

PROVINCE OF BRITISH COLUMBIA

SOCIETY ACT

CONSTITUTION

AND

BYLAWS

OF

THE VANCOUVER WESTSIDE GERMAN SCHOOL SOCIETY

DRAFT

**Fasken Martineau DuMoulin LLP
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Canada**

SOCIETY ACT

**CONSTITUTION
OF
THE VANCOUVER WESTSIDE GERMAN SCHOOL SOCIETY**

1. The name of the Society is THE VANCOUVER WESTSIDE GERMAN SCHOOL SOCIETY.
2. The purposes of the Society are to promote and assist with the funding and operation of The Vancouver Westside German School, to encourage the maintenance of high standards of instruction at the school, and to support German language and cultural education, training and related services.
3. The Society shall be carried on without purpose of gain for its Members and any profits or other accretions to the Society shall be used for promoting its purposes. This provision is unalterable.
4. In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same objects of this Society, as may be determined by the Members of the Society at the time of winding up or dissolution, but in the event that the foregoing provisions cannot be effected, then such funds shall be given or transferred to some other organizations; provide that such organization referred to in this paragraph shall be charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the *Income Tax Act* (Canada) from time to time in effective. This paragraph is unalterable.
5. All capitalized terms in the Constitution have the meaning ascribed to them in the Bylaws of the Society. This paragraph 5 is alterable.

**BYLAWS
OF
THE VANCOUVER WESTSIDE GERMAN SCHOOL SOCIETY**

**PART 1
INTERPRETATION**

1.1 In these Bylaws, unless the context otherwise requires:

“**Bylaws**” means this bylaw and all other bylaws of the Society from time to time in force and effect.

“**Directors**” mean the directors of the Society for the time being, who collectively form the “Board of Directors” or “Board”.

“**Member**” or “**Membership**” means (a) an applicant for incorporation of a society who has not ceased to be a member, and (b) every other person who becomes and remains a member in accordance with the bylaws.

“**Registered Address**” of a Member means his address as recorded in the Register of Members.

“**School**” means the Vancouver Westside German School.

“**Society**” means the “Vancouver Westside German School Society”, a society incorporated under the *Society Act*.

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

“**Term**” means the time between the annual general meeting and the immediate next annual general meeting.

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

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

**PART 2
MEMBERSHIP**

2.1 The Members of the Society shall be the applicants for incorporation of the Society, and those persons admitted as Members in accordance with these Bylaws and, in either case, have not ceased to be Members.

2.2 The only persons eligible to be Members are individuals who are registered as users of services offered by the school (including individuals registered as students in School programs or courses), provided that in case of users who are under the age of majority, the parents and/or caregivers who have registered such user with the School shall be eligible to be Members, and provided further that for a user who is a minor up to a maximum of two parents and/or caregivers per household may be eligible. Upon attaining the age of majority, a user shall be eligible to become a Member and, upon being accepted as a

Member in accordance with these Bylaws, the user's parents and/or caregivers shall immediately cease to be Members.

2.3 Such an eligible person may apply to the Directors and upon acceptance by the Directors is a Member.

2.4 The Directors have discretion to accept or reject an eligible person's application to become a Member, provided that the Membership fee has been paid to the Society. The exercise of the said discretion is subject to review at any meeting of the Members of the Society.

2.5 Every Member shall uphold the Constitution and comply with the Bylaws.

2.6 In addition to any other provision in these Bylaws, a person shall automatically cease to be a Member of the Society:

- (a) by providing a resignation in writing to the Directors;
- (b) on his death;
- (c) on being expelled;
- (d) on failing to be registered, or in case of a user who is a minor on failing to have such minor registered as a user, for any service offered by the School for a period of more than 90 consecutive days; or
- (e) on having been a Member not in good standing for a period of 30 days.

2.7 A Member may be expelled by a vote of at least 75% of those present at a Directors' meeting called for such a purpose.

2.8 A Member who is the subject of the expulsion shall be given an opportunity to be heard at the Directors' meeting before the matter is put to a vote.

2.9 Such Member shall have the right to appeal the Directors' decision at the next scheduled general meeting. The Members may, by a special resolution of those present at a general meeting called for the purpose, reinstate any person as a Member, provided that no other provision of the Society's Constitution or Bylaws is compromised.

2.10 All Members are in good standing except a Member who has failed to pay his/her annual Membership fee(s) or any other subscription or debt due and owing by him/her to the Society, and the Member is not in good standing so long as the debt remains unpaid.

PART 3 FEES

3.1 The Directors shall create, and set the amount of, any fees, including, without limitation, the Membership fee and tuition and user fees for programs or courses or other services offered by the School.

