

SOCIETIES ACT

BYLAWS  
OF THE  
BC SCHOOL SPORTS

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**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) **“Alter”** means amend, add to, delete or replace;
- (d) **“Appointing Entities”** means the following entities:
  - (i) BC Confederation of Parent Advisory Councils;
  - (ii) BC Principals and Vice Principals Association;
  - (iii) BC School Trustees’ Association;
  - (iv) BC School Superintendents’ Association;
  - (v) BC Teachers Federation;
  - (vi) Federation of Independent School Associations;
  - (vii) Indigenous Sport, Physical Activity and Recreation Council;
  - (viii) Ministry of Education; and
  - (ix) Ministry of Tourism, Arts, Culture & Sport;
- (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 appointed in accordance section 2.12 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) **“District Based Administrator”** means a Person who is the Superintendent, Assistant Superintendent, District Principal, Director of Instruction or other position with similar duties and responsibilities by whatever title they are known;
- (l) **“General Meeting”** means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Society;
- (m) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (n) **“Legislative Assembly”** means the body of Legislative Assembly Members, assembled in a duly constituted General Meeting and acting as authorized by the Act and these Bylaws;
- (o) **“Local Athletic Association”** means an Organization (whether or not separately incorporated) usually of a single or small number of school districts, existing to coordinate local school sport competitions within a defined geographic boundary within the Province of British Columbia;
- (p) **“Members”** means those Persons and Schools that are, or that subsequently become, members of the Society in any class of membership in accordance with these Bylaws and that, in either case, have not ceased to be members of the Society;
- (q) **“Ministry of Education”** means the Ministry of Education of the Province of British Columbia, or its successor ministry;
- (r) **“Ordinary Resolution”** means:
  - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members in good standing entitled to vote in person, at a duly constituted General Meeting; or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by at least 2/3 of the voting Members 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 by whatever title they are known;
- (w) **“Registered Address”** of a Member or Director means the address of that Person or Organization as recorded in the register of Members or the register of Directors;
- (x) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (y) **“School”** means:
  - (i) 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; or
  - (ii) a first nation school in British Columbia that is accredited by the government of Canada;
- (z) **“School Based Administrator”** means a Person who is the Principal, vice-principal, head administrator, assistant head administrator or other position with similar duties and responsibilities by whatever title they are known;
- (aa) **“Secretary”** means a Person elected to the office of secretary in accordance with these Bylaws;
- (bb) **“Society”** means “BC School Sports”;
- (cc) **“Special Resolution”** means:
  - (i) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote in person, at a duly constituted General Meeting; or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member 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;
- (dd) **“Treasurer”** means a Person elected to the office of treasurer in accordance with these Bylaws;

- (ee) **“Vice-President”** means a Person elected to the office of vice-chair in accordance with these Bylaws; and
- (ff) **“Zone”** or **“Designated Zone”** means those geographic regions set out in Schedule A, 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. Schedule A may be updated or altered by Board Resolution from time to time. Schedule B may be updated or altered by Ordinary Resolution from time to time.

# 2. **MEMBERSHIP**

## 2.1 **Admission to Membership**

Membership in the Society will be restricted to:

- (a) those Persons and Schools who transition as Members pursuant to Bylaw 2.14; and
- (b) those Persons and Schools who subsequently become Members in accordance with these Bylaws.

## 2.2 **Classes of Membership**

There will be one (1) class of voting membership, called the Legislative Assembly Members, and one (1) class of non-voting membership, called Member Schools.

## 2.3 **Eligibility for Legislative Assembly Membership**

Legislative Assembly membership is restricted to:

- (a) the Directors of the Society, in accordance with section 2.4;
- (b) the chair of certain committees, in accordance with section 2.5;
- (c) three (3) representatives appointed by each Zone, in accordance with section 2.6; and
- (d) one (1) representative appointed by each Appointing Entity, in accordance with section 2.7.



## 2.4 **Directors are Legislative Assembly Members**

Each Person who is a Director of the Society in accordance with these Bylaws, as amended from time to time, is automatically and without further action a Legislative Assembly Member, and will continue as a Legislative Assembly Member so long as that Person continues to be a Director.

