



CONSTITUTION & BYLAWS
QUEEN MARGARET'S SCHOOL

Bylaws Consolidated
AGM November 2008

CONSTITUTION OF QUEEN MARGARET'S SCHOOL

1. The name of the Society is Queen Margaret's School.
2. The purposes of the Society are: -
 - a) To govern and administer Queen Margaret' School founded by Norah Creina Denny and Dorothy Rachel Geoghegan and now in being at Duncan, British Columbia as a school for the education primarily of girls.
 - b) To maintain and perpetuate the school as a fabric intended to endure in all future time and ordered to the intent that it shall be a continuing influence upon the lives of the students and so contribute toward the welfare of Canada preserving in all things the principles of the Christian Faith such as is professed and taught in the Anglican Church of Canada and making available enrolment to students of any race or religion without discrimination.
 - c) To ratify the Indenture with Norah Creina Denny and Dorothy Rachel Geoghegan already executed and registered with the Registrar of Companies pursuant to the original Constitution of the Society dated August 6th, 1953.
3. The operations of the Society are to be carried on chiefly on Vancouver Island, British Columbia. This clause is alterable.
4. The Society shall not operate for profit nor shall any part of its property be payable to, or otherwise made available, for the benefit of any of its governors. This clause is alterable.
5. In the event that the Society shall be wound up or liquidate, its assets shall be realized and the surplus, after paying all its liabilities including all property held for it in trust by any trustee or trustees, shall be transferred and delivered to one or more registered Canadian charitable organizations or foundations to be selected by a majority of the Board which shall be for educational purposes that most suit the spirit of the foregoing objects and which may include other Canadian Independent Schools, the establishment of scholarships at Canadian schools or universities, the Canadian Girl Guide movement, or any or all of them. This clause is alterable.

BYLAWS OF QUEEN MARGARET'S SCHOOL

PART 1 – INTERPRETATION

1.1 In these bylaws, unless the context otherwise requires,

“**board**” means the board of governors of the society;

“**general meeting**” means either the annual general meeting or an extraordinary general meeting of the society;

“**governors**” means the directors of the society for the time being;

“**head**” means the head of the school appointed by the board of governors pursuant to these bylaws;

“**ordinary resolution**” means a resolution passed in a general meeting by the voting members of the society by a simple majority of the votes cast in person or by proxy;

“**parent**” means a parent, foster parent or guardian of a student or other person in loco parentis while the student is/was in attendance;

“**registered address**” of a member means her/his address as recorded in the register of members;

“**school**” means Queen Margaret’s School, Duncan, British Columbia;

“**society**” means Queen Margaret’s School as incorporated;

“**Society Act**” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;

“**special resolution**” means:

- (a) a resolution passed in a general meeting by a majority of not less than 75% of the votes cast by those voting members of the society who, being entitled to do so, vote in person or by proxy
 - (i) of which the notice that the bylaws provide and not being less than 14 days’ notice specifying the intention to propose the resolution as a special resolution has been given; or
 - (ii) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days’ notice has been given;
- (b) a resolution consented to in writing by every member of the society who would have been entitled to vote on it in person or by proxy at a general meeting of the society; and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the society; or
- (c) an extraordinary resolution passed before January 5, 1978;

“**student**” means a pupil in attendance at Queen Margaret’s School.

1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

1.3 Words imparting the singular include the plural and vice versa; and words imparting a female person include a male person and vice versa and a corporation.

PART 2 – MEMBERSHIP

2.1 Eligible to become members are:

- (a) members of the society on November 21, 1992;
- (b) former students of the age of majority in British Columbia who graduated from the school or who attended the school for at least two years continuously other than those who were expelled;
- (c) parents of current students and parents of former students as defined in (b) above;
- (d) members of the faculty and staff of the school subject to bylaw 2.10(b);
- (e) former faculty and staff of the school approved by the board; and
- (f) any person, approved by the board, who
 - (i) declares in writing support for the aims and purposes of the society; and
 - (ii) is nominated in writing by two members of the society.

