

## **Queen Margaret's School**

### **Parents' Association Constitution and Bylaws**

#### **CONSTITUTION**

The Parents' Association is a valuable component of the Queen Margaret's School Community. Working in close cooperation with the Head of School, it is a vital communication link between parents and the school.

The Association will operate as a non-profit organization with no personal financial benefit accruing to members.

The business of the Association will be unbiased in respect of race, religion, gender, politics, sexual orientation, and physical or mental ability.

The aims and objectives of the association are to promote the welfare of QMS both generally and financially including but not limited to:

- a) Providing financial assistance to the school through various fundraising efforts;
- b) Hosting special events and extending warm hospitality to visitors, guests, and new parents;
- c) Coordinating teams of volunteers and communication systems to facilitate the various activities of the school.

## BYLAWS

### *Part 1 — Interpretation*

#### **Definitions**

1.1 In these Bylaws, unless the context otherwise provides:

- a) **“Executive”** means the Executive of the Association;
- b) **“Bylaws”** means these Bylaws as altered from time to time;
- c) **“General Meeting”** means and includes an Annual General Meeting (AGM) or a Special General Meeting (SGM) of the Association;
- d) **“Head”** means Head of the School appointed by the Board of Governors of Queen Margaret’s School;
- e) **“Ordinary Resolution”** means a resolution passed in a General Meeting by the voting members of the Association by a simple majority of the votes cast in person;
- f) **“Parent”** means parent, foster parent or guardian of a Student or other person in loco parentis while the Student is in attendance;
- g) **“School”** means Queen Margaret’s School, Duncan, British Columbia;
- h) **“Special Resolution”** means a resolution passed at a General Meeting by at least 2/3 of the votes cast by the voting members present;
- i) **“Student”** means pupil in attendance at Queen Margaret’s School.

#### **Plural, Singular and Gender Terms**

1.2 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 — Membership*

#### **Membership**

2.1 Persons eligible to become members are:

- a) All parents of students registered in the School are members of the Association upon payment of school fees
- b) Members of the School community who are not parents of students registered at the School, whom the Association may, by resolution, see fit to honour and for such a term as may be stipulated.

2.2 Non-Voting members of the Association include:

- a) Parents and guardians of students registered in the School, who are also employees of the School
- b) The Head of the School or designate
- c) Honorary Members of the Association
- d) At no time will the Association have more non-voting than voting members.

### **Duties of members**

- 2.3 Every member should, at all times, uphold the Constitution and comply with these Bylaws.
- 2.4 At general meetings, members shall not discuss individual school personnel, students, parents, or other members of the school community.
- 2.5 The Association shall refrain from partisan political action or other activities that do not serve the interests of the School.

### **Rights of Members**

- 2.6 A member (whether an ordinary member or an honorary member) shall
  - a) have the right to attend, speak and vote, if eligible, at any General Meeting of the Association;
  - b) be eligible for election to the Executive, unless in the employ of the School;
  - c) have the right to make proposals for consideration at any General Meeting upon providing to the Chair of the Executive a written request two weeks prior to the scheduled meeting date.

## ***Part 3 — General Meetings of Members***

### **Time and Place of General Meeting**

- 3.1 A General Meeting must be held at the time and place the Executive determines, but notice must be given not less than seven days prior to the date of the meeting.
- 3.2 General meetings will be held once a month during the school year, September – June. One of those meetings will be the Annual General Meeting.
- 3.3 Participation at General Meetings will be through personal attendance. There will be no provisions for participation via phone, Skype or other digital means.

### **Method of Giving Notice**

- 3.4 Notice of a General Meeting or of a Special Meeting must be given to every member of the Association by providing details of the date, time and location of the General Meeting or Special Meeting through the School communication channels not less than seven days prior to the date of the meeting.
- 3.5 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**

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

- a) Adoption of rules of order;
- b) Consideration of any financial statements of the Association presented at the meeting;
- c) Consideration of the reports, if any, of the Executive or Committee Representatives;
- d) Election or acclamation of Executive positions;
- e) Business arising out of a report of the Executive not requiring the passing of a Special Resolution.

### **Notice of Special Business**

3.7 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**

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

- a) Chair of the Executive
- b) If the individual appointed as Chair is unable to preside as the Chair:
  - i) The Vice Chair ;
  - ii) One of the other Executive members present at the meeting, if both the Chair and Vice Chair are unable to preside as the Chair.

