution had not been made.

8.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

In addition to the above, the Board has the authority to make editorial changes to the Society's Handbook. Editorial changes may belong to but are not limited to one or more of the following categories:

- (a) correction of typographical errors;
- (b) changes in wording that reflect current interpretations;
- (c) change in the Canadian Human Rights Code & BC Administrative Tribunals Act;
or,
- (d) the result of a court order.

Editorial changes may be incorporated into the subsequent year's Handbook until the print deadline.

8.4 Remuneration of Directors and Officers and Reimbursement of Expenses

Directors shall not be remunerated for serving in their capacity as a Director. Directors may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

8.5 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

8.6 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

8.7 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

9. PROCEEDINGS OF THE BOARD

9.1 Schedule and Place of Board Meetings

The Board will meet not less than twice each fiscal year, but may meet more often and may schedule meetings and otherwise regulate meetings of the Board as it sees fit.

Meetings of the Board may be held at any time and place determined by the Board, provided that notice is provided to every Director.

9.2 Calling of Meetings

The President may at any time call a meeting of the Board.

Any two (2) Directors may require a meeting of the Board be called as soon as possible by submitting a notice of meeting signed by two or more Directors to the Address of the Society.

9.3 Notice of Board Meetings

At least two (2) days' notice of a meeting of the Board will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

9.4 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

9.5 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

9.6 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;

- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

9.7 Chair of Meetings

The President (or, in the absence or inability of the President, a Vice-President) will, subject to a Board Resolution appointing another Person, preside as chair at all meetings of the Board.

If at any meeting of the Board the President, the Vice-President(s) and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

9.8 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

9.9 Role of Chair

The Person presiding as chair of a meeting of the Board may, if the Person is a Director, move, second and speak in debate on any motion or resolution at the meeting.

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these Bylaws.

9.10 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

10. DECISION MAKING AT BOARD MEETINGS

10.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

10.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

10.3 Entitlement to Vote

Subject to section 9.6, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

10.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot; or
- (c) by roll-call vote or poll.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

11. OFFICERS

11.1 Officers

The officers of the Society are the President, one (1) or two (2) Vice-Presidents, Secretary and Treasurer, together with such other offices, if any, as the Board, in its discretion, may create. The above required officers must be Directors.

The Board may, by Board Resolution, create and remove such other offices of the Society as it deems necessary and determine the duties and responsibilities of all officers.

11.2 Election of President and Vice-President(s)

The President and Vice-President(s) will be elected by the Member Schools with the election of Directors held at, or prior to, a General Meeting at which a vacancy in these offices will arise. The President and each Vice-President must also be a Director.

11.3 Appointment of Secretary and Treasurer

Each year at the first meeting of the Board following the annual general meeting the Board will appoint from amongst themselves Directors to serve as the Secretary and the Treasurer.

11.4 Term of Officer

The term of office for each officer will be two (2) years, commencing on the date the Director is elected or appointed as an officer in accordance with these Bylaws and continuing until the first meeting of the Board held after the annual general meeting that is held two years later. A Director may be elected or appointed as an officer for consecutive terms.

11.5 Removal of Officers

A Person may be removed as an officer by Board Resolution.

11.6 Replacement

Should the President or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay. In the case of the President or a Vice-President, the replacement will hold office until the close of the next annual general meeting.

11.7 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

11.8 Duties of Vice-President

A Vice-President will assist the President in the performance of his or her duties and will perform those duties in the absence or inability of the President.

A Vice-President will perform such other duties as may be assigned by the Board.

11.9 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;

- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Member Schools; and
- (e) the conduct of the correspondence of the Society.

11.10 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Member Schools and others, when required.

11.11 Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

11.12 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

12. INDEMNIFICATION

12.1 Indemnification of Directors and Eligible Parties

To the extent **permitted** by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

12.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

13. ORGANIZATION OF SOCIETY

In addition to the Board and the Member Schools, the Society will include the following contributing groups:

- (a) committees;
- (b) the advisory committee;
- (c) the council of athletic association presidents;
- (d) the council of sport commissioners;
- (e) the Sport Commissions.

Terms of reference for these various contributing bodies can be found in the schedules and in the policies and procedures of the Society.

14. COMMITTEES

14.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

The Member Schools may, by Ordinary Resolution, require the Board to establish a standing committee or Sport Commission.

14.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

A list of the current committees of the Society is appended as Schedule A to these Bylaws, which schedule may be amended by the Board to reflect changes to committees from time to time.

14.3 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

14.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

15. ADVISORY COMMITTEE

15.1 Advisory Committee Established

The Society will have an advisory committee as a major standing committee. The advisory committee will be governed by terms of reference adopted by the Board, and composed of such of the Directors, officers and other Persons as are required by the terms of reference or invited by the Board. The role of the advisory committee is to provide information and recommendations to the Board in its administration of the affairs of the Society.

The President (or, in the absence of the President, a Vice-President) will preside as chair at all meetings of the advisory committee.

16. COUNCILS OF THE SOCIETY

16.1 Council of Athletic Association Presidents

Council members are the presidents of the Athletic Associations, including Regional Athletic Associations, who are representatives of the recognized School Athletic Associations as approved by the Board and outlined in the BC School Sports Handbook. The Council of Athletic Association presidents will discuss and make recommendations to the Board and to Member Schools on areas of concern that are common to the School Athletic Associations. Additional Council of Athletic Association Presidents terms of reference are listed in schedule and in the policies and procedures of the Society.