3.2 Notwithstanding the foregoing, the Membership fee shall consist of a registration fee, and Membership fee and the tuition and other user fees shall be determined from time to time, and at least annually, by the Directors.

3.3 The Membership fee shall be non-refundable except in cases to be decided by the Directors in their sole discretion.

3.4 The Membership fee shall be due and payable at the time of registration.

PART 4 MEETING OF MEMBERS

4.1 General meetings of the Society shall be held at such time and place within the Province of British Columbia as the Directors decide.

4.2 Every general meeting, other than an annual general meeting, is an special general meeting.

4.3 Notice of an annual or special general meeting of the Society shall state the place, the day and the hour of meeting and the nature of the business of the meeting and such notice shall be given to every Member fourteen (14) days before such meeting.

4.4 Notice of any annual or special general meeting shall be deemed to be given to every Member if given personally, or by telephone or by depositing the same in a Post Office or public letter box by pre-paid post addressed to the Member, or by electronic mail to his or her electronic mail address, or by effecting delivery of written notice in any other way to his or her address as the same appears on the books of the Society.

4.5 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.

4.6 General meetings of the Society may be called at any time by the Directors. In addition, 10% or more Members may at any time by notice in writing specifying the purpose of the meeting, such notice to be signed by them and delivered to the Secretary, require the Directors to call a general meeting of the Society, and the Directors shall thereupon immediately call a general meeting of the Society.

4.7 An annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

PART 5 PROCEEDINGS AT GENERAL MEETINGS

5.1 Special business is:

- (a) all business at a special general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

5.2 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.

5.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.4 A quorum for the transaction of business at any annual or special general meeting of the Society shall consist of not less than 5% of the Members present in person or represented by proxy.

5.5 If within 30 minutes from the time appointed for a Members' meeting a quorum is not present, 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 30 minutes from the time appointed for the meeting, the Members present constitute a quorum, provided there are at least three Members present.

5.6 Subject to Bylaw 5.7, the President of the Society, the Vice-President, or, in the absence of both, one of the other Directors present, shall preside as chair of a general meeting.

5.7 If at a general meeting:

- (i) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting, or
- (ii) the President and all the other Directors present are unwilling to act as chair,

the Members present shall choose the chair from among them.

5.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.9 When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

5.10 Except as provided in this Bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

5.11 No resolution proposed at a meeting needs be seconded, and the chair of a meeting may move or propose a resolution.

5.12 In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.

5.13 A Member in good standing present at a meeting of Members is entitled to one vote.

5.14 The rules of procedure at an annual or special general meeting shall be determined by the Directors, or if a majority of Members present, whether in person or by proxy, objects, then Roberts' Rules of Order shall apply.

5.15 Voting by proxy is permitted as provided in PART 14 and any further terms and conditions set by the Directors. A Member shall not hold more than one proxy at any meeting.

PART 6
DIRECTORS AND OFFICERS

6.1 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to the provisions of:

- (i) all laws affecting the Society;
- (ii) these Bylaws; and
- (iii) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting.

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

6.3 There shall be five Directors or such greater number as determined by the Members by ordinary resolution.

6.4 A Director is not required to be a Member and shall be elected at the annual general meeting for one Term.

6.5 Each Director shall

- (i) act honestly and in good faith and in the best interests of the Society; and
- (ii) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.

6.6 Each Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to the Directors and otherwise comply with the requirements of the Society Act.

6.7 The Directors shall enter in the register the names of applicants for incorporation, and the name of every other person admitted as a Member of the Society, together with the following particulars of each:

- (i) the full name and residence address;
- (ii) the date on which a person is admitted as a Member; and
- (iii) the date on which a person ceases to be a Member.

6.8 The Directors shall be responsible for the preparation of all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.

6.9 The Directors shall on behalf of the Society file all financial and other reports that have to be filed after the annual meeting as required by the *Society Act* and *Income Tax Act* (Canada) or other law.

6.10 The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

6.11 The Directors, on behalf of the Society, shall be responsible for the keeping of proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- (i) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- (ii) every asset and liability of the Society; and
- (iii) every other transaction affecting the financial position of the Society.

6.12 The Directors may from time to time appoint individuals who are not Directors or Members to hold specific offices.

6.13 The Directors may at any time appoint an individual to fill any Director vacancy.

6.14 The Directors may at any time appoint an individual to fill any officer vacancy.

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

6.16 The Members may by special resolution remove a Director before the expiration of his office and may elect a successor to serve to the next annual meeting.

6.17 No Director shall be remunerated for being or acting as a Director, except that Directors attending meetings of the Board or of committees of Directors may receive a reasonable stipend as set and approved at a general meeting of Members. Notwithstanding the foregoing, a Director may receive reasonable remuneration any other duties separate from Director duties or be employed by the Society in other capacities as designated by the Directors.