### **Alternate Chair of General Meeting**

3.9 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**

3.10 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**

3.11 The quorum for the transaction of business at a General Meeting is 5 voting members.

## **Order of Business at a General Meeting**

3.12 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 Treasurers' report on the financial statements of the Association for the previous financial year;
  - ii) Receive any other reports of Association's activities and decision since the previous Annual General Meeting;
  - iii) Elect or appoint Executive members;
- 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**

3.13 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**

3.14 An eligible member present at a General Meeting, is entitled to one vote.

## **Voting by Chair**

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

## **Announcement of Result**

3.16 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**

3.17 Proxy voting is not permitted.

## **Matters Decided at General Meeting by Ordinary Resolution**

3.18 A matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by these Bylaws to be decided by Special Resolution.

## ***Part 4 – The Executive***

### **Role of Executive**

- 4.1 The Executive shall provide for the overall management of the Association's affairs and in consultation with the Head of School or designate, shall
- a) implement a program of fundraising and social activities for the year
  - b) create and support standing and special purpose committees as necessary to fulfill the aims and objectives of the Association.

### **Executive Defined**

4.2 The Executive will include the Chair, Vice Chair, Secretary, Treasurer, immediate Past Chair, Community Welfare, and such other members of the Association as the membership decides.

### **Eligibility**

4.3 Any voting member of the Association is eligible to serve on the Executive.

### **Election of Executive**

- 4.4 The Executive will be elected at each Annual General Meeting.
- 4.5 The Nominating Committee will draw up a slate of candidates for each Executive Position available.

### **Term of Office**

4.6 No member will serve on the executive for more that 6 years.

### **Vacancy**

4.7 If an Executive member resigns or ceases to hold office for any other reason, other than the immediate Past Chair, the remaining Executive members may appoint an eligible member of the Association to fill the vacancy until the next annual general meeting.

## **Removal of Executive**

- 4.8 The members may, by a simple majority, remove an Executive member before the expiration of his or her term of office, and may appoint an eligible member to complete the term.
- 4.9 Written notice specifying the intention to make a motion to remove the Executive member must be given to all members not less than 14 days before the general meeting.
- 4.10 If any member of the Executive misses three (3) consecutive general meetings, the member may, at the call of the Chair, be asked to resign from the Executive.

## **Remuneration of Executive**

- 4.11 No Executive member may be remunerated for serving on the Executive, but may be reimbursed for expenses reasonably and necessarily incurred while engaged in the Association's affairs.

## ***Part 5 – Proceedings of the Executive***

### **Meetings**

- 5.1 Executive meetings will be held at the call of the Chair.

### **Quorum**

- 5.2 A quorum for executive meetings will be a majority (50% plus 1) of the members of the executive.

### **Notice**

- 5.3 Executive members will be given reasonable notice of executive meetings

### **Voting**

- 5.4 All matters requiring a vote at executive meetings will be decided by a simple majority of the votes cast (50% plus 1).
- 5.5 In the case of a tie vote, the chair does not have a second or casting vote and the motion is defeated.

## ***Part 6 – Duties of the Executive***

### **Chair**

- 6.1. The Chair will
  - a) speak on behalf of the Association
  - b) preside at membership and Executive meetings

- c) ensure that an agenda is prepared
- d) appoint committees where authorized by the membership or Executive
- e) ensure that the Association is represented at school functions
- f) ensure that Association activities are aimed at achieving the purposes set out in the Constitution
- g) be a signing officer.

### **Vice Chair**

#### 6.2 The Vice Chair will

- a) assist and support the Chair in the performance of his or her duties
- b) assume the duties of the Chair in the Chair's absence or upon request
- c) accept extra duties as required
- d) be a signing officer.

### **Secretary**

#### 6.3 The Secretary will

- a) ensure that members are notified of meetings
- b) record and file minutes of all meetings
- c) keep an accurate copy of the Constitution and Bylaws and make copies available to members upon request
- d) prepare and maintain other documentation as requested by the membership or executive
- e) issue and receive correspondence on behalf of the Association
- f) ensure safekeeping of all records of the Association
- g) may be a signing officer.

### **Treasurer**

#### 6.4 The Treasurer will

- a) ensure all funds of the Association are properly accounted for
- b) disburse funds as authorized by the membership or executive
- c) ensure proper financial records and books of account are maintained
- d) report on all receipts and disbursements at general and executive meetings
- e) make financial records and books of account ready for inspection or audit annually
- f) ensure that another signing officer has access to the financial records and books of account in the Treasurer's absence
- g) submit a financial statement at the Annual General Meeting
- h) be one of the signing officers.



