



Glenlyon Norfolk School Society

Bylaws

September 22, 2017



GLENLYON NORFOLK SCHOOL SOCIETY

BYLAWS

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1 PREAMBLE

The Glenlyon Norfolk School Society is referred to in this document as 'the Society'.

The purpose of the Society is to operate a not-for-profit, independent, Junior Kindergarten to Grade 12 school, based in the Capital Regional District of British Columbia, that challenges and supports each student to do their best through truth and courage in learning and in life.

The Society achieves its purpose by:

- (a) maintaining the School as a worthy successor to the educational philosophies, disciplines and traditions of Glenlyon and Norfolk House Schools by living their core values;
- (b) engaging students so that, at all times, they employ the highest ethical and moral standards;
- (c) encouraging students to contribute to the welfare of the community;
- (d) creating exceptional community; and
- (e) having outstanding faculty and staff.

1.1 INCORPORATION

Norfolk House was established as a school in 1913 and Glenlyon, in 1932.

The two schools amalgamated in 1986.

The Society was incorporated under the *Society Act (RSBC 1996)*.

The *Society Act* was replaced by the *Societies Act on November 28, 2016*.

The Society is governed by the *Societies Act* and Regulations or any act or regulation that may replace that legislation.

If there is a conflict between these bylaws and the legislation, the legislation prevails.

2 INTERPRETATION

2.1 DEFINITIONS

In addition to those in the Act, the following definitions apply to these bylaws.

"Act" or "Societies Act" means the *Societies Act* or any act that replaces that Act.

"Alumnus" means a student who:

- (a) has attended at least one scholastic year at Glenlyon Norfolk School or either of the predecessor schools; and
- (b) has not been expelled or asked not to re-enroll.

"Annual Report" means the report that must be filed with the Registrar within 30 days of the AGM.

"Annual General Meeting" means the annual meeting of the members of the Society that the Society is required to convene once each calendar year.



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“Board of Governors” means the Glenlyon Norfolk School Society Board of Governors (the Board) that:

- (a) is the governing body of the Society;
- (b) is composed of Governors appointed and elected in accordance with section 7.1.2, Elected Governors and section 7.1.3 Appointed Governors; and
- (c) carries out the duties in section 7.1.8, Duty of Governors.

“Board Assistant” means a person employed by or under contract to the Board to provide administrative support to the Board.

“Board report” or **“Governors’ report”** means the report given by the Chair, on behalf of the Board, at the Annual General Meeting that provides accountability on the activities of the past year and that may reflect on what is anticipated.

“Board Resolution” means a resolution that:

- (a) is passed at a Board meeting by a simple majority; or
- (b) has been sent in writing to all the Governors and is consented to in writing by a simple majority (see ‘consent resolution’ below).

“Bylaws” means these bylaws and any changes approved by the General Members by special resolution and registered with the Registrar.

“Chair” means the person elected by the Board from the elected Governors to chair the Board of Governors.

“consent resolution” means a resolution that is sent in writing to all Governors for their consideration without a meeting (see Board Resolution above) and that can be voted on in counterpart (see below).

“Constitution” means the Constitution and any changes approved by the General Members by special resolution and filed with the Registrar.

“counterpart” means two or more copies of a paper or electronic document that are considered as though they were one document.

“Court” means the Supreme Court of British Columbia.

“Facility” means any facility owned or operated by the Society.

“General Meeting” means a meeting of the members of the Society. There are two types of general meetings: Annual General Meetings held in accordance with section 6.3 Annual General Meeting; and Special General Meetings held in accordance with section 6.4 Special General Meetings.

“Governor” means a member who is elected or appointed to the position in accordance with section 7.1.2 Elected Governors or section 7.1.3 Appointed Governors.

“in writing” means any way of communicating that is on paper or that can be printed onto paper (such as fax or email).

“mailing address” means the registered office mailing address as set out in the Society’s Statement of Directors and registered office and in accordance with section 3, Registered Office.

“Material” means in the context of:



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- (a) discussing an issue, information that could alter the discussion and / or the decision;
- (b) accounting records, the level determined by the auditors to be material, usually such that it would alter the financial statements;
- (c) preparing an audit of the financial position, the level determined by the auditors to be material, usually such that it would alter the report on the Society's financial position and / or the results of its operations;
- (d) conflict of interest for a Governor, a position that would render the Governor incapable of objectively considering the issue or incapable of voting in the best interest of the Society; and
- (e) disclosure of a direct or indirect interest in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter.

"Member" means a person who qualifies for membership in accordance with section 5.1 Classes of Members.

"Member in good standing" means a member who has met all their legal obligations to the Society.

"Officer" means a Governor who is elected by the Board to be the Chair, Vice-Chair, Treasurer, Secretary or if the last two positions are combined, Secretary-Treasurer in accordance with section 8.1.2 Officers.

"Ordinary Resolution" means a resolution that is:

- (a) passed in a general meeting by a simple majority of the votes cast in advance or in person; or
- (b) consented to in writing by a simple majority of the General Members.

"Parent" means the parent or legal guardian of a student or alumnus.

"Policy" means the Glenlyon Norfolk School Society Policy Handbook as this may be amended from time to time.

"Quorum" means the minimum number of Governors required to transact business at a board meeting (see section 8.3.4 Quorum for Board meetings) or the minimum number of General Members required to transact business at a general meeting (see section 6.2.1 Quorum for a General Meeting).

"Register of Directors" means the list of the Governors including their names and contact information.

"Register of Members" means the list of members by class of membership, including their contact information as provided by the members.

"Registered Address" means in respect of a member, the member's address as recorded in the Register of Members, and in respect of a Governor, means the Governor's address as provided to the Society and reported to the Registrar.

"Registrar" means the Registrar of Companies of the Province of British Columbia.

"School" means the school operated by the Society.

"Senior Manager" means the person engaged by the Board to manage the activities and internal affairs of the Society with the title of "Head of School".



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“**Society**” means the Glenlyon Norfolk School Society (‘GNS Society’ or the ‘Society’).

“**Special Business**” means:

- (a) any business conducted at a Special General Meeting except adopting the rules of order; and
- (b) any business conducted at an Annual General Meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor’s report, electing the Governors, and appointing an auditor.