## 2.5 **Committee Chairs are Legislative Assembly Members**

Each Person who is the chairperson of the:

- (a) Individual Sports Championships Committee;
- (b) Team Sports Championships Committee;
- (c) Fall Sports Rules Committee;
- (d) Winter Sports Rules Committee;
- (e) Spring Sports Rules Committee;
- (f) Eligibility Appeals Committee;
- (g) Competitive Fairness Committee; and
- (h) Sport Medicine and Athlete Safety Committee,

is automatically and without further action a Legislative Assembly Member, and will continue as a Legislative Assembly Member so long as that Person continues to be the chairperson of one of the above-listed committees.

## 2.6 **Appointment by Zones**

On or before June 30<sup>th</sup> of each calendar year each Zone may appoint three (3) Persons to be Legislative Assembly Members, including the following:

- (a) at least (1) School Based Administrator;
- (b) at least (1) Person who is male; and
- (c) at least (1) Person who is female,

by delivering a notice of appointment in writing signed by an authorized signatory to the Address of the Society. Appointed Persons must be nineteen (19) years of age or older.

The Zone may appoint one (1) Person to be an alternate for each Legislative Assembly Member by delivering a notice of appointment in writing signed by an authorized signatory to the Address of the Society. The Persons appointed as alternate Legislative Assembly Members must have the same qualifications in paragraphs (a) to (c) as the Legislative Assembly Member for which they are serving as an alternate.

A Zone may revoke the appointment of a Legislative Assembly Member or an alternate Legislative Assembly Member it appointed by delivering a notice of revocation in writing signed by an authorized signatory to the Address of the Society.

## 2.7 Appointment by Appointing Entities

On or before June 30<sup>th</sup> of each calendar year each Appointing entity may appoint one (1) Person to be a Legislative Assembly Member and one (1) alternate appointee by delivering a notice of appointment in writing signed by an authorized signatory to the Address of the Society. Appointed Persons must be nineteen (19) years of age or older.

An Appointing Entity may revoke the appointment of a Legislative Assembly Member it appointed or their alternate by delivering a notice of revocation in writing signed by an authorized signatory to the Address of the Society.

## 2.8 Term of Appointed Legislative Assembly Members

The term of a Legislative Assembly Member appointed or their alternate in accordance with sections 2.6 and 2.7 will begin on August 1<sup>st</sup> of the year in which the Person is appointed and continue until July 31<sup>st</sup> of the next calendar year, unless he or she otherwise ceases to be a Legislative Assembly Member in accordance with these Bylaws. A Person may be appointed as a Legislative Assembly Member for consecutive terms without limit.

## 2.9 Eligibility for Member Schools

A School may be eligible to be accepted as a Member School if it:

- (a) meets the definition of a School as provided in paragraph 1.1(y); and
- (b) is a member in good standing of their Zone,

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 Zone.

## 2.10 Application for Member Schools

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

An application for Member Schools 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 Member; and
- (c) payment of applicable membership dues and fees.

## 2.11 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, may accept a School as a Member School by entering the School into the register of Members.

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.

### **2.12 Designation of Representative by Member School**

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. 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.

### **2.13 Membership not Transferable**

Membership is not transferable by a Member.

### **2.14 Transition of Membership**

On the date these Bylaws come into force:

- (a) each School that is a member of the Society in good standing (as determined in accordance with these Bylaws) and who is eligible for membership under these Bylaws will continue as a Member in the appropriate class until ceasing in accordance with these Bylaws; and
- (b) each School that is not a member of the Society in good standing (as determined in accordance with these Bylaws) or who is not eligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

### **2.15 Cessation of Membership**

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

- (a) in the case of a Legislative Assembly Member who is either a Director, in accordance with section 2.4, or the chairperson of a Policy Committee, in accordance with section 2.5, on the date he or she ceases to be a Director or chairperson of a Policy Committee, as the case may be;
- (b) in the case of a Legislative Assembly Member appointed in accordance with sections 2.6 or 2.7:
  - (i) upon the date such Member's nomination is revoked by the members' Zone or Appointing Entity; or
  - (ii) upon the expiry of his or her term;

- (c) in the case of a Member School, upon ceasing to be a School, or ceasing to be otherwise eligible for membership in accordance with section 2.9; or
- (d) in the case of any Member:
  - (i) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Secretary or to the Address of the Society and the effective date of the resignation stated thereon;
  - (ii) upon the date which is sixty (60) days from the date on which such Member ceases to be in good standing for non-payment of an amount due and owing to the Society (if any);
  - (iii) upon his, her or its expulsion; or
  - (iv) upon his or her death, or in the case of an Organization, upon its dissolution.