16.2 Council of Sport Commissioners

The Council of Sport Commissioners will discuss and make recommendations to the Board and to Member Schools on areas of concern that are common to the Sport Commissions. The members of this council are Sport Commissioners who are representatives of the Sport Commissions as outlined in Schedule A. Additional Council of Sport Commissioners terms of reference are listed in schedule and in the policies and procedures of the Society.

17. SPORT COMMISSIONS

17.1 Creation of Sport Commissions

The Board may, of its own volition or as may be required by Ordinary Resolution, establish a Sport Commission or recognize and thereby affiliate with an existing Sport Commission.

A list of the recognized Sport Commissions as currently constituted is appended as Schedule A to these Bylaws, which schedule may be amended by the Board to reflect changes to the number of Sport Commissions operating from time to time.

17.2 Role of Sport Commissions

A recognized Sport Commission, whether separately incorporated or otherwise, will operate as a standing committee of the Society. Additional Sport Commission terms of reference are listed in the schedule and in the policies and procedures of the Society.

Each Sport Commission will:

- (a) promote the purposes and values of the Society;
- (b) support the goals and programs of the Society as applicable to its sport;
- (c) organize competitions for Zone and Provincial Championships in accordance with the terms of reference established by the Society;
- (d) be represented at the Council of Sport Commissioners; and
- (e) adhere to such policies as may be established by the Board.

17.3 Dissolution or Disaffiliation

A Sport Commission may be dissolved (if not separately incorporated) or disaffiliated with the Society (if separately incorporated) by Ordinary Resolution.

17.4 Sport Commissioner

The Society may appoint a Person as a sport commissioner for a recognized Sport Commission, in accordance with the terms of reference contained in the policies and procedures of the Society. A sport commissioner appointed by the Society may be revoked by Board Resolution.

17.5 Reporting

A Sport Commission will report to the Society from time to time as directed by the Board.

18. EXECUTION OF INSTRUMENTS

18.1 No Seal

The Society may have a corporate seal but will not use the seal for the purpose of executing documents.

18.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Society may be signed as follows:

- (a) for any contract, instrument or document relating to the receipt, payment or obligation for an amount greater than or equal to \$10,000, by any two (2) Directors, or by any one (1) Director and one (1) senior management employee; and
- (b) for contract, instrument or document relating to the receipt, payment or obligation for an amount less than \$10,000, by any two (2) employees, including at least one (1) management employee.

All contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

19. FINANCIAL MATTERS AND REPORTING

19.1 Fiscal Year

The fiscal year of the Society may be determined by the Board from time to time.

19.2 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

19.3 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

19.4 Restrictions on Borrowing Powers

The Member Schools may by Ordinary Resolution restrict the borrowing powers of the Board.

19.5 **When Audit Required**

The Society is not required to be audited. However, the Society will conduct an audit or review of its annual financial statements if:

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the Member Schools require the appointment of an auditor by Ordinary Resolution,

in which case the Society will appoint an auditor qualified in accordance with, and will comply with all relevant provisions of, Part 9 of the Act and these Bylaws.

19.6 **Appointment of Auditor at Annual General Meeting**

If the Society determines to conduct an audit or review engagement, an auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

19.7 **Vacancy in Auditor**

Except as provided in section 19.8, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

19.8 **Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

19.9 **Notice of Appointment**

An auditor will be promptly informed in writing of such appointment or removal.

19.10 **Restrictions on Appointment**

A Person who is not independent of the Society in accordance with section 113 of the Act must not be appointed or act as the auditor for the Society.

19.11 **Auditor's Report**

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

19.12 **Participation in General Meetings**

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to the meeting to which a Member School is entitled;

- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

20. NOTICE GENERALLY

20.1 Entitlement to Notice

Notices of a General Meeting will be given to:

- (a) the Designated Representative for every Member School shown on the register of Member Schools on the day the notice is given;
- (b) every Director shown on the register of Directors on the day the notice is given; and
- (c) the auditor, if any is appointed.

20.2 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member School or a Director either personally, by delivery, courier or by mail posted to such Member School or Director's Registered Address, or, where the Member School or Director has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

20.3 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, 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, between the time of posting and the deemed giving 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 occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

20.4 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

21. MISCELLANEOUS

21.1 Dissolution

On the winding up or dissolution of the Society, the assets of the Society shall not be distributed among the members or any of them, unless such recipient member or members are charitable institutions in existence solely for charitable purposes. After all debts have been paid, or provision for their payment has been made, the assets remaining shall be paid, transferred and delivered to one or more charitable institutions in existence solely for charitable purposes, which shall be chosen by resolution of the members of the Society, or failing such resolution, by resolution of the directors of the society. This provision is unalterable.

The foregoing paragraph was previously unalterable and formed part of the Society's Constitution and is reproduced as it read immediately before the coming into force of the Act. This provision may be revised or removed from the Bylaws, despite the fact that it was previously unalterable.

21.2 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Designated Representative of a Member School in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to examine any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Member Schools in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Member Schools in a General Meeting;
- (f) the register of Directors;
- (g) the register of Member Schools;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director regarding a conflict of interest.

Except as expressly provided by statute or at law, the Designated Representative of a Member School will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Designated Representative of a Member School in good standing may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the Designated Representative of a Member School to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Designated Representative of a Member School is allowed to examine may be provided on request by such Person for a fee to be determined by the Board.

21.3 Right to become Member of other Society

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

22. BYLAWS

22.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member School is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

22.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

22.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

THESE BYLAWS AMENDED BY SPECIAL RESOLUTIONS DATED: May 12, 2018.