“**Special General Meeting**” means a meeting of the members of the Society that is called between Annual General Meetings in order to deal with urgent matters that require the General Members’ approval before the next Annual General Meeting.

“**Special Resolution**” means a resolution that is:

- (a) passed at a general meeting by at least 2/3 of the votes cast by the General Members whether cast in person or in advance of the meeting (see section 6.2.4 Voting at General Meetings); or
- (b) consented to in writing by at least 2/3 of the General Members.

“**Statement of Directors and registered office**” means the statement filed with the Registrar that sets out:

- (a) the Governors’ full names and addresses; and
- (b) the Society’s delivery address and mailing address.

“**Student**” means a pupil in attendance at Glenlyon Norfolk School.

“**Voting Members**” means General Members who have the right to vote in accordance with section 5.1 Classes of Members.

2.2 GRAMMAR

If a word is used in the singular, where it makes sense, it also means the plural.

Words importing a person include individuals as well as corporations.

2.3 PROCEDURES

Any procedures not covered in the legislation, regulations or these bylaws are governed by the Society’s policies.

3 REGISTERED OFFICE

The Society’s:

- (a) registered office is at: 801 Bank Street, Victoria, BC V8S 4A8;
- (b) delivery address is at the same location; and
- (c) mailing address is at the same location.

The Society may change that address by:

- (a) filing a notice of change to the Registrar; or
- (b) including the change in the annual report filed with the Registrar after an Annual General Meeting.



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The change of address is effective the day after the record has been filed with the Registrar.

4 SOCIETY RECORDS

4.1 RECORDS TO BE KEPT

The Society will keep two kinds of records, those that:

- (a) relate to the formation of the society, from official bodies, and the composition of the society (provision 20 (1) in the Act); and
- (c) relate to the operation of the society (provision 20 (2) of the Act).

4.1.1 Records related to the Society's formation and structure

The Society must keep the following records related to its formation, registers of members and Directors, and records related to the Society as a whole:

- (a) the certificate of incorporation as a society;
- (d) certified copies from the Registrar of the:
 - (i) constitution;
 - (ii) bylaws;
 - (iii) statement of Directors; and
 - (iv) statement of the Society's office;
- (e) copies of records from the Registrar, other than in response to a request;
- (f) orders from any:
 - (i) court or tribunal, and
 - (ii) government body, agency or official;
- (g) the Register of Directors with their contact information;
- (h) consents to act as Director, declarations of conflict of interest and resignations;
- (i) disclosures of conflict of interest by Governors and the Head of School;
- (j) Register of Members, by classes of members with contact information;
- (k) the minutes of general meetings, including the text of each resolution passed;
- (l) consents to resolutions received from General Members in the case of consent resolutions;
- (m) the financial statements; and
- (n) the auditor's reports.

4.1.2 Records of the Society's operations

The Society must keep records of its operations:

- (a) the minutes of each meeting of the Board of Governors, including
 - (i) a list of the Governors present, and
 - (ii) the text of each resolution passed at the meeting
- (b) a copy of each consent resolution and a copy of each of the consents;



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- (c) accounting records of each transaction that materially affected the financial position; and
- (d) audit reports.

4.2 DISPOSAL OF RECORDS

The Society may dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the Society.

4.3 LOCATION OF RECORDS

The Society will keep electronic records at the Society's registered office and paper copies at 1701 Beach Drive, Victoria, BC, V8R 6H9.

The Governors may approve other location(s) at which some or all of the records may be kept.

If there are records that are not kept at the registered office, the Society must have a written notice at the registered office showing the location(s) and the records that are stored there.

4.4 MAINTENANCE OF RECORDS

The Society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

4.5 INSPECTION OF RECORDS

The Governors, members and other authorized persons must be able to inspect the books and records at all reasonable times.

4.5.1 Governors

Governors may, without charge, inspect any Society record in section 4.1, Records to be kept.

4.5.2 Members

Members may, without charge, inspect:

- (a) the records listed in section 4.1, Records to be kept;
- (b) Governor and Head of School disclosures of interest;
- (c) Board meeting minutes;
- (d) consent resolutions;
- (e) accounting records that affect the fiscal position; and
- (f) financial statements.

4.5.3 Public

A member of the public:



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- (a) cannot have access to the Register of Members;
- (b) can request and receive a copy of the financial statements;
- (c) may, at the discretion of the Board, be permitted access to other records; and
- (d) may be required to pay a fee for accessing or receiving a copy of the records in line with the fees permitted under the Regulations..

4.6 ACCESS TO THE RECORDS

The Society may set:

- (a) a reasonable period of notice; and
- (b) reasonable restrictions on the times for the inspection.

4.6.1 Access by Members

Members who want to inspect the Register of Members must:

- (a) apply for access in writing;
- (b) state the applicant's name; and
- (c) state that the information obtained will only be used to:
 - (i) requisition or call a general meeting,
 - (ii) seek support for a member proposal, or
 - (iii) influence the voting of members.

The Society:

- (a) will provide members access to all documents that they are entitled to see;
- (b) may impose a reasonable period of notice;
- (c) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (d) will do so without charge.

4.6.2 Provision, restriction, denial of access

The Board:

- (a) may restrict access if it considers the release may be harmful to the Society or one or more members;
- (b) will restrict access to the Directors' register unless the information will be used solely for the Society's activities or internal affairs;
- (c) will provide access only if the information will be used for organizational purposes;
- (d) respond to requests for inspection within 14 days;
- (e) provide a member with access to or a copy of the constitution, bylaws and most recent financial statements without charge; and
- (f) determine whether to charge a fee and set that fee in accordance with the Regulations.



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4.7 INSPECTION OF RECORDS

4.7.1 Inspection of the Register of Members

The Board may, by resolution, restrict members' rights to inspect the Register of Members if they determine that inspection would be harmful to the society or to the interests of one or more of its members.

If the rights have been restricted, a member may apply in writing to the society to inspect the Register of Members. The application must:

- (a) include the applicant's name, and
- (b) confirm that the information will only be used to:
 - (i) requisition or call a general meeting,
 - (ii) submit a Members' Proposal, or
 - (iii) influence the voting of members.

If the application is approved, the member may inspect the register without charge.

