

# **Western Communities Montessori Society Constitution and Bylaws**

## **CONSTITUTION**

The purposes of the Society are:

- a. to operate an independent, non-profit school, or schools, in the Western Communities of Victoria, Province of British Columbia;
- b. to acquire and equip lands and buildings on Vancouver Island, Province of British Columbia, suitable for the carrying on therein of an independent, non-profit school or schools; and
- c. to build a learning community founded upon respect and harmony, that graduates students who embrace life and learning with personal, communal and global integrity.

Here set out, in numbered clauses, are the Bylaws providing for the matters referred to in section 6(1) of the Society Act and any other Bylaws.

## **BYLAWS**

### **Part 1 - Interpretation**

#### 1.1 Definitions

- (1) In these bylaws, unless the context otherwise requires:
  - a. "Society" means The Western Communities Montessori Society;
  - b. "Board of Directors" means the governing body of the Society;
  - c. "Directors" means any elected or appointed member of the Board of Directors of the Society for the time being;
  - d. "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
  - e. "Committee" means a person or persons appointed from time to time by the Board of Directors who shall meet to carry out specified duties;
  - f. "School" means West-Mont School, the school operated by the Society;
  - g. "Member" means a person accepted by the Board of Directors into the Society subject to Bylaw 2.1;
  - h. "Registered address" of a member means the member's address as recorded in the register of members;
  - i. "Registered email address" of a member means the member's email address as recorded in the register of members; and
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

## **Part 2 - Society Membership**

### 2.1 Membership

- (1) The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- (2) A person may apply to the Board of Directors for membership in the Society and on acceptance by the Board of Directors is a member.
- (3) Every member must uphold the constitution and comply with these bylaws.

### 2.2 Ceasing to be a Member

- (1) A person ceases to be a member of the Society:
  - a. by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
  - b. on his or her death;
  - c. on being expelled;
  - d. on having become a member not in good standing by failing to pay any subscription or debt due and owing to the Society; or
  - e. by no longer having a child enrolled in the school, unless the person chooses to apply for a membership annually.

### 2.3 Expulsion of a Member

- (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of a special resolution for expulsion must include a brief statement of the reason for the proposed expulsion.
- (3) The person who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### 2.4 Change in Address

- (1) All members of the Society shall promptly report to the Society Secretary or to the school office any change in address.

## **Part 3 - Meetings of the Society**

### 3.1 Annual General Meeting

- (1) An annual general meeting of the Society shall be held at least once in every calendar year, generally in October or November, and not more than 15 months after the adjournment of the last preceding annual general meeting.
- (2) At any annual general meeting the following must be transacted:
  - a. consideration of the financial statements;
  - b. report of the Board of Directors;
  - c. report of the Auditor (if any);
  - d. election of Directors;
  - e. appointment of the Auditor; and
  - f. such other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Board of Directors issued with the notice convening the meeting.

### 3.2 General Meetings

- (1) Every meeting of the Society, other than an annual general meeting, is a general meeting.
- (2) The Board of Directors may, when they think fit, convene a general meeting.
- (3) General meetings of the Society must be held at such time and place that the Board of Directors decide or upon a request made in writing to the President or Secretary of the Society by twenty-five (25) members of the Society or ten percent (10%) of the members of the Society, whichever is less.

### 3.3 Notice of Meetings of the Society

- (1) Written notice of a meeting of the Society must be given at least fourteen (14) days prior to the date of the meeting. Such notice must be given to every member shown on the register of members on the day notice is given and must specify the place, day and hour of the meeting, and, in the case of special business (see Bylaw 4.1 for amplification), the general nature of that business.

## **Part 4 - Proceedings at Society Meetings**

### 4.1 Special Business

- (1) Special business is all business at a general meeting except the adoption of rules of order, and all business conducted at an annual general meeting, except that listed in Bylaw 3.1.