### **3. MEMBERSHIP RIGHTS AND OBLIGATIONS**

#### **3.1 Rights of Membership**

In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership, by class:

##### Legislative Assembly Member:

- (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; and
- (d) to nominate eligible Persons for election as a Director, in accordance with these Bylaws.

##### Member School:

- (e) to receive notice of, and to attend, all General Meetings;
- (f) to speak to motions under consideration in accordance with such rules of order as may be adopted;
- (g) Persons affiliated with a Member School may serve on committees of the Society, as invited;
- (h) 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 that is not in good standing has the right to receive notice of, and to attend, all General Meetings, but is suspended from all of the other rights set out in section 3.1 for so long as he, she or it remains not in good standing.

### 3.3 **Dues**

All fees payable by Members to the Society, including annual fees and special levies and assessments, will be determined by the Board after considering the recommendations of the Legislative Assembly Members.

Annual membership fees are payable by every Member no later than fifteen (15) days after the fall team registration deadline each year. The Board may, by Board Resolution, make changes to the annual membership fees, which will take effect as determined by the Board.

### 3.4 **Renewal and Reapplication of Member Schools**

A Member School may renew its membership prior to its expiry by completing the renewal opt-in process and by paying applicable annual membership fees before the fall team registration deadline of each year, as outlined in the Society's policy.

A Member School whose membership has lapsed may reapply for membership after its expiry in accordance with section 2.10.

### 3.5 **Standing of Members**

All Members are deemed to be in good standing except:

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

### 3.6 **Compliance with Constitution, Bylaws and Policies**

Every Member 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 Members**

A Member may be 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 with a view to determining whether discipline is appropriate. Where a Member is under investigation, the Board or its designate will promptly provide notice in writing to the Member of the nature of the investigation and the alleged wrongful conduct and provide the Member 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 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 discipline, provided that such policies and procedures are not contrary to the Act or these Bylaws.

### **3.8 Expulsion of Members**

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

Notice of a Board Resolution to expel a Member 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 in question.

The Member 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.

## **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 Meeting**

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

### 4.3 **Extraordinary General Meeting**

Every General Meeting other than an annual general meeting is an extraordinary general meeting. The Board will normally call and hold an extraordinary general meeting to serve as an annual planning meeting at least once per year.

### 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 Legislative Assembly Members 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 21 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, or the non-receipt of notice by a Member, 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 Members' 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

Each Member, each Director and the Society's auditor, if any, are entitled to attend every General Meeting. In addition, 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 chairperson, or by Ordinary Resolution.

## 5.3 Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

## 5.4 Quorum

Quorum for a General Meeting is one-third (1/3) of the total number of Legislative Assembly Members in good standing on the date of the General Meeting.

No business, other than the election of a Person to preside as chairperson at the meeting (if required) and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present. 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.

## 5.5 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 Members, 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 Legislative Assembly Members present will constitute a quorum and the meeting may proceed.

#### **5.6 Chair of General Meeting**

The President (or in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings; but if at any general meeting the President and Vice-President, or such alternate Person appointed by a Board Resolution (if any), 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 chairperson at that meeting. If the President and all other Directors present are unwilling to preside as chairperson, the Legislative Assembly Members present will chose one of their number to preside as chairperson.

#### **5.7 Alternate Chair**

If a Person presiding as chairperson of a General Meeting wishes to step down 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 Legislative Assembly Members present at such meeting, he or she may preside as chairperson.

#### **5.8 Role of Chair**

The Person presiding as chairperson 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.

#### **5.9 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.

#### **5.10 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.

#### **5.11 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 Members will be decided by an Ordinary Resolution.

### **6.2 Entitlement to Vote**

Each Legislative Assembly Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person or Organization is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

### **6.3 Voting Procedures**

Voting by Legislative Assembly Members is limited to casting votes in person or by Electronic Means (where permitted) during a General Meeting.

Voting in person will be by show of hands or voting cards, except that, at the request of any five (5) Legislative Assembly Members present, a secret vote by written ballot will be required.

Voting by Electronic Means will be determined by the Board, provided that voting must occur at the same time as voting in person during a General Meeting in a way that only Legislative Assembly Members are able to cast votes.

### **6.4 Voting by Chair**

If the Person presiding as chair of a General Meeting is a Legislative Assembly Member, then they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Legislative Assembly Members. A Person presiding as chair who is not a Legislative Assembly Member has no vote.