The Board may:

- (a) impose a reasonable period of notice; and
- (b) restrict the times during which the member may inspect the Register of Members.

Any member who inspects the Register of Directors can only use the information in connection with matters related to the Society's activities or internal affairs.

4.7.2 Inspection of the Register of Directors

The Register of Directors can only be used in connection with matters related to the Society's activities or internal affairs.

4.7.3 Copies of records

A person may request a copy of any document which they are entitled to access.

The Society:

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and
- (c) will send the copy no later than 14 days after the request is received and any required fee has been paid.

4.7.4 Distribution of records

4.7.4.1 Sending of records

The Society will provide the records by:

- (a) email, fax or mail if the recipients provides that information;
- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.



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4.7.4.2 Delivery and receipt of records

A record is considered to have been received at the beginning of the:

- (a) 3rd day after the record is delivered to the delivery address;
- (b) 5th day after the record is mailed; and
- (c) 3rd day after the record is emailed or faxed.

4.7.4.3 Records served

The Society may be served a record if it is:

- (a) delivered to the Society's registered office;
- (b) mailed by registered mail to the Society's mailing address; or
- (c) delivered to a Governor, senior manager, receiver, receiver manager or liquidator.

5 MEMBERSHIP

5.1 CLASSES OF MEMBERS

There are two class of members:

- (a) General Members; and
- (b) Supporting Members.

5.2 ADMISSION OF MEMBERS

5.2.1 Application for Membership

The Board:

- (a) will consider all applications for membership;
- (b) will determine which class of membership is appropriate; and
- (c) may approve the application if the applicant meets the eligibility qualifications.

5.2.2 General Members

5.2.2.1 Eligibility for General Membership

The following are ineligible for General Membership:

- (a) any person who is employed by the School, during the period of their employment; and
- (b) any person under the age of 18.

The following are eligible for General Membership:

- (a) parents and guardians of Students upon registration of their child;
- (b) parents and guardians of graduated alumni;
- (c) parents and guardians of alumni who left prior to graduation, in the year in which their child becomes eligible for Membership;
- (d) graduated alumni;



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- (e) alumni who left the school prior to graduating concurrent with when their class graduates; and
- (f) Supporting Members.

5.2.2.2 Duration of General Membership

General Membership

- (a) begins when the Board has approved the application for General Membership;
- (a) continues with the annual payment of dues; and
- (b) ends when the Member:
 - (i) ceases to pay the annual dues;
 - (i) resigns In Writing;
 - (ii) is expelled; or
 - (iii) dies.

5.2.3 Supporting Members

5.2.3.1 Eligibility for Supporting Membership

The following are ineligible for membership:

- (a) current students;
- (b) alumni who left the school prior to graduating until the year in which their class graduates; and
- (c) any person under age 18.

The following are eligible for Supporting Membership:

- (a) faculty and staff;
- (b) alumni after graduation;
- (c) alumni who left the school prior to graduating, when their class has graduated; and
- (d) any member of the public who is supportive of the Society's Purpose.

5.2.3.2 Duration of Supporting Membership

Supporting Membership

- (a) begins when the Board has approved the application for Supporting Membership;
- (b) continues with the annual payment of dues; and
- (c) ends when the Member:
 - (i) ceases to pay the annual dues;
 - (ii) resigns In Writing;
 - (iii) is expelled; or
 - (iv) dies.

5.3 RIGHTS AND OBLIGATIONS OF MEMBERSHIP

5.3.1 Rights of members

Members have the right to:

- (a) attend and participate in all General Meetings;



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- (b) nominate General Members for election as Governors;
- (c) view records in accordance with section 4.5.2 Inspection of Records, Members; and
- (d) receive copies of all documents that they are entitled to inspect.

In addition, General Members have the right to:

- (a) vote on all matters;
- (b) stand for election to the Board;
- (c) vote in the election of the Governors; and
- (d) be appointed to fill a vacancy on the Board.

5.3.2 Member obligations

Members:

- (a) must uphold the constitution and comply with these bylaws;
- (b) are bound by decisions of the Society and the Board;
- (c) are not liable for the debts or liabilities of the Society; and
- (d) must promptly notify the Society's Secretary of any change to:
 - (i) their name, and
 - (ii) Registered Address.

5.3.3 Membership dues and subscriptions

The Board:

- (a) will determine the amount, if any, of membership dues and special assessments; and
- (b) may pass these levies with a simple majority.

5.3.4 Member not in good standing

Members are not in good standing if they have not met all their obligations under the legislation and under these Bylaws.

The Board may:

- (a) suspend the membership of any member who is not in good standing with the Society;
- (b) will deem Members who have not been in good standing for 90 days to have resigned; and
- (c) reinstate the membership when the Board determines that the member is again in good standing.

Members lose their member rights while they are not in good standing.

Any unpaid debts remain payable even after the membership has terminated.



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5.4 DURATION OF MEMBERSHIP

5.4.1 Resignation

A member:

- (d) may resign membership at any time; and
- (e) must do so in writing.

The Board, if it levies dues or special assessments:

- (f) will deem Members who have not been in good standing for 90 days to have resigned.

Any unpaid debts remain payable even after the membership has terminated.

5.4.2 Suspension and expulsion

The Board:

- (a) may suspend the membership for those Members who are not in good standing; and
- (b) reinstate the member when the Society determines that the member is again in good standing.

The Society:

- (a) may expel a Member if, in their sole opinion, the person's actions have been inimical to the best interests of the Society;
- (b) may expel a Member who, in the sole opinion of the Board, has knowingly acted contrary to the legislation or bylaws; and
- (c) must do so at a general meeting with a special resolution.

The Board:

- (a) will establish the grounds for expelling a Member;
- (b) will stipulate the conditions under which reinstatement may be considered;
- (c) may hold a hearing with the Member to determine the appropriate action; and / or
- (d) may refer the matter to the membership;
- (e) will provide:
 - (i) at least 14 calendar days' written notice of the time and place of the Board hearing;
 - (ii) the reason(s) for the proposed discipline; and
 - (iii) the opportunity for the Member to speak to at the Board and / or to provide a written submission before the Board votes on the resolution.

If the Board is going to recommend to the membership that the membership be terminated, the Member:

- (a) may present a written statement (not to exceed 200 words) and / or speak to the membership; but
- (b) may not be present during the discussion or vote.

