



CONSTITUTION & BYLAWS

QUEEN MARGARET'S SCHOOL

Bylaws Consolidated
AGM November 15, 2017



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 provide and maintain an independent school at or near Duncan, B.C. for education up to and including high school graduation.
 - b) To develop a culture of achievement by providing a learning environment that stimulates intellectual curiosity, academic excellence and promotes lifelong learning.
 - c) To encourage diversity and cultural sensitivity, promoting awareness and appreciation of cultural differences.
 - d) To provide opportunities for equestrian training and physical development, promoting sportsmanship, fitness and lifelong healthy lifestyle choices.
 - e) To provide artistic development in the visual, performing and speech arts to enhance self-confidence, creative expression and an aesthetic appreciation of the world in which we live.
 - f) To promote involvement in the community and service to others that embeds a sense of social responsibility and ethical behaviors and values.
 - g) In all respects, as far as possible, to ascribe to the values and principles established by the founders of the school, Norah Creina Denny and Dorothy Rachel Geoghegan.
 - h) To raise money, acquire funds and other assistance, and to own, acquire, and take by purchase, donations, devise, or otherwise, land or personal property and expend, sell, exchange, mortgage, lease, let, improve, or develop same for the purposes of the Society including the awarding of bursaries and scholarships.

Bylaws of Queen Margaret's School

Part 1 — Interpretation

Definitions

1.1 In these Bylaws, unless the context otherwise provides:

- a) **“Board”** means the Board of Governors of the Society;
- b) **“Bylaws”** means these Bylaws as altered from time to time;
- c) **“Governor”** means Director as defined in the Societies Act;
- d) **“General Meeting”** means and includes an Annual General Meeting (AGM) or a Special General Meeting (SGM) of the Society;
- e) **“Head”** means Head of the School appointed by the Board of Governors pursuant to these Bylaws;
- f) **“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;
- g) **“Parent”** means parent, foster parent or guardian of a Student or other person in loco parentis while the Student is/was in attendance;
- h) **“Contact Information”** of a member means his/her email address as recorded in the Register of members;
- i) **“School”** means Queen Margaret's School, Duncan, British Columbia;
- j) **“Society”** means Queen Margaret's School as incorporated;
- k) **“Societies Act”** means the *British Columbia Societies Act*, as amended from time to time;
- l) **“Special Resolution”** means a resolution passed at a General Meeting by at least 2/3 (or as otherwise specified in these Bylaws) of the votes cast by the voting members, whether in person or by proxy;
- m) **“Student”** means pupil in attendance at Queen Margaret's School.

Societies Act Definitions

1.2 The definitions in the *Societies Act* apply to these Bylaws on the date they become effective.

Plural, Singular and Gender Terms

1.3 In these Bylaws, a term defined in the plural form includes the singular and vice versa, and words imparting a female person include a male person and vice versa, and a corporation.

Part 2 — Alterable Clauses Originating from Former Constitution

Statement of Not-for-Profit Status

2.1 The Society shall not operate for profit, nor shall any part of its property be payable to, or otherwise be made available, for the benefit of any of its Governors.

Liquidation of Assets

2.2 In the event that the Society shall be wound up or liquidated, 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. These foundations or scholarships shall be for educational purposes that most suit independent schools, the establishment of scholarships at Canadian schools or universities, the Canadian Girl Guide movement, or any or all of them.

Alteration of Part 2

2.3 The paragraphs in Part 2 of these Bylaws may only be changed by a Special Resolution passed at an Annual General Meeting by at least 3/4 of the votes cast by the voting members, whether cast in person or by proxy.

Part 3 — Membership

Application for Membership

3.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

3.2 Persons 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. current members of the faculty and staff of the School;
- e. former faculty and staff of the School approved by the Board; and
- f. any other 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.

3.3 Honorary members are:

- a. honorary members as of November 15, 2017; and

- b. those whom the Board may, by resolution, see fit to honour and for such term as may be stipulated.

Classes of Membership

3.4 Membership classes consist of

- a. ordinary members who pay annual or lifetime membership fees; and
- b. honorary members.

Term of Membership

3.5 The annual membership term for an ordinary member begins on the day of the AGM until the last day prior to the following year's AGM.

3.6 Honorary membership terms are defined by the Board resolution which gives them membership.

Duties of Members

3.7 Every member should, at all times

- a. uphold the Constitution of the Society and comply with these Bylaws; and
- b. attend Annual General Meetings and vote on proposed resolutions.