The Person presiding as chair of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

### **6.5 Voting by Proxy**

If a Legislative Assembly Member appointed by a Zone in accordance with Bylaw 2.6 is unable to attend a General Meeting, the Person appointed as an alternate for that Legislative Assembly Member may attend the General Meeting in their place and may exercise the rights of membership on behalf of the Legislative Assembly Member.

Proxy voting is otherwise not permitted.

## **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 19 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, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director unless he or she:

- (e) is an athletic director or School Based Administrator of a Member School; or
- (f) is a district administrator or district athletic coordinator of a British Columbia school district; or
- (g) is a current or past president of a Zone or local association; and
- (h) is not suspended or on a significant leave of absence from his or her position in paragraphs (e) through 7.4(c)(i).

## 7.4 Composition of Board

The Board will be composed of up to nine (9) Directors, as follows:

- (a) the President;
- (b) the Vice-President or Past-President, whichever is currently holding office pursuant to Bylaw 9.7;
- (c) seven (7) Directors-at-large, including the following:
  - (i) at least one (1) representative from an A or AA School;
  - (ii) at least one (1) representative from an AAA or AAA School;

- (iii) at least one (1) representative of a rural or semi-rural School, qualified in accordance with section 7.3;
- (iv) at least one (1) representative of a School in either the Thompson-Okanagan Zone or the Vancouver Island Zone, qualified in accordance with section 7.3;
- (v) at least one (1) representative of a School in either the Kootenay Zone, the North Central Zone or North West Zone, qualified in accordance with section 7.3; and
- (vi) at least one (1) representative of a School in either the Vancouver Sea-to-Sky Zone, the Fraser North Zone, the South Fraser Zone or the Eastern Valley Zone, qualified in accordance with section 7.3.

As part of the above composition, at all times there must be at least two (2) female directors at least one (1) of whom must be a qualified representative holding a Director-at-large position pursuant to sub-paragraphs 7.4(c)(ii) to **Error! Reference source not found.**

Further, as part of the above composition, at all times there must be at least two (2) persons meeting the definition of a School Based Administrator or District Based Administrator. Whereas a District Based Administrator holds a Director-at-large position pursuant to **Error! Bookmark not defined.** 7.4(c)(i) or 7.4(c)(ii) the District the Director is an employee of must have at least one School in their District that meets the appropriate classification.

#### 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 **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 will be counted towards the term limits set out below.

#### 7.7 **Term of Directors-at-large**

The term of office of Directors-at-large will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Director-at-large positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

The term of office will commence fourteen (14) days after the date of the annual general meeting at which such Director-at-large was elected. If, however, the Director-at-large was elected other than at an annual general meeting his or her term of office will be deemed to have commenced fourteen (14) days after the next annual general meeting.

### 7.8 Consecutive Terms and Term Limits

Directors-at-large may be elected for up to two (2) consecutive full terms. A Person who has served six (6) consecutive years as a Director-at-large, 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.

Notwithstanding the foregoing, if prior to the expiry of the second term of office of a Director-at-large, he or she is elected in accordance with these Bylaws to take office as the Vice-President, he or she may continue in office for the duration of his or her term as Vice-President, President and Past-President, or until he or she otherwise ceases to be a Director in accordance with these Bylaws.

### 7.9 Appointment to fill Vacancy

If a Director-at-Large 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.

### 7.10 Removal of Director

The Legislative Assembly Members 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.

### 7.11 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. ELECTION OF DIRECTORS-AT-LARGE**

### **8.1 Election of Directors-at-large**

Directors-at-large will be elected by the Legislative Assembly Members at a General Meeting and will take office fourteen (14) days after the date of such meeting.

Elections for Directors-at-large may be conducted on a single ballot.

### **8.2 Election by Acclamation**

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

### **8.3 Election by Secret Ballot**

In elections where there are more candidates than vacant positions for Directors-at-large, 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.

### **8.4 Voiding of Ballot**

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

## **9. OFFICERS**

### **9.1 Officers**

The officers of the Society are the President, either the Vice-President or Past-President, the Secretary and the Treasurer, together with such other offices, if any, as the Board, in its discretion, may create. The President, Vice-President and Past-President are Directors by virtue of their election or succession to such office.

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. Other officers need not be Directors.

### **9.2 Eligibility for Vice-President**

A Person must serve at least one (1) term as a Director in order to be eligible for election as Vice-President.