The General Members:



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- (a) will vote by ballot on a motion to uphold or overturn the Board's decision to revoke membership.

To pass, the motion requires a special resolution.

5.4.3 Termination of Membership

Membership ends when the Member:

- (a) resigns in writing;
- (b) is deemed to have resigned in accordance with section 7.1.4.1 Term of Office, Elected Governors;
- (c) is expelled; or
- (d) dies.

Any unpaid debts remain payable after the membership has terminated.

6 MEETINGS OF MEMBERS

There are two kinds of general meetings of the members:

- (a) the Annual General Meeting; and
- (b) Special General Meetings.

6.1 CALLING GENERAL MEETINGS

6.1.1 Notice of General Meetings

The Board:

- (a) must give no more than 60 days' and no less than 28 days' notice in advance of the meeting;
- (b) may waive or reduce the period by unanimous consent of the General Members in writing;
- (c) will select a place within British Columbia for the meeting;
- (d) will state the time and place of meeting in the notice;
- (e) will attach the agenda of the business to be transacted in the notice; and
- (f) will send the notice to:
 - (i) all Members at their email addresses on file; or
 - (ii) where there is no email address, to the person's mailing address.

A Member:

- (a) may waive entitlement to be notified of a general meeting; and
- (b) is deemed to have waived entitlement to notification if they:
 - (i) are present at the meeting, unless
 - (ii) there to object that the meeting is not lawfully called.



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6.2 CONDUCT OF GENERAL MEETINGS

6.2.1 Quorum for General Meetings

Quorum for general meetings is 15 General Members, including those who voted in advance.

If there is no quorum:

- (a) within 30 minutes from the time the meeting was set to start, the meeting:
 - (i) is terminated if it was requisitioned, or
 - (ii) stands adjourned if it was called until the same day in the next week, at the same time and in the same place
- (b) within 30 minutes of the start time for the adjourned meeting:
 - (i) the General Members present will constitute quorum for that meeting; and
- (c) at any time during a general meeting:
 - (i) business in progress is suspended until quorum is again present, and
 - (ii) after 15 minutes, the meeting is terminated if it was requisitioned, or
 - (iii) after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time, and in the same place.

6.2.2 Chairing General Meetings

The Board Chair will preside over the general meetings.

If the Board Chair is unable to preside, the meeting will be chaired by:

- (a) the Vice-Chair;
- (b) a Governor if the Vice-Chair is unable to preside; or
- (c) if none of these is available within 15 minutes of the time set for the meeting, the General Members present will elect a General Member to preside.

6.2.3 Participating in General Meetings

Members:

- (a) have the right to attend general meetings; and
- (b) may participate in the proceedings:
 - (i) in person,
 - (ii) by telephone, or
 - (iii) using any electronic communication medium as long as all meeting participants are able to communicate with each other.

6.2.4 Voting at General Meetings

Each General Member:

- (a) has only one vote;
- (b) may exercise that vote on every matter; and
- (c) may only vote if they are in good standing.

The Board Chair does not have a second or casting vote.



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If a vote is tied, the proposed resolution does not pass.

Supporting Members:

- (a) may participate in the general meetings; but
- (b) do not have voting rights.

6.2.4.1 Voting methods

General Members may vote:

- (a) in advance of the meeting in accordance with 6.2.4.2 Advance voting;
- (b) by show of hands, oral vote or any other method at the meeting as long as the voters' intent is clear; and
- (c) by ballot:
 - (i) if the motion is with respect to an identifiable company or individual unless the vote is by acclamation,
 - (ii) before or after a vote conducted as in (a) above, if the General Members present at the meeting vote by simple majority in favour of a ballot, or
 - (iii) at the direction of the chair.

6.2.4.2 Advance voting

General Members:

- (a) may vote in advance of a general meeting;
- (b) may indicate their votes on some or all of the motions being proposed;
- (c) must submit their vote in writing by mail, fax, email or other electronic means; and
- (d) must send the vote to the Secretary at least 48 hours before the meeting.

The Secretary:

- (a) will keep all advance votes confidential until the meeting; and
- (b) will count the votes in conjunction with the votes cast in person at the meeting.

6.2.4.3 Proxy Voting

Voting by proxy is not permitted.

6.2.4.4 Voting results

The Chair:

- (a) may defer a vote and refer an item back to the Board for further consideration if:
 - (i) the Chair determines that the discussion indicates a lack of information;
 - (ii) the members request further consideration; or
 - (iii) there is a substantive change to a motion;
- (b) may call a vote if there is a friendly amendment to a motion; and
- (c) must announce the outcome of each vote.

The Secretary:

- (a) will record the motion and results in the minutes of the meeting.



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6.3 ANNUAL GENERAL MEETINGS

The Board must call an Annual General Meeting to be held no later than six months after the end of the financial year.

6.3.1 Ordinary Business

Ordinary business at the Annual General Meeting is the:

- (a) adoption of the rules of order;
- (b) consideration of the financial statements;
- (c) consideration of any reports from the Governors;
- (d) business arising out of any Governors' report that does not require a special resolution;
- (e) consideration of any auditors reports;
- (f) election and appointment of Governors; and
- (g) appointment of an auditor, if required.

6.3.2 Proposing items for Annual General Meetings

General Members may propose items to be included in the agenda for a general meeting.

The proposal must:

- (a) be submitted by a minimum of 5% of the General Members;
- (b) include the names and signatures of the General Members making the proposal;
- (c) include one statement in support of the proposal to be included in the meeting notice;
- (d) include a description on the proposal that together with the statement for the notice does not exceed 200 words; and
- (e) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

6.3.3 Adjourning Annual General Meetings

The Board Chair:

- (a) may adjourn a meeting; and
- (b) must adjourn a meeting if so-directed by a simple majority of the General Members present.

The business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

Unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of the:

- (a) adjourned meeting; or
- (b) the business to be transacted at the adjourned meeting.



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6.4 SPECIAL GENERAL MEETINGS

6.4.1 Called by the board

The Board:

- (a) may call a general meeting at any time;
- (b) must provide notice of the meeting no more than 60 days before and no less than 14 days before the meeting;
- (c) must send the notice of the meeting to all General Members;
- (d) may send the notice by email; and
- (e) will send the notice to the:
 - (i) email addresses in the Register of Members, or
 - (ii) the mail address where there is no email address.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a Member or if the member does not receive the notice.

