

CONSTITUTION

1. The name of the Society is **ST ALCUIN COLLEGE FOR THE LIBERAL ARTS COMMUNITY VOLUNTEER SOCIETY**
2. The purposes of the Society are:
 1. to promote the purposes of the St Alcuin College for the Liberal Arts Society which include:
 1. the advancement of education, knowledge and ability through the establishment and operation of independent, coeducational, nondenominational schools, colleges and other similar institutions providing training and instruction based on an enriched liberal arts curriculum with its classical roots in the languages, humanities, sciences and mathematics, the establishment of academic chairs and lectureships and the provision of scholarships, bursaries and prizes for scholastic achievement, for the purpose of fostering:
 - i. a joy of learning based upon creativity, curiosity and innovation that allows students to discover and develop their unique gifts and strengths to their maximum potential and become knowledgeable, confident, caring and compassionate life-long learners capable of critical-thinking and communication;
 - ii. a spirit of community among students that is founded upon diversity, multiculturalism, friendship, humility, empathy, commitment and inclusion;
 - iii. integrity in students as ethical and responsible citizens; and
 - iv. education with distinction through an authentic, emergent, positive, vibrant, hands-on personalized learning environment under the guidance of master teachers, talented apprentice teachers and experts in the community acting as adjunct teachers;
 2. to receive bequests, legacies, donations, gifts, funds and property from all sources, including from other charitable organizations, and to hold and invest such funds and property and to administer and distribute such funds and property for the purposes of the Society;
 3. to conduct such fundraising activities and source financing from such sources as are appropriate in order to raise funds to operate;
 4. to develop sources of income as may from time to time be appropriate, including, without limiting the foregoing, carrying on

such business or other activities as are incidental to the foregoing purposes and further the purposes of the Society;

5. to acquire by lease, purchase, gift, exchange or otherwise, such real and personal property as may be necessary to carry out the purposes of the Society; and
6. to do all other such things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.

**Bylaws of
St Alcuin College for the Liberal Arts Community Volunteer Society
(the "Society")**

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

1.2 Words importing the singular include the plural and vice versa; words are gender neutral; and a person includes an individual, corporation, society or other legal entity, as the context permits.

Definitions in Act apply

1.3 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.4 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these Bylaws, and, in either case, have not ceased to be members. Unless otherwise set out herein, all members are entitled to vote.

2.2 A person may apply to the Board for membership in the Society and on acceptance by the Board shall be a member. Without limiting the generality of the forgoing, the Board may consider for membership a person who is a designated representative (including without limitation a parent, guardian or relative) for a current student of any school or college established and operated by the St Alcuin College for the Liberal Arts Society; provided that:

- (a) there shall not be more than one designated representative for each current student enrolled at such school or college; and
- (b) if a family has more than one current student in such school or college, each person who is a designated representative for a current student in such school or college may apply for membership in the Society.

Duties of members

- 2.3** Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

- 2.4** The amount of the annual membership dues, if any, must be determined by the Board.

Termination of membership

- 2.5** 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) upon the child for whom they are the designated representative ceasing to be a student enrolled at any school or college established and operated by the St Alcuin College for the Liberal Arts Society, whether arising upon a notice from the member of no re-enrollment or otherwise;
 - (c) upon their death;
 - (d) upon being expelled; or
 - (e) upon having been a member not in good standing for a period of 30 days.
- 2.6** A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.7** The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.8** 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.

Member not in good standing

- 2.9** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or other subscription or debt due and owing

by them to the Society. The member is not in good standing for so long as those dues, subscription or debt remain unpaid.

Member not in good standing may not vote

2.10 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.11 A person's membership in the Society is terminated if the person is not in good standing for 30 days.

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 Board determines.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting.

3.4 Notice of a general meeting must be sent to every member of the Society at least 14 days before the meeting and not more than 60 days before the meeting.

3.5 Notice of a general meeting is deemed to have been sent if notice of the meeting has been sent by email to the email address of every member of the society for whom the society has an email address in the register of members, and notice of the meeting is posted, 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 of the Society.

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 Society presented to the meeting;

- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors 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 judgment concerning that business.