### 9.3 Election of Vice-President

The Vice-President will be elected by the Legislative Assembly Members every two (2) years at the annual general meeting. The election of the Vice-President shall, in those years, be conducted prior to the election for Directors-at-large. Unsuccessful candidates for Vice-President (if any) may, if they wish and if qualified for available positions, be added to the ballot for as a Director-at-large.

In elections where there is only one candidate for election as Vice-President, that candidate is deemed to be elected by acclamation, provided that if any two (2) Legislative Assembly Members so request, a vote will be required, to be conducted as determined appropriate by the Person presiding as chair of the meeting.

In elections where there is more than one candidate for election as Vice-President, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot.

### 9.4 Term of Office of Vice-President

The term of office of the Vice-President will be one (1) year, commencing on the date that is fourteen (14) days after the annual general meeting at which he or she was elected, and continuing next Vice-President takes office approximately two (2) years later.

### 9.5 President

The Vice-President shall, if he or she consents, continue as President following the completion of his or her term as Vice-President.

The term of office of the President will be two (2) years, commencing on the date his or her term as Vice-President ends and continuing until a new President takes office approximately two (2) years later.

### 9.6 Past-President

The President shall, if he or she consents, continue as Past-President following the completion of his or her term as President.

The term of office of the Past-President will be one (1) year commencing on the date his or her term as President ends and continuing until anniversary of his or her taking office as Past-President.

### 9.7 Vice-President or Past-President

At any given time the officers of the Society will include either a Vice-President, or a Past-President, never both. During the year following an annual general meeting at which a Vice-President is elected, the officers will include a Vice-President and a President in the second year of his or her term. During the subsequent year, the officers will include a President in the first year of his or her term and a Past-President.

### 9.8 **Appointment of Secretary and Treasurer**

Each year at the first meeting of the Board following the annual general meeting the Board will appoint Persons to serve as the Secretary and the Treasurer. A Person need not be a Director in order to be appointed as Secretary or Treasurer.

### 9.9 **Term of Office of Other Officers**

The term of office for all other officers is two (2) years, commencing on the date the Director is 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.

### 9.10 **Consecutive Terms**

Officers other than President, Vice-President and Past-President may be elected or appointed for consecutive terms. A Person who has served ten (10) consecutive years as any officer, by any combination of terms and in any offices, may not be re-elected or appointed for at least one (1) year following the expiry of his or her latest term.

### 9.11 **Removal of Officers**

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

### 9.12 **Replacement**

Should any 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 appoint a replacement without delay. In the case of the removal of the President, the Vice-President will, if willing, be appointed as President for the remainder of the vacant term, and any succeeding term. In the case of the removal of the Vice-President, the replacement appointed will hold office for the remainder of the vacant term, plus the succeeding terms as President and Past-President.

### 9.13 **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.

### 9.14 **Duties of Vice-President**

The 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.

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

### 9.15 **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.

#### 9.16 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.

#### 9.17 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.

#### 9.18 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.

### 10. POWERS AND RESPONSIBILITIES OF THE BOARD

#### 10.1 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 Members 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.

#### 10.2 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.

### 10.3 **Policies and Procedures**

The Legislative Assembly may establish such rules, regulations, policies and procedures relating to sport, fair play, athlete safety and competition as it deems expedient.

The Board may establish such rules, regulations, policies or procedures relating to all other aspects of the governance and operations of the Society as it deems expedient. Furthermore, the Board may establish rules, regulations, policies and procedures relating to sport, fair play, athlete safety and competition where there is either no policy in place, or where there is a significant risk to the Society. Rules, regulations, policies and procedures relating to sport, fair play, athlete safety or competition established by the Board will be in effect until the next General Meeting where they may either be ratified or defeated by the Legislative Assembly Members.

The Board may interpret and enforce the Society's rules, regulations, policies and procedures, including those established by the Legislative Assembly and those established by the Board.

No rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

### 10.4 **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.

### 10.5 **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.

### 10.6 **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.

### 10.7 **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.

## **11. PROCEEDINGS OF THE BOARD**

### **11.1 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.

### **11.2 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.

### **11.3 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.

### **11.4 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.

### **11.5 Quorum**

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

### **11.6 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.

### 11.7 Chair of Meetings

The President (or, in the absence or inability of the President, the Vice-President (if any)) 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 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.

### 11.8 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.

### 11.9 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.

### 11.10 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.

## **12. DECISION MAKING AT BOARD MEETINGS**

### **12.1 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.

### **12.2 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.

### **12.3 Entitlement to Vote**

Subject to section 11.6, 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.