## **Past Chair**

6.5 The Past Chair will

- a) assist and support the Association Chair in the performance of his or her duties.

## **Community Welfare**

6.6 The Community Welfare will

- a) coordinate communication from the Association to QMS community members in recognition of significant events.

## ***Part 7 - Standing and Special Purpose Committees***

### **Duties**

- 7.1 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 the Executive.
- 7.2 When the Executive creates a committee, it must establish a Terms of Reference.
- 7.3 Unless specifically designated as a standing committee, any special purpose committee so created must be created for a specified time period.
- 7.4 A committee will report back to the Association as it completes its activities.

### **Standing Committees**

- 7.5 Standing Committees of the Association shall include, but not be limited to, Unicycler, Bazaar, and Nominating.

### **Meetings**

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

## ***Part 8- Conduct of Executive and Committee Representatives***

### **Representing the Association**

- 8.1 On election or appointment, every executive member or committee representative must act solely in the interests of the parent membership of the Association.

## **Privilege**

- 8.2 Any information received in confidence by an executive member or committee representative from school personnel, a student, parent or other member of the school community is privileged and must not be divulged without permission of the person giving the information.

## **Disclosure of interest**

- 8.3 An executive member or committee representative who is interested, either directly or indirectly, in a proposed contract or transaction with the Association or school must disclose fully and promptly the nature and extent of his or her interest to the membership and executive.
- 8.4 Such an executive member or committee representative must avoid using his or her position on the Association for personal gain or self-promotion of private business.

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## ***Part 9 – Financial Matters***

### **Finances**

- 9.1 The financial year of the Association will be July 1st to June 30<sup>th</sup> of each year.
- 9.2 The Association may raise funds to further its aims and objectives. Annual fundraising plans shall be developed in consultation with the Head of School or designate.
- 9.3 In consultation with the Head of School or designate, revenue earned by the Association will be used
- a) to promote the educational, recreational and cultural development of students
  - b) to provide for scholarship and bursaries for deserving students.
- 9.4 The Executive may authorize the expenditure of up to \$400 on an unbudgeted item without the resolution of the general membership.

### **Bank accounts**

- 9.5 All funds of the Association must be kept on deposit in the name of the Association in a bank or financial institution registered under the Bank Act.

### **Signing authority**

- 9.6 The executive will name at least three signing officers for banking and legal documents. Two signatures will be required on all of these documents.

### **Treasurer's report**

- 9.7 A Treasurer's report will be presented at each general meeting.

## ***Part 10 – Constitution and Bylaw Amendments***

### **Amendments**

- 10.1 The members may, by special resolution, amend the Association's constitution and bylaws.
- 10.2 Written notice specifying the proposed amendments must be given to the members not less than 14 days before the meeting.
- 10.3 Where the proposed amendments exceed one page, they need not be given to every member, but must be posted in a conspicuous place in the school or made accessible to all members.

## ***Part 11 – Record Keeping Requirements***

### **Record Keeping**

- 11.1 The Associations records will include, but not be limited to, the records of the following:
  - a) Register of Executive, including their contact information
  - b) minutes of members' meetings
  - c) written copies of ordinary and Special Resolutions
  - d) minutes of Executive meetings
  - e) written copies of Executive resolutions
  - f) financial statements, including adequate accounting records for all fiscal years affecting the financial position of the Association.

### **Property**

- 11.2 All documents, records, minutes, correspondence, or other papers kept by a member, executive member, representative, or committee member in connection with the Association shall be deemed to be property of the Association and shall be turned over to the Chair when a member, executive member, representative, or committee member ceases to perform the task to which the papers relate.

### **Records Inspection**


- 11.3 Minutes of members' meetings, written copies of ordinary and Special Resolutions, and financial statements will be available for viewing by any member upon giving 2 weeks written notice to the Chair to view the records.

***Part 12 - Dissolution of the Association***

**Dissolution**

- 12.1 In the event of winding up or dissolution of the Association, and after payment of all debts and costs of winding up or dissolution, the assets and remaining funds of the Association shall be distributed to Queen Margaret's School.
- 12.2 In the event of winding up or dissolution, all records of the Association shall be given to the Head of School of Queen Margaret's School.

Adopted by Queen Margaret's School Parents' Association at Duncan, British Columbia on October 7, 2019.



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Chair



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Vice Chair