Acts that were valid at the time they were taken remain valid and cannot retroactively be deemed invalid.

No rule made by the Society in general meeting invalidates a prior act of the Governors that would have been valid if that rule had not been made.

6.4.2 General order of business

The order of business is:

- (a) the election of a chair if necessary;
- (b) determining that there is a quorum;
- (c) approval of the agenda;
- (d) dealing with special business included in the notice calling the meeting; and
- (e) adjourning the meeting.

6.4.3 Requisitioned by General Members

General Members may requisition a general meeting.

The requisition:

- (a) must be submitted by at least 5% of the General Members;
- (b) must show the names and signatures of the requisitionists;
- (c) must state the business to be discussed in no more than 200 words, including any special resolution the requisitionists wish to have considered;
- (d) may be made in a single record or may be several records in similar form;
- (e) must be delivered to the Society's registered address; and
- (f) must be sent to all Governors.

The Board:



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- (a) must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- (b) must hold the meeting within no more than 60 days after receiving the requisition;
- (c) must send the notice in the same manner as if they had called the meeting; and
- (d) must conduct the meeting for the sole purpose stated in the requisition.

If the Board does not call the meeting within 21 days, a majority of the requisitionists may call the meeting.

The Society will reimburse the requisitionists for actual costs reasonably incurred unless the General Members vote not to do so by an ordinary resolution at the meeting.

6.4.4 Ordered by the Court

The Court:

- (a) may order that a general meeting be held:
 - (i) at the request of a General Member or a Governor; or
 - (ii) for any reason the court considers appropriate;
- (b) will direct how the meeting will be called, held and conducted;
- (c) will specify the notice, date, time, location and manner; and
- (d) may order that the quorum be varied or dispensed with at the meeting.

7 GOVERNORS

7.1 QUALIFICATIONS

Governors must be General Members who:

- (a) are at least age 18;
- (b) have not been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere;
- (c) are not undischarged bankrupts;
- (d) have not been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - (i) the Court orders otherwise,
 - (ii) 5 years have elapsed since the last to occur of:
 - the end of the period set for suspension of the passing of sentence without a sentence having been passed,
 - the imposition of a fine,
 - the end of the term of imprisonment, and
 - the end of the term of any probation, or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect:
- (e) have agreed in writing to serve on the Board;



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- (f) have provided Criminal Record and Vulnerable Sector checks that were conducted no more than three years previously; and
- (g) are elected or appointed in accordance with these bylaws.

Governors:

- (a) must inform the Chair should their circumstances change during a year that may affect their continued eligibility; and
- (b) confirm their continued eligibility each year at the first meeting following the Annual General Meeting.

7.1.1 Elected Governors

Nominees for election:

- (a) must consent in writing to be a nominee;
- (b) must meet the qualifications for Governors; and
- (c) may not have been elected to currently serve on the Glenlyon Norfolk School Foundation Board.

The Board:

- (a) will present a slate of nominees for Elected Governors to the General Members at the Annual General Meeting for election;
- (b) will ensure that sufficient Governors are elected at the Annual General Meeting that the Society will have between 12 and 15 serving elected Governors;
- (c) will, following the Annual General Meeting, nominate four Governors to be appointed as Directors on the Glenlyon Norfolk School Foundation Board and will ensure that these positions are filled at all times.

7.1.2 Appointed Governors and Advisors

The Board:

- (a) may appoint up to an additional two Governors to serve until the next Annual General Meeting if the Board considers that:
 - (i) it lacks a required skill, experience or knowledge; or
 - (ii) the appointment is essential for the effective operation of the Board.
- (b) will appoint a General Member to fill a vacant position (see section 7.1.5, Vacant Positions); and
- (c) will make those appointments on the recommendation of the Nominating Committee.

7.1.3 Advisors to the Board

The Board:

- (a) may appoint additional Advisors without voting rights; and
- (b) must approve the appointments by a simple majority.



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7.1.4 Terms of Office

7.1.4.1 Elected Governors

Elected Governors:

- (a) are elected by the General Members at the Annual General Meeting;
- (b) hold office for three-year terms;
- (c) may serve an initial shorter term if required to ensure an orderly turn-over on the Board; and
- (d) may serve an unlimited number of consecutive terms of office.

7.1.4.2 Appointed Governors

Appointed Governors:

- (a) serve until the next Annual General meeting.

7.1.4.3 End of Terms of Office

A Governor:

- (a) ceases to hold office when:
 - (i) the Governor's term of office expires; or
 - (ii) the Governor is removed from office by the General Members;
- (b) is deemed to have resigned from the Board if he or she does not attend:
 - (i) three consecutive meetings without a reason acceptable to the Board; or
 - (ii) 75% of the board meetings in any consecutive 12-month period / calendar year.

7.1.5 Vacant positions

The position is considered to be vacant when the Governor:

- (a) resigns;
- (b) is deemed to have resigned from the board;
- (c) ceases to be a General Member; or
- (d) dies.

The Board will:

- (a) appoint another General Member to fill a vacant elected position based on the recommendations from the Nominating Committee; and
- (b) set the term of that appointment to end at the next Annual General Meeting.

7.1.6 Resignation

A Governor who intends to resign:

- (a) must do so in writing; and
- (b) must stipulate if the resignation is effective
 - (i) when the Society receives the resignation,
 - (ii) on a specified date, or
 - (iii) on the occurrence of a specified event.



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7.1.7 Removal of Governors

The Board:

- (a) may hold a preliminary hearing with a Governor whose conduct, in their opinion, has been inimical to the interests of the Society;
- (b) will conduct the hearing with the intent of resolving any concerns about those actions and future actions;
- (c) must give the Governor in question:
 - (i) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the hearing is to be conducted;
 - (ii) the reason(s) for the concerns; and
 - (iii) the opportunity to speak to the Board and / or provide a written submission;and
- (d) may, if they remain concerned, refer the matter to the General Members for a decision.

The Governor:

- (a) may appeal the Board's recommendation to the General Members;
- (b) may present a written statement (not to exceed 200 words);
- (c) may speak to the General Members; but
- (d) may not be present during the discussion or vote.

