



T.K. SPARKS

**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 their address (including email address and fax number, if any) 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 as a British Columbia society under incorporation No. S-0029247.

“**Societies Act**” means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it or replacements thereof, and includes its regulations.

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

1.2 The definitions in the Societies Act 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 are those individuals who were members of the Society on the date of these Bylaws come into effect, and those individuals who subsequently have become members in accordance with these Bylaws, and, in either case, have not ceased to be members.

2.2 Membership in the Society shall be available to persons interested in German language, culture and education and in furthering the Society's purposes, who wish to participate in the Society's language, cultural and educational activities and whose application for admission as a member has received the approval, of:

- (a) the Board;
- (b) any membership committee established by the Board; or
- (c) a senior manager or manager of the Society authorized by the Board,

in accordance with such membership admission rules as may be adopted by the Board from time to time by resolution. Notwithstanding the foregoing, whether or not an applicant is admitted to membership shall be in the sole and absolute discretion of the Board or its designates.

2.3 The membership of a member in the Society terminates when:

- (a) the member's term of membership, if any, expires;
- (b) the membership terminates in accordance with these Bylaws;
- (c) the member resigns;
- (d) the member, in case of an individual, dies or, in case of another person, dissolves;
- (e) the member is expelled in accordance with these Bylaws or the Societies Act.; or
- (f) on having been a Member not in good standing for a period of 30 days.

2.4 Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.5 A member may be disciplined or expelled by Board resolution approved by at least 75% of the directors then in office and entitled to vote on such resolution for any reason which is deemed by the Board to be in the best interests of the Society including, without limitation:

- (a) violating any provisions of the Societies Act, the constitution, these Bylaws or any rules or policies adopted by the Society from time to time;
- (b) carrying out any conduct which the Board considers to be detrimental to the Society; and
- (c) for any other reason that the Board considers to be reasonable, having regard to the purposes of the Society.

Disciplining a member may include a suspension of membership rights. Before a member is disciplined or expelled, the Society must send to the member a written notice of the proposed discipline or expulsion, including reasons, and give the member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.

2.6 A member who has failed to pay the member's annual membership fees, special assessments or dues, if any, or any other debt due and owing by the member to the Society is not in good standing so long any amount outstanding remains unpaid. A member who is not in good standing shall not be entitled to vote at general meetings of the members, or consent to a resolution of members.

PART 3 FEES, ASSESSMENTS AND DUES

3.1 The Board may determine the membership fees, dues or assessments, if any, and any other fees or charges in relation to the Society's activities or services from time to time, including time and manner of payment.

PART 4 MEETING OF MEMBERS

4.1 The Board may at any time call a general meeting of members at such date, time and location in British Columbia (except in the case of a fully electronic meeting) as may be determined by the Board. A general meeting may be held at a location outside British Columbia agreed on by every voting member before the meeting.

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

4.3 Unless the holding of an annual general meeting is deferred in accordance with the Societies Act, the directors of the Society must call annual general meetings so that an annual general meeting is held in each calendar year.

4.4 The Society shall give not less than 14 days written notice of a general meeting to every member of the Society. The notice of general meeting must include the date and time, and, if applicable, the location of the general meeting and the text of any special resolution to be submitted to the general meeting. A notice of a general meeting must also 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 judgment concerning that business.

4.5 If a general meeting is held as an electronic meeting in accordance with Section 5.13, the notice of meeting must also contain instructions for attending and participating in the general meeting by telephone or other communications medium, including, if applicable, instructions for voting at the general meeting.

4.6 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.

4.7 For as long as the Society has more than 250 members (or such other number set by the Societies Act), the Society may give notice of a general meeting by:

- (a) sending an email with the date, time and location of the general meeting and all other required information to every member for whom the Society has an email address in its register of members; and
- (b) posting notice of the date, time and location of the general meeting and all other required information, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members.

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 provided at 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, participating by telecommunications medium or, if applicable, 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 shall 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:

- (a) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting, or
- (b) 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 (if any), 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 fourteen (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 these Bylaws, 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 Subject to the Societies Act, the directors may decide, in their sole discretion, to hold a general meeting as a fully or partially electronic meeting. If the directors decide to hold a general meeting as a fully or partially electronic meetings, the directors shall make arrangements for members to participate in, and, if applicable, to vote at such general meeting by telephone or other communications medium. A member or other person participating in such general meeting by telephone or other communications medium shall be deemed to be present at the meeting. A member entitled to vote at the general meeting and participating by telephone or other communications medium shall be counted in the quorum therefor and be entitled to speak and vote at the general meeting.

5.14 A Member in good standing and who has not been suspended, present in person, participating by communications medium, or by proxy (if permitted) at a meeting of Members is entitled to one vote.

5.15 At a general meeting, voting shall be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, as determined by the chair of the meeting, except that if a meeting is held in accordance with Section 5.13, voting shall be in the manner determined by the directors.

5.16 The chair of a general meeting must declare to the meeting the outcome of each vote and that outcome must be recorded in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against a resolution.

5.17 The rules of procedure at a general meeting shall be determined by the Directors from time to time or at any time, or if a majority of Members present, whether in person, participating by communications medium or by proxy (if permitted), objects, then Roberts' Rules of Order shall apply.

5.18 Subject to any further terms and conditions set by the Directors, and in accordance with PART 14, every voting member may, by proxy, appoint a proxy holder to attend in person and act at a general meeting that is not held as a fully electronic meeting in the manner, to the extent and with the powers conferred by the proxy. A Member shall not hold more than one proxy at any meeting. For greater clarity, proxy voting shall not be permitted for persons who participate by telephone or other communications medium in electronic meetings.