Rights of Members

3.8 A member (whether an ordinary member or an honorary member) shall

- a. have the right to attend, speak and vote at any General Meeting of the Society;
- b. be eligible for election to the Board of Governors, unless in the employ of the Society;
- c. have access to the Register of Members information, which shall be provided within one month of the request;
- d. have the right to requisition a Special General Meeting be held by the Board of Governors upon providing to the Chair of the Board of Governors a written request signed by at least 10% of the members in good standing of the Society and in the format set out in the *Societies Act*; and
- e. have the right to make proposals for consideration at an Annual General Meeting or Special General Meeting.

Membership Dues

3.9 The amount of ordinary membership dues, if any, must be determined by the Board, except

- a. one Parent or guardian in each family that has one or more current Students enrolled in the School shall receive a free membership in the Society;
- b. the Board may fix a fee for a lifetime membership; and
- c. an honorary member shall not be required to pay a membership fee.

Member Not in Good Standing

3.10 A member is not in good standing if the member fails to pay the annual membership fees two weeks prior to the AGM.



3.11 A member who is not in good standing may not vote.

Cessation of Membership

3.12 A person shall cease to be a member of the Society

- a. by delivering their resignation in writing to the Secretary of the Society, or by mailing or delivering it to the address of the Society;
- b. on their death;
- c. on being expelled; and
- d. by not being a member in good standing for one year.

3.13 Cessation of membership shall not relieve a person from any indebtedness to the Society.

Expulsion of Member

3.14 A member may be expelled by a Special Resolution of the members passed at a General Meeting.

3.15 The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.

3.16 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 4 — General Meetings of Members

Time and Place of General Meeting

4.1 A General Meeting must be held at the time and place the Board determines, but notice must be given not less than seven days prior to the date of the meeting.

Method of Giving Notice

4.2 Notice of a General Meeting or of a Special Meeting must be given to every member of the Society by sending details of the date, time and location of the General Meeting or Special Meeting to the member's Contact Information not less than seven days prior to the date of the meeting, but not more than sixty days prior to the date of the meeting.

4.3 The accidental omission to send notice of a General Meeting or Special Meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

Ordinary Business at General Meeting

4.4 At a General Meeting, the following business is ordinary business:

- a. Adoption of rules of order;
- b. Consideration of any financial statements of the Society presented to the meeting;
- c. Consideration of the reports, if any, of the Governors or auditor;
- d. Election or acclamation of Governors;

- e. Appointment of an auditor; and
- f. Business arising out of a report of the Governors not requiring the passing of a Special Resolution.

Notice of Special Business

4.5 A notice of a General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.

Chair of General Meeting

4.6 The following individual is entitled to preside as the Chair of a General Meeting:

- a. The individual, if any, appointed by the Board to preside as the Chair
- b. If the Board has not appointed an individual to preside as the Chair, or if the individual appointed Chair by the Board is unable to preside as the Chair:
 - i. The Vice Chair ;
 - ii. One of the other Governors present at the meeting, if both the Chair and Vice Chair are unable to preside as the Chair.

Alternate Chair of General Meeting

4.7 If there is no individual entitled under these Bylaws who is able to preside as the Chair of a General Meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.

Requirement of a Quorum

4.8 Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a General Meeting unless a quorum of voting members is present.

Quorum for General Meetings

4.9 The quorum for the transaction of business at a General Meeting is 25 voting members.

Loss of Quorum

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

Lack of Quorum at Commencement of Meeting

4.11 If, within 30 minutes from the time set for holding a General Meeting, a quorum of voting members is not present, in the case of a meeting convened on the requisition of members, the meeting is terminated. In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within

30 minutes from the time set holding the continuation of the adjourned meeting, the voting members present constitute a quorum for that meeting.

Adjournments by the Chair

4.12 The Chair of a General Meeting may, if so directed by the voting members at the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting

Notice of Continuation of Adjourned General Meeting

4.13 It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of Business at a General Meeting

4.14 The order of business at a General Meeting is as follows:

- a. Elect an individual to chair the meeting, if necessary;
- b. Determine that there is a quorum;
- c. Approve the agenda;
- d. Approve the minutes from the last General Meeting;
- e. Deal with unfinished business from the last General Meeting;
- f. If the meeting is an Annual General Meeting:
 - i. Receive the Governors' report on the financial statements of the Society for the previous financial year, and the auditor's report on those statements;
 - ii. Receive any other reports of Governors' activities and decision since the previous Annual General Meeting;
 - iii. Elect or appoint Governors;
 - iv. Appoint an auditor;
- g. Deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- h. Terminate the meeting.