Chair of general meeting

3.8 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 the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair,
or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president 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.

Quorum required

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 three voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.12 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) 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 for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.13 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.

Adjournments by chair

3.14 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, 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

3.15 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 general meeting

3.16 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 directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.17 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, voting must be by a secret ballot.

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

Announcement of result

3.19 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 not permitted

3.20 Voting by proxy is not permitted.

Matters decided at general meeting

3.21 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the 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.

3.22 A special resolution requires 75% majority to pass.

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

Resolution in writing

- 3.24** A resolution in writing signed by each member shall be as valid and effectual as if it had been passed at a meeting of the Society duly convened and held. A resolution in writing may be in one or more counterparts, each of which may be signed by one or more members and which together shall be deemed to constitute a resolution in writing.

PART 4 – DIRECTORS

Number of directors on Board

- 4.1** The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 4.3** A person is qualified to be a director if and so long as they are a voting member of the Society and are qualified to be a director under the Act.
- 4.4** The Board may appoint additional persons to serve as directors, provided that the number of appointed directors may not exceed 25% of the number of elected directors. If separate elections are not held for each office to be filled, at the first meeting of the Board following the ballot, the Board shall appoint from their members present the President, Vice-President, Secretary and Treasurer.

Duties of a director

- 4.5** A director has a duty of loyalty and a duty of care for the best interests of the Society. Further, they must act in accordance with the Act and the regulations under the Act, and in accordance with the Bylaws of the Society. All actions must be made with the view to achieving the purpose of the Society as described in its Constitution. A director cannot abdicate or be relieved of these duties.

Directors may fill casual vacancy on Board

- 4.6** The Board may, at any time, appoint a voting member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office or as a result of the director ceasing to be a voting member of the Society.

Term of appointment of director filling casual vacancy

- 4.7** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removal of a director

- 4.8** 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.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

- 5.1** A Board meeting may be called by the president or by any two other directors.

Notice of directors’ meeting

- 5.2** At least two days’ notice of a Board meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit.
- 5.5** In case of an equality of votes, the chair does not have a second or casting vote.
- 5.6** 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.

Quorum of directors

- 5.7** The quorum for the transaction of business at a Board meeting is a majority of the directors. Directors participating by telephone or telephone conference call shall be considered part of the quorum.

Resolution in writing

5.8 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effectual as if it had been passed at a meeting of Board duly convened and held. A resolution in writing may be in one or more counterparts, each of which may be signed by one or more directors and which together shall be deemed to constitute a resolution in writing.

Advisory Committees

5.9 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.

5.10 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 Board, and shall report every act or thing done in exercise of those powers to the Board.

5.11 Subject to directions of the Board, the committee shall determine its own procedure.

5.12 The members of a committee may meet and adjourn as they think proper.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or 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;
- (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director, remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any two other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – RECORD-KEEPING REQUIREMENTS

- 8.1** The Society will adhere to the record-keeping requirements of the Act.
- 8.2** A director may, without charge, inspect a record the Society is required to keep under section 20 of the Act.
- 8.3** A member may, without charge, inspect a record the Society is required to keep under section 20 (1) of the Act, and the portion of a record the Society is required to keep under section 20 (2) (a) or (b) of the Act that evidences a disclosure by a director. All other documents are restricted. After receipt of the request, a copy will be provided within 14 days.
- 8.4** A person other than a member or director, may request to inspect the financial statements of the Society. All other documents are restricted. The fee for a copy of the financial statements is \$10 plus
- (a) \$0.50 per page, other than for a copy provided by email, or
 - (b) \$0.10 per page for a copy provided by email
- After receipt of the request and payment of the fee, a copy will be provided within 14 days.

PART 9

Purpose

- 9.1** The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to Society shall be used for promoting its purposes. This provision was previously unalterable.

Wind-up or dissolution

- 9.2** In the event of winding-up or the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with or promoting the same purposes as this Society, as may be determined by the members of the Society at the time of winding-up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organizations referred to in this paragraph shall be registered charities recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act (Canada) from time to time in effect. This provision was previously unalterable.