2.2 Honorary members are:

- (a) honorary members as of November 21, 1992;
- (b) those whom the society may, by resolution, see fit to honour and for such term as may be stipulated.

2.3 One parent in each family that has one or more current students enrolled in the school shall receive a free membership in the society, so long as they have at least one child enrolled as a student in the school, and all other members, except honorary members, shall pay the membership fee determined from time to time by the society at an annual general meeting.

2.4 The society may fix a fee for a paid up lifetime membership.

2.5 An honorary member shall not be required to pay a membership fee.

- 2.6 The membership year of the society is the year from the commencement of the annual general meeting in one year until the commencement of the annual general meeting in the year next ensuing.
- 2.7 A new member is any eligible person who has not been a paid-up member for two consecutive years immediately preceding the application for membership.
- 2.8 New members shall be eligible to vote on any society matter on the 45th day after receipt of their membership fee by the society.
- 2.9 A renewing member may pay the membership fee at any time prior to commencement of any general meeting.
- 2.10 A member shall:
- (a) have the right to attend, speak and vote at any general meeting of the society; and
 - (b) be eligible for election to the board of governors unless in the employ of the society.
- 2.11 Every member shall uphold the constitution of the society and comply with these bylaws.
- 2.12 A person shall cease to be a member of the society:
- (a) by delivering her/his resignation in writing to the secretary of the society or by mailing or delivery it to the address of the society;
 - (b) on her/his death;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for twelve consecutive months.
- 2.13 Cessation of membership shall not relieve a person from any indebtedness to the society.
- 2.14 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.15 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.16 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 – NOTICES OF SOCIETY MEETINGS

- 3.1 Notice of a general meeting shall be:

- (a) given to the members at least fourteen days in advance of the meeting; and
- (b) in writing and shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.

3.2 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.3 A notice may be given to a member, either personally, by mail or electronic communication to her/him at her/his registered address.

3.4 A notice sent by mail shall be deemed to have been given on the fifth day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed with sufficient postage and put in a Canadian post office receptacle.

3.5 Notice of a general meeting shall be given to

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor.

3.6 no other person is entitled to receive a notice of a general meeting.

PART 4 – MEETINGS OF THE SOCIETY

4.1 The annual general meeting of the society shall be held within 150 days of the end of the fiscal year of the school.

4.2 The chair or vice-chair may convene an extraordinary general meeting;

4.3 Upon receipt of a request signed by no less than 10% of the members in good standing of the society, the chair must convene an extraordinary general meeting within 30 days.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS

5.1 The chair of the society shall preside at all meetings of the society and, failing the chair, the vice chair. In the absence of both, the members present shall choose one of their number to be the chair.

5.2 The quorum shall be 25 voting members present at any meeting of the society or at any adjournment thereof.

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

5.4 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, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the members present constitute a quorum.

5.5 A voting member in good standing present at a general meeting is entitled to one vote.

5.6 The chair may vote only once. In the case of an equality of votes, the proposed resolution shall not pass.

5.7 Voting is by show of hands, unless there is a motion for a vote by ballot which obtains majority approval.

5.8 Voting may be by proxy and the member submitting the proxy shall be recorded as present and counted in the quorum.

5.9 The proxy shall be delivered to the secretary before the meeting begins.

5.10 No voting member shall act as proxy for more than five members.

5.11 The proxy shall be in the form prescribed in these bylaws.

PART 6 – AUDITOR

6.1 At each annual general meeting, the society shall appoint an auditor (either an individual person or an accounting firm) who shall be a Chartered Accountant or a Certified General Accountant to hold office until she/he is re-appointed or her/his successor is appointed at the next annual general meeting.

6.2 The board of governors shall each year direct the auditor to conduct either a review or audit of the society's books of account.