The General Members:

- (a) can remove a Governor from office by special resolution for conduct which, in their sole opinion, is inimical to the interests of the Society;
- (b) may, by ordinary resolution, elect another General Member to serve as a Governor for the balance of the term of the removed Governor; and
- (c) will conduct all votes on the issue by ballot.

7.1.8 Duty of Governors

7.1.8.1 Fiduciary responsibilities

The Governors must:

- (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 the *Societies Act* and the regulations; and
- (d) subject to paragraphs (a) to (c), act in accordance with these bylaws.

Without limiting the above, Governors must act with a view to the Society's Purpose.

Nothing in a contract or the bylaws of a Society relieves a Governor from:

- (a) the duty to act in accordance with this Act and the regulations; or
- (b) liability for any negligence, default, breach of duty or breach of trust.



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7.1.8.2 Confidentiality

The Governors:

- (a) must strictly adhere to all privacy legislation that applies to the Society; and
- (b) must maintain confidentiality both during and after their term of office.

7.1.8.3 Conflict of interest

A conflict of interest could arise if a Governor has a direct or indirect material interest in:

- (a) an actual or proposed contract or transaction; or
- (b) a matter under consideration that could result in a duty or interest that materially conflicts with the person's duty or interest as a Governor.

The Governor:

- (a) must disclose fully and promptly to the other Governors the nature and extent of the interest;
- (b) abstain from voting on the contract, transaction or matter under consideration;
- (c) leave the Board meeting when the issue is discussed
- (d) may be present to provide information; and
- (e) must not act in any way to influence the discussion or vote.

The conflict of interest must be recorded in:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed; or
- (b) the consent resolution of Governors with respect to the conflict of interest.

A Governor found to be in conflict of interest must pay an amount equal to any profit unless after disclosure, the contract or transaction is approved by:

- (a) a Board resolution, or
- (b) a special resolution by the General Members.

7.1.8.4 Contracted services

Governors:

- (a) may not have a material financial interest in any purchase order or contract entered into or issued on behalf of the Society or any Facility owned or operated by the Society unless:
 - (i) the entity is the only organization / person in the community capable of providing the goods or services, or
 - (ii) the company can provide the goods or services that are the best value to the Society; and
- (b) may not contract for services from any company where a Governor is a majority shareholder or an employee of that company unless;
 - (i) the Governor declares or is declared to be in a conflict of interest position; and
 - (ii) the procedures follow those in section 7.1.8.3 Conflict of interest.

A Governor under section (b) above may not:



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- (a) participate in discussions;
- (b) vote on the motion to award the contract; or
- (c) be present when voting is conducted.

7.1.9 Protection of Governors

7.1.9.1 Limits on liability

A Governor is not liable for the consequences of any decision or action if he or she:

- (a) carried out the duties reasonably and in good faith; and
- (b) relied on:
 - (i) the financial statements,
 - (ii) audit report,
 - (iii) written report from a qualified professional,
 - (iv) a statement of fact from another Governor, or
 - (v) any information a court considers provides reasonable grounds for the actions.

7.1.9.2 Liability Insurance

The Society:

- (a) will purchase and maintain insurance to protect the Governors and the Senior Manager against any liability that may be incurred by having been a Governor or Head of School.

7.1.9.3 Indemnification

The Society:

- (a) will purchase insurance to indemnify the Governors against all penalties in respect of legal proceedings or investigative actions where such insurance is available; and
- (b) pay expenses actually and reasonably incurred.

7.1.10 Remuneration and reimbursement

The Governors:

- (a) will not be paid for their service as Governors;
- (b) will be reimbursed for reasonable expenses incurred in performing their duties as Governors; and
- (a) will be paid for services under contracts for services.

8 BOARD

8.1 COMPOSITION

8.1.1 Governors

The Board:

- (a) will be composed of between 12 and 15 Governors:



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- (b) will determine the number of Governors required for the upcoming year based on the anticipated workload;
- (c) will ensure that in composite, the Board has the skills, experience and expertise it requires; and
- (d) will ensure that the terms of the positions to be filled are set such that there is an orderly turn-over on the Board.

8.1.2 Officers

The Officers are the:

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary; and
- (d) Treasurer.

The Board:

- (a) elects from the Governors:
 - (i) the Chair; and
 - (ii) other Officers.
- (b) conducts the election at the first meeting after the Annual General Meeting; and
- (c) elects the Officers to hold office for one year or until their successor has been elected.

8.1.3 Past-Chair

The Past-Chair:

- (a) serves *ex officio* so is neither elected nor appointed;
- (b) is an advisor to the Board; and
- (c) does not have voting rights.

8.2 COMMITTEES OF THE BOARD

The Board:

- (a) may establish standing committees; and
- (b) may, as needs arise, establish *ad hoc* committees.

Committees of the Board:

- (a) are advisory to the Board;
- (b) will be chaired by a Governor;
- (c) will report to the Board on a timely basis;
- (d) may make recommendations to the Board; and
- (e) do not have decision-making powers.

If any member of a committee is unable to serve for the term, the Committee may appoint another member to serve the remainder of the term.



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8.2.1 Standing Committees

The Board:

- (a) appoints the chairs of the Standing Committees;
- (b) makes the appointments immediately following the election of the officers;
- (c) may remove the Standing Committee Chair with a 2/3 majority; and
- (d) may remove a member of a standing committee by a simple majority .

8.2.1.1 Finance Committee

The Finance Committee:

- (a) is chaired by the Treasurer;
- (b) has between seven and 12 members including:
 - (i) committee members with voting rights:
 - the Treasurer;
 - the Board Chair; and
 - an additional two to six Governors selected by the Treasurer in conjunction with the Board Chair; and
 - (ii) committee members without voting rights:
 - the Head of School;
 - the President of the Faculty and Support Staff Association;
 - the Director of Finance; and
 - any other members of the GNS Community who, in the opinion of the Committee Chair, could contribute to the deliberations;
- (c) advises the Board on the financial implications of the strategic and operational plans;
- (d) reviews performance quarterly and presents their findings to the Board (see 9.1 Distribution of assets and income);
- (e) reviews the financial statements and audit reports with the auditors and presents the audited financial statements to the Board for approval and the audit report for acceptance (see 9.1.5 Financial Statements and 9.2 Audit of Accounts);
- (f) prepares draft budgets and fee schedules for the upcoming year and presents these to the Board for input and approval;
- (g) assists the Board with the development, modification, and application of policies related to (c) through (f) above;
- (h) quorum is a simple majority; and
- (i) minutes are taken by the Board Assistant.