### 4.2 Quorum

- (1) A quorum is ten (10) persons. The ten (10) persons present must be members entitled to attend and vote at the meeting.

- (2) Business, other than the election of the Chair of a Society meeting and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (3) If at any time during a Society meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### 4.3 Chair

- (1) The President or Vice-President of the Society, or in the absence of both, one of the other Directors present, excluding ex-officio Directors, must preside as Chair of a Society meeting.
- (2) If at a Society 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 other Directors present are unwilling to act as the Chair,the members present must choose one of their number to be the Chair.

#### 4.4 Adjournment of Meeting

- (1) A Society meeting may be adjourned from time to time and from place to place due to unfinished business or the lack of a quorum. Business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) When a Society meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned Society meeting.

#### 4.5 Resolutions

- (1) A resolution proposed at a Society meeting need not be seconded, and the Chair of a Society meeting may move or propose a resolution.
- (2) An ordinary resolution is a resolution that must be passed by a majority of those members entitled to vote and who are present at a meeting of the Society.
- (3) A special resolution is a resolution that must be passed by a majority of not less than three quarters (3/4) of those members entitled to vote and present at a meeting of the Society, of which at least fourteen (14) days written notice specifying the intention to propose the special resolution.

#### 4.6 Voting

- (1) Every member shall have one vote and must exercise such vote in person.
- (2) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

### **Part 5 - Board of Directors**

#### 5.1 Authority of Board of Directors

- (1) The Board of Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a meeting, but subject, nevertheless, to:
  - a. all laws affecting the Society;
  - b. these bylaws; and
  - c. rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a meeting.
- (2) A rule, made by the Society in a meeting does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

#### 5.2 Nominations to Board of Directors

- (1) Nominations for the Board of Directors may be made in writing by any member of the Society, together with the nominee's acceptance in writing, and submitted to the Secretary of the Society prior to the date of a meeting of the Society at which elections are to be held. Nominations may also be made from the floor at such meeting.
- (2) Nominations received in writing in advance of a meeting of the Society at which elections are to be held, shall be prominently posted in the school prior to the date of the meeting of the Society at which elections are to be held.
- (3) Nominees for the Board of Directors shall not be an employee or the spouse of an employee of the school.
- (4) Nominees for the Board of Directors and their spouses shall not be seeking employment at the school at the time of nomination.

#### 5.3 Election of Directors

- (1) Elections to the Board of Directors shall be held at the annual general meeting.
- (2) Separate elections must be held for each office to be filled, and each member present shall have one vote for each vacancy.
- (3) An election may be by acclamation, otherwise it must be by ballot.
- (4) In the event of a tie vote, the winner will be decided by drawing straws.

- (5) If a successor is not elected, the person previously elected or appointed continues to hold office, subject to Bylaw 5.6.

#### 5.4 Board of Director's Composition

- (1) The Board of Directors shall comprise no fewer than five elected members, excluding ex-officio Directors. The number of Directors may be determined from time to time at a meeting of the Society.
- (2) The President, Vice-President, Secretary and Treasurer shall, and one or more other persons, who are members in good standing of the Society may, be the Directors of the Society.
- (3) The Board of Directors shall appoint a person to the position of the Principal of the school who shall act as the Chief Operating Officer of the school. The Principal shall be an ex-officio Director of the Board of Directors.
- (4) The Business Manager shall be an ex-officio Director of the Board of Directors.

#### 5.5 Terms of Office

- (1) Subject to Bylaw 5.6, the term of office for each Director shall be from the date of election for a period of two terms. A term is from one annual general meeting to the next annual general meeting.
- (2) Terms of office shall be staggered for Directors such that elections at any annual general meeting occur for:
  - a. either President or Vice-President;
  - b. either Secretary or Treasurer; and
  - c. for half (½) of the other Directors, excluding ex-officio Directors.
- (3) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Board of Directors. If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member of the Society to take the place of the former Director. A Director so appointed holds office until the conclusion of the next annual general meeting of the Society, and is eligible for re-election at that meeting.