6.3 As directed by the board of governors, pursuant to bylaw 6.2 each year, it shall be the duty of the auditor to either review or audit the books of account of the society and to lay before the society at each annual general meeting a financial statement clearly and accurately showing the financial position of the society.

6.4 The management letter of the auditor relating to either the review or the audit, as applicable, shall be made available to all governors prior to the annual general meeting.

6.5 An auditor may be removed by ordinary resolution in accordance with the provisions of the *Society Act*.

6.6 An auditor shall be promptly informed in writing of appointment or removal.

6.7 No governor and no employee of the society shall be auditor.

6.8 The auditor shall attend the annual general meeting of the society and may attend general meetings.

PART 7- COMMITTEES OF THE SOCIETY

7.1 The society at any general meeting may appoint a committee for any purpose it may see fit.

7.2 A committee of the society shall report to the society at a general meeting.

7.3 The nominating committee shall be a committee of the society.

7.4 The chair of the nominating committee shall be appointed annually by the society from among the governors.

7.5 The chair of the nominating committee shall appoint from three to five other members of the society to the committee.

7.6 It shall be the duty of the nominating committee to seek suitable candidates from the society membership to fill the positions available on the board and to present the nominations to the annual general meeting.

7.7 The nominating committee shall issue a call by mail to all members for nominations to the position of governor.

7.8 Should the number of nominations exceed the number of positions to be filled, a ballot shall be held.

PART 8 – GOVERNORS

8.1 The number of governors shall be not less than eleven and not more than fifteen voting members of the society elected by the society.

8.2 At each annual general meeting of the society five governors shall be elected to hold office for a term of three years. Other governors shall be elected, as necessary, to hold office for any vacant, unexpired terms.

8.3 No governor may be elected for more than three consecutive three year terms.

8.4 Between annual general meetings, the remaining governors may appoint a voting member to fill a vacancy on the board.

8.5 If the number of governors should fall below eleven, the remaining governors shall appoint a voting member to bring the number up to eleven.

8.6 A governor so appointed holds office only until the conclusion of the following annual general meeting of the society, but is eligible for re-election at that meeting.

8.7 No act or proceeding of the governors is invalid only by reason of there being less than the prescribed number of governors in office.

8.8 Any governor who is absent without reasonable excuse from three consecutive meetings of the board may, at the discretion of the board, be asked to resign her/his office as governor.

8.9 The members may by special resolution remove a governor before the expiration of her/his term of office and may elect a successor to complete her/his term of office.

8.10 The notice of special resolution shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion and the governor shall be given an opportunity to be heard prior to the vote.

PART 9 – POWERS AND DUTIES OF THE GOVERNORS

9.1 The governors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting but subject nevertheless, to

- (a) all laws affecting the society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

9.2 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.

9.3 A governor of the society shall

- (a) act honestly and in good faith and in the best interests of the society;
- (b) respect the confidentiality of all deliberations and documents;
- (c) approach all board issues with an open mind, prepared to make the best decision for the society;
- (d) tell not only the truth but the whole true in dealings with fellow governors and others; and

- (e) never exercise authority as a governor except when acting in a meeting of the board or one of its committees or as delegated by resolution of the board.

9.4 The governors shall provide for the overall management of the school and shall

- (a) appoint the head, and
 - (i) determine the head's title, duties, powers and responsibilities
 - (ii) set the head's salary and other benefits
 - (iii) conduct regular written evaluations of the head
 - (iv) subject to such evaluations, renew or decline to renew the appointment and remove or suspend the head, and
 - (v) approve or refuse the selection of an administrative officer by the head;
- (b) in consultation with the head, determine the general educational policy of the school;
- (c) in consultation with the head, fix the school fees; and
- (d) approve the annual budget.

9.5 Spending authority and limits for the management of the school shall be set from time to time by the board and placed in the Queen Margaret's School Policy and Staff Handbook.