Methods of Voting

4.15 At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting.

Number of Votes

4.16 A member in good standing present at a General Meeting, whether in person or by proxy, is entitled to one vote.

Voting by Chair

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

Announcement of Result

4.18 The Chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy Voting

4.19 Proxy voting is permitted:

- a. Voting may be by proxy and the member submitting the proxy shall be recorded as present and counted in the quorum;
- b. The proxy shall be delivered to the Secretary before the meeting begins;
- c. No voting member shall act as proxy for more than five members; and
- d. The proxy shall be in the form prescribed in these Bylaws as appended.

Matters Decided at General Meeting by Ordinary Resolution

4.20 A matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by the *Societies Act* or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

Part 5 — Governors

Qualifications and Duties of a Governor

5.1 The *Societies Act* shall govern the qualifications and duties of a Governor.

Power of a Governor

5.2 The Governors shall provide for the overall management of the School and shall:

- a. appoint the Head:
 - 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;
 - 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.

5.3 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 Board Policy Manual.

Liability of a Governor

5.4 The *Societies Act* shall govern the liability of a Governor and the indemnification of a Governor.

Composition of Board

5.5 The number of Governors shall be not less than 9 and not more than 15 voting members of the Society, elected by the Society.

Election of Governors

5.6 At each Annual General Meeting, the voting members entitled to vote for the election of Governors must elect the members of the Board, excluding ex-officio Governors.

Filling of Vacancy

5.7 The Board may, at any time, appoint a voting member as Governor to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a Governor during the Governor's term of office.

Removal of Director

5.8 Any Governor may, at the discretion of the Board, be asked to resign her/his office as Governor for reasons such as being absent without reasonable excuse from three consecutive meetings.

Term of Office

5.9 The term of office of an elected Governor shall be three years.

5.10 The term of office for an appointed Governor who is filling a vacancy (per Bylaw 5.7) shall be the remaining portion of the term of office of the individual whose departure from office created the vacancy.

5.11 A Governor who has served for ten consecutive years shall only be eligible to serve as Governor after an absence of two years, unless otherwise authorized by Special Resolution to serve before a two year absence.

Consent to Act

5.12 Governors must confirm that they consent to act as a Governor by accepting the office in writing.

Part 6 — Proceedings of the Board

Calling of Governors' Meetings

6.1 A Governor's meeting may be called by the Chair or by any two Governors. Meetings may be held at any time and place determined by the Board.

Notice of Governors' Meetings

6.2 At least two days' notice for a Governors' meeting must be given by email or other electronic



means, unless all Governors agree to a shorter notice period. Formal notice is not necessary if at a meeting the time and place of the next meeting is determined.

6.3 The accidental omission to give notice of a Governors' meeting to a Governor, or the non-receipt of notice by a Governor, does not invalidate proceedings at the meeting.

Conduct of Meetings

6.4 The Governors shall conduct their meetings in accordance with generally accepted meeting procedures such as set forth in *Robert's Rules of Order*.

Quorum

6.5 The quorum for the transaction of business at a Governors' meeting is the majority of the Governors then in office.

Presentations and Appeals

6.6 The process for presentations and appeals to the Board of Governors shall be outlined in the Board Policy Handbook.

Standing and Special Committees

6.7 The Board may create standing and ad hoc committees as necessary. All committees will limit their activities to the purpose or purposes for which they are appointed and will have no powers except those specially conferred by a Board resolution. Unless specifically designated as a standing committee, any ad hoc committee so created must be created for a specified time period. An ad hoc committee will automatically be dissolved once their work is completed or the specified time period is done, whichever comes first.

Terms of Reference and Rules

6.8 When the Board creates a committee, it must establish Terms of Reference. A committee will report back to the Board as it completes its activities.

Meetings of Committees

6.9 The members of a committee may meet as they deem necessary and in keeping with these Bylaws.

Part 7 — Board Positions

Election or Appointment to Board Positions

7.1 Governors must be elected or appointed to the following Board positions, and a Governor other than the Chair may hold more than one position:

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



Terms of Board Positions

7.2 The term of office for Chair and Treasurer shall be one year, and they may stand for re-election immediately following the Annual General meeting.

7.3 The term of office for Vice-Chair and Secretary shall be one year and they may stand for re-election immediately following the Annual General Meeting.

Role of Chair

7.4 The Chair is responsible for supervising the other Governors in the execution of their duties and will preside at all meetings of the Society and of the Board.