#### 5.6 Holding of Office

- (1) All Directors shall hold office for the term stated in Bylaw 5.5 unless:
  - a. they cease to be members of the Society;
  - b. their resignations have been tendered in writing and accepted by the Board of Directors; or
  - c. they are removed for cause by special resolution (as per Bylaw 2.3).

#### 5.7 Removal of Directors

- (1) The members may, by special resolution, remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

#### 5.8 Compensation of Directors

- (1) A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

### **Part 6 - Proceedings of the Directors**

#### 6.1 Meetings of Directors

- (1) The Board of Directors shall normally meet monthly and may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. A meeting may be held by telephone conference call, provided reasonable attempts have been made to Contact all Directors and a majority of Directors participate.
- (2) The Board of Directors shall meet at the call of the President or Vice-President, or any three (3) of the Directors. Five (5) days notice of any meeting shall be given to all Directors, including ex-officio Directors, provided that notice may be dispensed with if at least three-quarters (3/4) of the Directors waive in writing the giving of such notice. Notices may be provided to Directors by way of facsimile or electronic transmissions.
- (3) The quorum necessary to conduct business is a majority of the Directors excluding ex-officio Directors, then in office.
- (4) The President, or in his or her absence the Vice-President, is the Chair of all meetings of the Board of Directors, but if neither is present at a meeting within 30 minutes after the time appointed for the meeting, the Directors present may choose one of their members to be the Chair at the meeting.
- (5) For a first meeting of the Board of Directors held immediately following the appointment or election of a Director(s) at a meeting of the Society, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Board of Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s) for the meeting to be constituted, if a quorum of the Directors is present.
- (6) A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a written waiver of notice of any meeting of the Board of Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
  - a. A notice of meeting of the Board of Directors is not required to be sent to that Director, and
  - b. Any and all meetings of the Board of Directors, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.

- (7) In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

## 6.2 Voting and Resolutions

- (1) Questions arising at a meeting of the Board of Directors and committees of the Board of Directors must be decided by a majority of votes.
- (2) Voting by proxy is not permitted.
- (3) Each Director shall have one vote.
- (4) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- (5) An ex-officio Director shall have no vote.
- (6) A resolution proposed at a meeting of the Board of Directors or committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.
- (7) A resolution in writing, signed by all the Directors and placed with the minutes of the Board of Directors, is as valid and effective as if regularly passed at a meeting of the Board of Directors.

## 6.3 Committees of the Board of Directors

- (1) The Directors may delegate any, but not all of their powers to committees of the Board of Directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board of Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors held after the act or thing has been done.
- (3) The members of a committee may meet and adjourn as they think proper.

## **Part 7 - Duties of Directors**

### 7.1 President

- (1) The President presides at all meetings of the Society and the Board of Directors.
- (2) The President is the Chief Executive Officer of the Society and must supervise the other officers in the execution of their duties.

### 7.2 Vice-President

- (1) The Vice-President must carry out the duties of the President during the President's absence.

### 7.3 Secretary

- (1) The Secretary is responsible for:
  - a. all correspondence of the Society;
  - b. issuing notices of meetings of the Society and Board of Directors;
  - c. keeping minutes of all meetings of the Society and Board of Directors;
  - d. custody of all records and documents of the Society except those required to be kept by the Treasurer; and
  - e. maintaining the register of Society members.

### 7.4 Treasurer

- (1) The Treasurer is responsible for ensuring that:
  - a) financial records, including books of accounts are maintained, as are necessary to comply with the Society Act;
  - b) financial statements are rendered to the Board of Directors, members and others when required;
  - c) a balance sheet and statement of revenue and expenditure are prepared annually and at any other time when required by the Board of Directors.

### 7.5 Signing Authorities

- (1) All financial transactions of the Society shall contain two signatories, one of whom shall be the Principal or his or her delegate and the other being either the President or Treasurer of the Society. In the case of the absence of both the President and Treasurer of the Society, the Board of Directors may assign interim signing authority to another Director.