PART 10 - PROCEEDINGS OF THE GOVERNORS

10.1 The governors shall meet in person at least four times each calendar year. Meetings shall be held in Duncan, B.C. or some other location within Canada that has been approved by the governors. Meetings may also be held by telephone or other communications medium if all governors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

10.2 A governor who participates in a meeting in a manner contemplated by paragraph 10.1 is deemed for all purposes of the *Society Act* and these bylaws to be present at the meeting.

10.3 A meeting of the governors may be called by the chair, vice chair or by the secretary, on request of any two governors.

10.4 Notice of a meeting of the governors shall be mailed, emailed or faxed to all governors at least ten days prior to the meeting to the latest mailing address, email address or fax number that each governor has provided to the society and shall include an agenda.

10.5 An urgent meeting of the governors, to discuss a single issue, may be called by the chair with 24 hours notice, providing 2/3 of the governors concur as to the urgency of the matter.

10.6 A majority of governors in office and present in person, by telephone or by other communications medium, so long as all governors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other, shall form a quorum at any meeting of governors or any adjournment thereof. In the event that a majority of governors is not present at the place and hour given in the notice of meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, those governors present shall form a quorum.

10.7 The secretary shall keep attendance records for all governors meetings and shall indicate in the record whether the governor attended in person, by telephone or by other communications medium.

10.8 Each governor in office and present at a meeting of the governors in person, by telephone or by other communication medium shall be entitled to one vote on any decision. The chair may vote only once. In the case of an equality of votes, the chair does not have a second or casting vote. A governor cannot attend a meeting by proxy and voting by proxy shall not be permitted at a meeting of the governors.

10.9 A resolution in writing, signed by all the governors originally, or by fax, or by some other electronic means, and placed with the minutes of the governors, is as valid and effective as if regularly passed at a meeting of the governors.

10.10 The Queen Margaret's School Association and Queen Margaret's School Alumnae may each send a representative to attend board meetings other than in camera sessions.

PART 11 – OFFICERS

11.1 The governors holding office shall retire from their respective offices at the completion of each annual general meeting.

11.2 Immediately following the annual general meeting, the board shall elect from within its own ranks, the following four officers: chair, vice chair, secretary and treasurer.

11.3 Separate elections shall be held for each office.

11.4 The governors may, by resolution, remove an officer before the expiration of her/his term of office and must elect a successor to complete the term of office.

PART 12 – DUTIES OF OFFICERS

12.1 The chair shall

- (a) generally supervise all affairs of the society;
- (b) preside at all meetings of the society, the board and the executive committee; and
- (c) be, ex officio, a member of each committee of the board.

12.2 The vice chair shall carry out all the duties of the chair during her/his absence.

12.3 The secretary shall have overall responsibility, with the assistance of the administrative officer, to

- (a) conduct the correspondence of the society;
- (b) cause to be issued notices of meetings of the society and of the governors;
- (c) cause to be kept minutes of all meetings of the society and the governors;
- (d) have nominal custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have nominal custody of the common seal of the society;
- (f) cause to be maintained the register of members; and
- (g) cause to be filed all documents and reports required by federal and provincial authorities having jurisdiction.

12.4 The treasurer shall have overall responsibility, with the assistance of the administrative officer, to

- (a) cause to be kept the necessary financial records of the school and of the society, including books of account, necessary to comply with the *Society Act* and, with the advice of the auditor, ensure that adequate financial controls are observed;
- (b) conduct financial reviews as recommended by the finance committee; and
- (c) present financial statements regularly to the governors and audited financial statements or review financial statements (as determined by the board of governors each year pursuant to Part 6 of these bylaws) to the annual general meeting.