8.2.1.2 Nominating Committee

The Nominating Committee:

- (a) is chaired by the Past-Chair or a Governor, who is not standing for election, selected by the Board Chair;
- (b) has three members who:



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- (i) all have voting rights;
 - (ii) are not standing for election; and
 - (iii) are appointed by the Past Chair as the Committee Chair;
- (c) seeks nominations for election to the Board,
 - (d) establishes nomination rules and procedures,
 - (e) ensure that nominees meet the qualifications for Governors as outlined in section 7.1 Qualifications;
 - (f) meets as required prior to the Annual General Meeting;
 - (g) quorum is two members; and
 - (h) minutes are taken by the Board Assistant.

8.2.1.3 Governance Committee

The Governance Committee:

- (a) is chaired by a Governor selected by the Chair;
- (b) is composed of:
 - (i) Governors and members:
 - with voting rights; and
 - selected, from time to time, by the Committee Chair in conjunction with the Board Chair;
 - (ii) committee members without voting rights:
 - the Head of School; and
 - any other members of the GNS Community who, in the opinion of the Committee Chair, could contribute to the deliberations;
- (c) conducts, in conjunction with the Board Chair, the assessment of:
 - the functioning of the Board;
 - the effectiveness of the Board Chair;
 - the performance of the Head of School;
 - the performance of the Executive Assistant to the Board
- (d) assists the Board with the development, modification, and application of governance policies;
- (e) provides information and training such that the Governors have the knowledge and skills to perform their duties;
- (f) provides advice and information to ensure that the board operates with sound governance practices
- (g) quorum is a simple majority; and
- (h) minutes are taken by the Board Assistant.

8.2.2 Ad Hoc Committees

The Board:

- (a) will set the Terms of Reference for each *ad hoc* committee it establishes;



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- (b) will appoint the Committee Chair;
- (c) may permit the Committee Chair to select the committee members; and
- (d) will dissolve the committee upon the completion of the tasks.

The Committees:

- (a) may use the name of the Society if required; and
- (b) will operate under the Terms of Reference approved by the Board.

8.3 MEETINGS

8.3.1 Calling Board meetings

The Board:

- (a) may meet immediately following the Annual General Meeting:
 - (i) if there is a quorum of the Board present; and
 - (ii) without a notice of the meeting being issuedin order to:
 - (i) elect the Officers, and
 - (ii) set the Board meeting schedule for the upcoming year.
- (b) will meet at least quarterly; and
- (c) may additionally meet at the call of:
 - (i) the Chair or Vice-Chair; or
 - (ii) four of the Governors.

The Chair:

- (a) will call the Board meetings in accordance with the agreed-to schedule;
- (b) will provide a reminder of pre-scheduled meetings at least four day in advance of the meeting;
- (c) may call a meeting of the Board outside of the agreed-to schedule:
 - (i) at the discretion of the Chair; and
 - (ii) with as much notice as possible; and
- (d) must call a meeting within 10 days of receiving a written request from four Governors.

A Governor:

- (a) may request a meeting or the inclusion of an agenda item:
 - (i) with the basis for the request not exceeding 200 words; and
 - (ii) providing the description of the item, background information, and the motions to be considered;
- (b) may waive in writing the requirement to receive notices calling meetings during a temporary absence and rescind that waiver at any time; and
- (c) may be granted a leave of absence and for that period, will not be included in the calculation of quorum.



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8.3.2 Holding Board meetings

The Board:

- (a) may meet:
 - (i) at any location in the Capital Regional District,
 - (ii) in person, by telephone, or using any electronic communication medium as long as all the Governors are able to communicate with each other, and
- (b) may pass resolutions without a meeting if a simple majority of the Governors consent to the resolution in writing.

8.3.3 Attendance at Board meetings

The Head of School:

- (a) is required to attend Board meetings to support the Board.

The Board:

- (a) may request the attendance of the Director of Finance, the Director of Advancement and / or other faculty members.

8.3.4 Quorum for Board meetings

Quorum for Board meetings is a simple majority, i.e., 50% plus one of the Governors.

8.3.5 Voting

The Chair:

- (a) has only one vote as a Governor;
- (b) will only exercise the right to vote where he / she considers it essential for the good of the Society; and
- (c) does not have a second or casting vote.

Each Officer and Governor:

- (a) has one vote;
- (b) may register that vote on all matters in advance of the meeting; and
- (c) may not have that vote cast by proxy.

8.4 DUTIES

8.4.1 Board

The Board:

- (a) manages or oversees the management of the Society's activities and internal affairs;
- (b) may set policies governing the Society; and
- (c) has the power to deal with all Society business between general meetings.

The Board may exercise those powers, including borrowing, subject to:

- (a) all laws affecting the Society;
- (b) the purpose stated in the constitution;



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- (c) these bylaws; and
- (d) policies set by the Board.

8.4.2 Board Chair

The Chair:

- (a) chairs the Board and general meetings;
- (b) may move or second a resolution;
- (c) may delegate responsibilities to a Governor;
- (d) sits as an *ex officio* member on all Board committees;
- (e) provides leadership and direction to the Board and committees;
- (f) represents the Society in public presentations; and
- (g) performs such other duties as may be determined by the Board from time to time.

8.4.3 Vice-Chair

The Vice-Chair:

- (a) carries out the duties of the Chair if the Chair is absent or otherwise unable to act;
and
- (b) performs other duties as may be determined by the Board.

8.4.4 Secretary

The Secretary:

- (a) conducts the correspondence of the Board and of the Society;
- (b) issues notices of Board and General Meetings;
- (c) takes and stores minutes of Board and General meetings;
- (d) may delegate responsibility for taking the minutes to the Board Assistant;
- (e) has custody of all Society and Board records and documents except those kept by the Treasurer;
- (f) has custody of the Society's seal;
- (g) maintains the Register of Members;
- (h) submits all documents as required by the Registrar;
- (i) registers the Annual Report following the Annual General Meeting on the Registrar's system; and
- (j) performs such other duties as may be determined by the Board from time to time.