PART 6 DIRECTORS AND OFFICERS

6.1 Subject to the Societies Act and these Bylaws, the Board shall manage or supervise the management of the activities and internal affairs of the Society.

6.2 A Director of the Society must, when exercising the powers and performing the functions of a director, act with a view to the purposes of the Society and must:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Societies Act; and
- (d) subject to Bylaws 6.2(a) through 6.2(c), act in accordance with these Bylaws.

6.3 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.

6.4 There shall be five (5) Directors or such greater number as determined by the Directors from time to time or at any time.

6.5 In addition to the qualifications for directors set forth in the Societies Act, a Director must be a member. If a Director ceases to be a member for any reason, they shall automatically cease to be a Director at the same time.

6.6 Each Director shall be elected to hold office until the close of the first annual general meeting after such Director is elected, at which time, each such director shall retire as a director, but, if qualified, shall be eligible for re-election.

6.7 An election of Directors may be by acclamation if the number of candidates for Directors is less than, or equal to, the number of vacant Director positions. Otherwise an election may be held as determined by the Board in accordance with Sections 5.13 and 5.15. Notwithstanding the foregoing, if an election is conducted secret ballot, each ballot shall show the names of all candidates for Directors and each member entitled to vote shall may vote for the number of candidates equal to the number of vacant Director positions. Elections shall be decided by the plurality of the votes cast votes cast and those with the candidates receiving the highest number of votes shall be elected in descending order. In the event of a tie for the final position, the chair of the meeting shall have the deciding vote.

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 Societies 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:

- (a) all money received and disbursed by the Society, and the manner in respect of which the receipt and disbursement took place;
- (b) every asset and liability of the Society; and
- (c) 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 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

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

6.16 The Society must not pay to a Director of the Society remuneration for being a Director, but may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a Director.

6.17 No Director shall receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for service. A Director who receives or becomes entitled to receive remuneration from the Society under such contracts shall immediately and automatically cease to be a Director.

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 Societies 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,

- (a) no notice of meetings of Directors shall be sent to that Director; and
- (b) 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 to 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 Societies 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. Officers under these Bylaws are senior managers for the purposes of the Societies Act.

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 INVESTMENTS, BORROWING, DISTRIBUTIONS AND DISPOSAL OF UNDERTAKING

10.1 The Society may invest its funds only in an investment in which a prudent investor might invest.

10.2 The Society may from time to time, if authorized by the Board:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board may determine;
- (b) issue bonds, debentures, notes or other evidences of debt obligations either outright or as security for any liability or obligation of the Society at any time, to any person and for any consideration that the Board may determine;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and

- (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of the Society.

10.3 The Society must not distribute any of its money or other property other than:

- (a) for full and valuable consideration;
- (b) in furtherance of the purposes of the Society;
- (c) to a qualified recipient; or
- (d) for a distribution required or authorized by the Societies Act.

10.4 The Society must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless the Society has been authorized to do so by special resolution.

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 their successor is elected at the next annual general meeting.

11.4 An auditor may be removed by ordinary resolution and a new auditor must be appointed, both in accordance with the procedures set out in the Societies Act.

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

11.6 In addition to the qualifications for auditors under the Societies Act, no Director and no employee of the Society shall be auditor.

11.7 The auditor may attend general meetings.

PART 12 NOTICES

12.1 Unless the Societies Act or these Bylaws provide otherwise, a record (including any notice, statement or report) required or permitted by the Societies Act or these Bylaws to be sent to a member, director, senior manager, auditor or other person may be sent by any of the following methods:

- (a) by mail:

- (i) for a record mailed to a member, director or senior manager to that person's registered address; and
 - (ii) in any other case, the intended recipient's most recent mailing address known to the sender;
- (b) by delivery:
- (i) for a record delivered to a member, director or senior manager at that person's registered address;
 - (ii) for a record delivered to the Society at the delivery address of the registered office of the Society, by leaving the record in a mail box or mail slot for that delivery address; and
 - (iii) in any other case by leaving the record with the person or an agent of the person or, in case of a person other than an individual, by leaving the record in a mail box or mail slot for the address at which the person carries on activities or business; or
 - (iv) if the intended recipient has provided an email address or fax number, by email or fax to that email address or fax number.

12.2 A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Section 12.1 is deemed to be received by the person to whom it was mailed on the beginning of 5th day after the record is mailed. A record that is delivered to a person at the applicable address for that person referred to in Section 12.1 is deemed to be received by the person to whom it was delivered on the beginning of the 3rd day after the record is delivered. If the person has provided an email address or fax number to which records may be sent, a record sent to such email address or fax number is deemed to be received by that person on the beginning of the 3rd day after the record is emailed or faxed to that email address or fax number.

12.3 A certificate signed by the Secretary, if any, or other senior manager of the Society stating that a record was sent as required by Section 12.1 is conclusive evidence of the fact.

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 A member is entitled to receive, without charge, one copy of the current constitution and bylaws of the Society and the most recent financial statements of the Society.

13.3 A member is not entitled to inspect, or receive copies of, the minutes of Board or committee meetings, Board or committee consent resolutions (including in camera meeting minutes, if any) and the accounting records of the Society (other than the financial statements), with the exception of those portions of any of the above records that evidence a disclosure of a

director's or senior manager's interest in the Board minutes or consent resolutions in accordance with the Societies Act.

**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* _____

14.4 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 Societies 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.

PART 17
NON-PROFIT PURPOSE AND DISSOLUTION

17.1 The Society shall be carried on without purpose of gain for its members and any profits or other gains to the Society shall be used in promoting its purposes.

17.2 Upon the dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to a qualified donee as described in subsection 149.1(1) of the *Income Tax Act* (Canada), having substantially similar purposes as the Society, but in the event that such a qualified donee cannot be identified, to any other qualified donee.