PART 13 – INDEMNITY AND PROTECTION

13.1 Subject to the *Society Act*, every governor of the society acting upon board authority or other person who has undertaken or is about to undertake any liability on behalf of the society and her/his heirs and personal representatives respectively shall at all times be indemnified and saved harmless, out of the funds of the society, from and against all costs, charges and expenses,

including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by her/him, in a civil, criminal or administrative action or proceeding to which she/he is made a party by reason of being or having been a governor, including an action brought by the society or subsidiary, if

- (a) she/he acted honestly and in good faith with a view to the best interests of the society or subsidiary or which she/he is or was a governor; and
- (b) in the case of a criminal or administrative action or proceeding, she/he had reasonable grounds for believing her/his conduct was lawful, except where such costs, charges or expenses as are occasioned by her/his own willful neglect or default.

13.2 Subject to the *Society Act*

- (a) no governor for the time being of the society shall be liable for the acts, receipts, neglects or defaults of any other governor or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the society through the insufficiency or deficiency of title to any property acquired by the society or for or on behalf of the society or for the insufficiency or deficiency or any security in or upon which any of the monies of or belonging to the society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of all or any damage resulting from any dealing with any monies, securities or other assets belonging to the society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of her/his respective office or trust or in relation thereto unless the same shall happen by or through her/his own wrongful and willful act or through her/his own wrongful and willful neglect or default or action was taken without the authority of the board.
- (b) the governors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the society except such as shall have been submitted to and authorized or approved by the board.
- (c) if any governor of the society shall be employed by or shall perform services for the society otherwise than as a governor or shall be a member of a firm or shareholder, director or officer of a company which is employed by or performs services for the society, the fact of her/his being a governor of the society shall not disentitle such director or officer or such firm or company as the case may be, from receiving proper remuneration for such services, provided that the interest of such governor shall have been previously disclosed to the board.

PART 14 – SEAL

14.1 The governors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

14.2 The administrative officer shall, under direction of the secretary, have custody of the seal of the society which shall be kept at the school.

14.3 The common seal shall be affixed only when authorized by a resolution of the board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of two governors, one of whom shall either by the chair or the vice chair.

PART 15 – BORROWING

15.1 In order to carry out the purposes of the society the governors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

15.2 No debenture shall be issued without the sanction of a special resolution.

PART 16 – BYLAWS AND RULES OF ORDER

16.1 These bylaws shall not be altered or added to except by special resolution.

16.2 Roberts Rules of Order (most recently revised) shall govern all meetings of the society, of the board and of any committee of the society or of the board in all cases where they are applicable and in which they are not inconsistent with these bylaws.

**Queen Margaret’s School
General Meeting of the Society
Assignment of Proxy Vote**

I, _____, of _____, in the Province/State of _____, a voting member of the society in good standing, hereby appoint _____, of _____, in the Province/State of _____ as my proxy to vote for me on my behalf at the annual/extraordinary general meeting of the society to be held on the ____ day of _____. 20____, and at any adjournment thereof. In the event that the above named proxy is unable to attend the meeting, I hereby appoint _____ of _____, in the Province/State of _____ as my alternate proxy.

Signed at _____, this ____ day of _____, 20____.

.....

This proxy allows you to record your decision in absentia at a general meeting by having another voting member represent you at that meeting. Any time that there is a vote required, if any member wishes to have the proxies used, a call for proxies must be honoured by the chair and the valid proxy votes as well as the votes of the voting members present will be counted to reach a decision.

By completing the proxy form and submitting it to the administrative officer at the school by the deadline date, you can have your vote cast, as you wish it cast, by the person to whom you have assigned this proxy.

If you are aware of an item of business which is forthcoming at the meeting and wish your proxy directed either “for” or “against” that item when it comes to a vote, advise the holder of your proxy by telephone, by letter, or by writing your directions in the space provided below.

If you provide no direction to your proxy, it will be employed at the discretion of the person to whom you have delegated your voting privilege.

ITEM OF BUSINESS: _____

DIRECTION: IN FAVOUR _____ OPPOSED _____

REASONS: _____