### 7.6 Books and Records

- (1) The Board of Directors shall ensure that all books and records of the Society required by these Bylaws or by any applicable statute or law are regularly and properly kept and maintained and that the same together with all documents of the Society be kept at the address of the Society, provided that the Board of Directors may by resolution permit some of the books, records and documents of the Society, including its financial records, to be kept at a place or places in British Columbia other than the address of the Society.

### 7.7 Investment

- (1) So much of the funds of the Society as may not be required for immediate use or to meet accruing liabilities may be invested at the discretion of the Board of Directors in any investments permitted by the laws of British Columbia to a trustee.

### 7.8 Properties Received by the Society

- (1) The Board of Directors of the Society is empowered to sell any real property or property that is donated to the Society.

### **Part 8 - Borrowing**

#### 8.1 Authority to Borrow

- (1) The Society is authorized to issue bonds or debentures either individually, in series or as part of a Trust Deed, with or without security in such amounts and at such rates and upon such other terms and conditions as the Board of Directors may approve and in accordance with the Society Act.
- (2) The members may, by special resolution, restrict the borrowing powers of the Board of Directors.

### **Part 9 - Auditor**

#### 9.1 Appointment and Removal of Auditor

- (1) The Society may appoint an Auditor or Auditors who shall be either a Chartered Accountant or Certified General Accountant to hold office for such period as the Society may determine.
- (2) The first Auditor(s) may be appointed by the Board of Directors; who must also fill all vacancies occurring in the office of Auditor.
- (3) An Auditor(s) may be removed by ordinary resolution at a meeting of the Society.
- (4) An Auditor(s) must be promptly informed in writing of the Auditor's appointment or removal.
- (5) A Director or employee of the Society or school must not be its Auditor(s).
- (6) The remuneration of the Auditor(s) shall be fixed by the Board of Directors.

#### 9.2 Duties of Auditor

- (1) In the event that the Society has appointed an Auditor(s) to conduct an audit of the Society's financial statements, the Auditor(s) shall make a report to the members of the Society on the financial statements laid before the Society at the annual general meeting during his or her tenure of office and the report shall state:
  - a. whether or not he or she has obtained all the information and explanations he or she has required; and
  - b. whether in his or her opinion the financial statements referred to in the report are properly drawn up so as to represent fairly the financial position of the Society as at the date of the balance sheet and the result of its operations for the year then ended in accordance with generally accepted accounting principles applied on a consistent basis.

- (2) The Auditor(s) of the Society shall have the right of access at all times to all records, documents, books, accounts and vouchers of the Society and are entitled to require from the Board of Directors of the Society such information and explanation as may be necessary for performance of his or her duties as Auditor(s).
- (3) The Auditor(s) of the Society are entitled to attend any meeting of the Society at which time any accounts that have been examined or reported on by him or her are to be laid before the members for the purpose of making any statement or explanation he or she desires with respect to the accounts. Notice of such meeting shall be given to the Auditor(s).
- (4) The rights and duties of the Auditor(s) of the Society shall extend from the date of the last financial statements reported on by the Society's Auditor(s).

### **Part 10 - Notices to Members**

#### 10.1 Notice to Members

- (1) A notice may be given to a member either personally, by electronic transmissions to the member at the member's registered email address, by mail to the member at the member's registered address or at the place designated for the member's mail located at the school.
- (2) A notice sent by electronic transmissions is deemed to have been given on the day on which the notice is sent, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and sent electronically.
- (3) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

### **Part 11 - Bylaws**

#### 11.1 Constitution and Bylaws Distribution

- (1) On being accepted to membership, each member is entitled to, and the Society must upon request give the member without charge, a copy of the Constitution and Bylaws of the Society.

#### 11.2 Changes to Bylaws

- (1) These Bylaws must not be altered or added to except by special resolution.