If the person responsible for taking the minutes is absent from a meeting, the Board will appoint another person to act as secretary for the meeting.

8.4.5 Treasurer

The Treasurer:



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- (a) ensures that the financial records, including the books of account, are kept in accordance with generally accepted accounting principles (GAAP);
- (b) arranges for the preparation of the annual financial statements;
- (c) provides financial statements to the Board, Members, and others when required;
- (d) arranges for the annual audit;
- (e) ensures that all accounts receivable and accounts payable by the Society are attended to and realized in a timely manner;
- (f) ensures that all funds are properly secured; and
- (g) performs such other duties as may be determined by the Board from time to time.

8.4.6 Past Chair

The Past Chair:

- (a) assists the Chair: and
- (b) performs such other duties as may be determined by the Board from time to time.

9 FINANCE

9.1 DISTRIBUTION OF ASSETS AND INCOME

The Society:

- (a) will not distribute any gains, profits or dividends to the Members;
- (b) will not declare any dividend or distribute any of its property among the members during the existence of the Society or upon its winding up or dissolution.

No part of the capital, assets, or earnings will inure to the benefit of any of the Members.

9.1.1 Financial year

The financial year is from July 1st to June 30th.

The Board:

- (a) may change the financial year but:
 - (i) must ensure that the financial reports and financial statements reflect this change;
 - (ii) must inform the auditor;
 - (iii) must take the changed date into consideration when setting the Annual General Meeting; and
 - (iv) must inform the Members of the change at the next Annual General Meeting.

9.1.2 Banking

All Society funds will be deposited:

- (a) in a financial institution that is:
 - (i) regulated by the Superintendent of Financial Institutions;
 - (ii) regulated under the *Financial Institutions Act* (BC); and
 - (iii) selected by the Board; and



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(b) to the credit of the Society.

Any two of the following must approve each payment from the Society's account:

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary; and
- (d) Treasurer.

9.1.3 Investments

The Board:

- (a) may in their own judgement and at their sole discretion:
 - (i) sell any donated security either directly or through a financial institution, lawyer, accountant or broker;
 - (ii) invest, reinvest and vary the investment of the Society's funds in stocks, bonds and any other securities;
 - (iii) invest in and retain land and physical assets;
 - (iv) deposit funds in bank accounts, term deposits, investment certificates and other instruments of financial institutions; and
 - (v) enter into arrangements with the Vancouver Foundation and Victoria Foundation but
 - (vi) must ensure that the investment is one that a prudent investor may make.
- (b) may act through investment managers;
- (c) may retain the services of any financial adviser, financial institution, lawyer, accountant, broker, professional employee or other agent;
- (d) may act on the opinion or advice of or information from any of the foregoing persons; and
- (e) is not responsible for any loss, depreciation or damage occasioned if:
 - (i) it acted or did not act; and
 - (ii) the decision was made in accordance with section 7.1.9.1, Limits on liability.

9.1.4 Borrowing Powers

The Board has full control of the assets, liabilities, revenues and expenditures of the Society.

The Board:

- (a) may at their discretion borrow money; and
- (b) may issue bonds, debentures, notes or other evidences of debt obligations.

The General Members:

- (a) may, by special resolution, restrict the Board's borrowing power until the following Annual General Meeting.

9.1.5 Financial statements

The Board, at each Annual General Meeting:



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- (a) must present:
- (i) the financial statements for the period,
 - beginning immediately after the end of the preceding financial year,
 - ending not more than six months before the Annual General Meeting at which the financial statements are presented, and
- (b) must include a note on any remuneration where the amount was at least \$75,000 that was paid to:
- (i) Governors, without providing the Governors' names but including a description of the capacity in which each such Governor acted; and
 - (ii) employees and contractors giving the total number of those persons and the total amount of remuneration paid; and
- (c) the auditor's report on those financial statements.

9.2 AUDIT OF ACCOUNTS

9.2.1 Appointment of an auditor

The General Members, at each Annual General Meeting:

- (a) must, by ordinary resolution, appoint an auditor to hold office until the end of the following Annual General Meeting;
- (b) may not appoint a Governor to be the auditor; and
- (c) may remove an auditor by ordinary resolution and appoint another auditor by ordinary resolution.

The Board:

- (a) may appoint an auditor:
 - (i) if the vacancy is not as a result of the auditor being removed by the General Members; and
 - (ii) for the remainder of the term; and
- (b) may leave the position vacant until the next Annual General Meeting:
 - (i) if the audit report for the period has been completed; and
 - (ii) the report has been accepted.

9.2.2 Qualifications of the auditors

The auditor must be:

- (a) a member of, or a partner in a partnership whose partners are members of:
 - (i) a Provincial or Territorial Institute/Ordre of Chartered Accountants within Canada or any successor organization, or
 - (ii) the Certified General Accountants Association of British Columbia or any successor organization, or
 - (iii) is certified by the Auditor Certification Board under the BC *Business Corporations Act*;
- (b) independent of the society; and



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- (c) may be removed by ordinary resolution of the General Members at a general meeting.

9.2.3 Duties and rights of the auditor

The auditor:

- (a) has the right to access all records, documents, books, accounts and vouchers of the Society;
- (b) is entitled to require information and explanation from the Board related to their duties and actions; and
- (c) may attend or may be required to attend the Annual General Meeting where the financial statements and the audit report on those is presented to the Members.

10 SEAL

The Board:

- (a) may provide a common seal;
- (b) may alter, replace or destroy the seal;
- (c) must approve the use of the seal;
- (d) must provide guidelines for the use of the seal; and
- (e) must record all instances when the seal is used.

11 DISSOLUTION OF THE SOCIETY

Before dissolution, the Society:

- (a) must pay all its liabilities or make adequate provision for their payment; and
- (b) must get General Member approval by an ordinary resolution for the distribution to any qualified recipient not stated above; or
- (c) may approve the distribution by a resolution of the Board if passing an ordinary resolution is not possible.

12 AMENDMENTS

The General Members may amend these bylaws:

- (a) at a duly called general meeting; and
- (b) by special resolution.