PART 7 PROCEEDINGS OF DIRECTORS

7.1 A Director may participate in a meeting of the Directors or of any committee of the Directors in person or by telephone or other communications medium if all Directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A Director who participates in a meeting in a manner contemplated by this Bylaw 7.1 is deemed for all purposes of the *Society Act* and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

7.2 The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed, the quorum shall be a majority of the Directors then in office.

7.3 The President shall be chair of all meetings of the Directors unless the Directors otherwise decide.

7.4 A Director may at any time, and the Secretary on the request of a Director shall, convene a meeting of the Directors.

7.5 The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.

7.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.

7.7 Subject to directions of the Directors, the committee shall determine its own procedure.

7.8 The Members of a committee may meet and adjourn as they think proper.

7.9 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, or by electronic mail or by effecting delivery of written notice in any other way, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn

- (i) no notice of meetings of Directors shall be sent to that Director; and
- (ii) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

7.10 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

7.11 In case of an equality of votes, the chair does not have a second or casting vote.

7.12 No resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the chair of a meeting may move or propose a resolution.

7.13 A resolution of the Directors consented to in writing by all of the Directors entitled to vote on it, whether by signed document, fax, electronic mail approval or any other method of transmitting legibly recorded messages, is as valid and effective as if it had been passed at a meeting of the directors duly called and held.

PART 8 DUTIES OF OFFICERS

8.1 In accordance with these Bylaws and subject to the *Society Act*, the Directors may appoint and specify duties of officers as the Directors may determine and may delegate to such officers powers to manage the business and affairs of the Society and the Directors may, at any time, terminate any such appointment.

8.2 The Directors may at any time add additional duties to any Director or officer or transfer duties among Directors or officers.

PART 9 SEAL

9.1 The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

9.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution.

**PART 10
BORROWING**

10.1 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

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

10.3 The Members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

**PART 11
AUDITOR**

11.1 This part applies only where the Society is required or has resolved to have an auditor.

11.2 The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of auditor.

11.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

11.4 An auditor may be removed by ordinary resolution.

11.5 An auditor shall be informed forthwith in writing of appointment or removal.

11.6 No Director and no employee of the Society shall be auditor.

11.7 The auditor may attend general meetings.

**PART 12
NOTICES TO MEMBERS**

12.1 A notice may be given to a Member either personally or by telephone or by depositing the same in a Post Office or public letter box by pre-paid post addressed to the Member, or by electronic mail to his or her electronic mail address, or by effecting delivery of written notice in any other way to his or her address as the same appears on the books of the Society.

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

12.3 Notice of a general meeting shall be given to:

- (i) every Member shown on the register of Members on the day notice is given; and
- (ii) the auditor, if PART 11 applies.

12.4 No other person is entitled to receive a notice of general meeting.

**PART 13
RECORDS**

13.1 The Directors shall ensure that the minutes of all meetings and all other necessary books and records of the Society required by the Bylaws or by any applicable statute or law are regularly and properly kept.

13.2 The documents, including the accounting records, of the Society must be open to the inspection of a Director or Member at all reasonable times at the office of the Society.

**PART 14
PROXY VOTING**

14.1 Unless the Directors otherwise determine, the instrument appointing a proxy holder and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting at which the proxy holder proposes to vote, or shall be deposited with the chair of the meeting prior to the commencement of the meeting.

14.2 A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the Member or revocation of the proxy or of the authority under which the proxy was executed, provided no intimation in writing of the death, incapability, or revocation has been received at the registered office of the Society or by the chair of the meeting before the vote was given.

14.3 A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the Directors or the chair of the meeting:

Vancouver Westside German School Society

The undersigned, being a Member of the Society, hereby appoints _____ or, failing that person, _____, as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of the Members to be held on the _____ day of _____, _____ and at any adjournment of that meeting.

Signed this _____ day of _____.

Name of Member

Signature of Member

A proxy is valid for only one meeting or any adjournment thereof.

**PART 15
FISCAL YEAR**

15.1 The fiscal year end of the Society shall be the 31st day of August in each year.

**PART 16
AMENDING BYLAWS**

16.1 These Bylaws may be amended by a special resolution of the Members.

16.2 Unless required otherwise by the *Society Act*, any other resolution or motion shall be deemed passed if a majority of the Members present at a meeting of Members vote in favour of such resolution or motion.

Dated the _____ day of _____, 2013.

**THE VANCOUVER WESTSIDE GERMAN
SCHOOL SOCIETY**

Per: _____
Authorized Signatory

DRAFT

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