### **12.4 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.

## **13. INDEMNIFICATION**

### **13.1 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.

### 13.2 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.

## 14. COMMITTEES

### 14.1 Creation and Delegation to Committees

The Legislative Assembly Members may create such standing policy committees as may from time to time be required by Ordinary Resolution. The Board may create such standing committees, special committees, working groups or task forces as may from time to time be required by Board Resolution. 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 an Ordinary Resolution or Board Resolution, as the case may be.

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.

### 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 Legislative Assembly Members decide to create a committee, the Legislative Assembly Members 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 Legislative Assembly Members, in the Terms of Reference or otherwise, and will report every act or thing done in the exercise of those powers at the next General Meeting held after it has been done, or at such time or times as the Legislative Assembly Members may determine.

In the event the Board decide to create a committee, the Board 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 the exercise of those powers

at the next Board meeting held after it has been done, or at such 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 by the rules set out in these Bylaws governing proceedings of the Board, with such necessary changes having been made to ensure that the language makes sense in the context.

### 15. ZONES

#### 15.1 General

There shall be nine (9) Zones that may choose whether or not to incorporate but must have written legislation governing its operations.

Zones will be comprised of the Schools, regardless of their Ministry of Education designation of public, independent or otherwise, that physically reside in the geographic boundaries of the Districts as listed below:

1. **Kootenay Zone**; school districts number 5, 6, 8, 10, 20 and 50.
2. **Thompson-Okanagan Zone**; school districts number 19, 22, 23, 53, 58, 67, 73, 74 and 83.
3. **North Central Zone**; school districts number 27, 28, 49, 57, 59, 60, 81 and 91.
4. **North West Zone**; school districts number 50, 52, 54, 82, 87, 92.
5. **Vancouver Island Zone**; school districts number 47, 61, 62, 63, 64, 68, 69, 70, 71, 72, 79, 84 and 85.
6. **Vancouver Sea-to-Sky Zone**; school districts number 39, 44, 45, 46 and 48.
7. **Fraser North Zone**; school districts number 40, 41, 42 and 43.
8. **South Fraser Zone**; school districts number 36, 37 and 38.
9. **Eastern Valley Zone**; school districts number 33, 34, 35, 75 and 78

Note: SD 93 (francophone) schools will belong to and compete in the zone that their school physically resides in.

#### 15.2 Compliance with the Bylaws and Policies

Each Zone must comply with these Bylaws and the regulations and policies of the Society in effect from time to time. A Zone may create policies that are more restrictive than these Bylaws and the regulations and policies of the Society, however a Zone may not create or follow policies that are less restrictive than these Bylaws or the regulations and policies of the Society.

### 15.3 **Zone President and Secretary**

Each Zone must appoint a Person to act as Zone president and another Person to act as Zone secretary.

## 16. **EXECUTION OF INSTRUMENTS**

### 16.1 **No Seal**

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

### 16.2 **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.

## 17. **FINANCIAL MATTERS AND REPORTING**

### 17.1 **Fiscal Year**

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

### 17.2 **Accounting Records**

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

### 17.3 **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.



#### 17.4 **Restrictions on Borrowing Powers**

The Legislative Assembly Members may by Ordinary Resolution restrict the borrowing powers of the Board.

#### 17.5 **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 Legislative Assembly Members 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.

#### 17.6 **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.

#### 17.7 **Vacancy in Auditor**

Except as provided in section 17.8, 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.

#### 17.8 **Removal of Auditor**

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

#### 17.9 **Notice of Appointment**

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

#### 17.10 **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.

#### 17.11 **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.

### 17.12 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 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.

## 18. NOTICE GENERALLY

### 18.1 Entitlement to Notice

Notices of a General Meeting will be given to:

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

### 18.2 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member 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 electronic mail address, by fax or electronic mail, respectively.

### 18.3 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.

#### 18.4 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.

### 19. MISCELLANEOUS

#### 19.1 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.

#### 19.2 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 Member 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 Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (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, a Member 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 Member 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 Member 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 which a Member is allowed to examine may be provided on request by such Person for a fee to be determined by the Board.

### **19.3 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.

## **20. BYLAWS**

### **20.1 Entitlement of Members to copy of Constitution and Bylaws**

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

### **20.2 Special Resolution required to Alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

### **20.3 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.