7.5 The Chair shall be an ex-officio member of each committee of the Board.

Role of Vice-Chair

7.6 The Vice-Chair is responsible for carrying out the duties of the Chair if the Chair is unable to act.

Role of Secretary

7.7 The Secretary is responsible for making the necessary arrangements for the following:

- a. issuing notices of General Meetings and Governors' meetings;
- b. taking minutes of General Meetings and Governors' meetings;
- c. keeping the records of the Society in accordance with the *Societies Act*;
- d. conducting the correspondence of the Board;
- e. filing the Annual Report of the Society and making other filings with the Registrar under the *Societies Act*; and
- f. maintaining the Register of Members of the Society.

Absence of Secretary from Meeting

7.8 In the absence of the Secretary from a meeting, the Board must appoint another Governor to act as Secretary at the meeting.

Role of Treasurer

7.9 The Treasurer is responsible for making the necessary arrangements for the following:

- a. receiving and banking monies collected from the members or other sources;
- b. keeping accounting records in respect of the Society's financial transactions;
- c. preparing the Society's financial statements; and
- d. making the Society's filings respecting municipal, provincial and federal tax legislation.



Part 8 — Auditors

Requirement

8.1 The Society shall appoint an auditor with the qualifications described in the *Societies Act* at each Annual General Meeting.

Appointment of Auditor

8.2 At an annual General Meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed, unless:

- a. the incumbent auditor has declined appointment; or
- b. at least 14 days' written notice of the proposed resolution has been given to:
 - i. all persons entitled to receive notice of the meeting; and
 - ii. the incumbent auditor.

Comparative Financial Statements

8.3 The financial statements of the Society must be prepared as comparative financial statements relating separately to the following:

- a. the period beginning immediately after the end of the preceding financial year and ending not more than 6 months before the Annual General Meeting at which the financial statements are to be presented; and
- b. the preceding period, if any, in relation to which financial statements for the Society were prepared

Exception to Requirement for Comparative Financial Statements

8.4 Despite Bylaw 8.3, the financial statements of the Society may deal with only the period set out in Bylaw 8.3(a) if the reason for doing so is set out in the financial statements.

Provision of Financial Statements and Auditor's Report to Auditor and Members

8.5 At least 10 days before the date of each annual General Meeting, the Society must send to the appointed auditor and make available to each member a copy of

- a. the financial statements that are to be presented at the meeting; and
- b. the auditor's report, as defined in the *Societies Act*, on those financial statements.

Provision of Financial Statements and Auditor's Report to Security Holder

8.6 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report as defined in the *Societies Act*, on those financial statements.



Part 9 — Signing Authority

Signing Authority

- 9.1 A contract or other record to be signed by the Society must be signed on behalf of the Society by
- a. the Chair, together with one other Governor; or
 - b. if the Chair is unable to provide a signature, by the Vice-Chair together with one other Governor; or
 - c. if the Chair and Vice-Chair are both unable to provide signatures, by any two other Governors; or
 - d. in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 10 — Record Keeping Requirements

Record Keeping

- 10.1 The Society will adhere to the record keeping requirements of the *Societies Act*, including but not limited to the records of the following:
- a. Certificate of Incorporation, and each certified copy of the Constitution, and Bylaws furnished by the Registrar;
 - b. Statement of Governors and registered office;
 - c. all other documents provided by the Registrar;
 - d. Orders regarding the Society by any court, tribunal, government or regulatory body, including the Registrar;
 - e. Register of Governors, including their Contact Information, written consent to act, and written resignations;
 - f. disclosure of interests of Governors;
 - g. Register of Members, with Contact Information;
 - h. minutes of members' meetings;
 - i. written copies of ordinary and Special Resolutions;
 - j. minutes of Governors' meetings;
 - k. written copies of Governors' resolutions;
 - l. financial statements, including adequate accounting records for all fiscal years, including record of each transaction materially affecting the financial position of the Society.

Records Inspection

- 10.2 The records of the Society, subject to any restrictions set out in the *Societies Act* and these Bylaws, may be inspected and copies by those parties authorized under these Bylaws, upon:
- a. giving 2 weeks' written notice to view the records; and

- b. payment of the maximum fees set out in the Societies Act Regulations, which are currently:
 - i. an inspection fee of \$10.00 per day;
 - ii. a photocopy fee of \$0.50 per page; and
 - iii. an email fee of \$0.10 per page provided by email.

10.3 Members of the Society may have access to the audited financial statements, the auditor's report, and the records listed in Bylaw 10.1, except they may not have access to written resignations of Governors or to the financial information listed in Bylaw 10.1(l).

10.4 The general public may only have access to the audited financial statements and auditor's report and no other records.

