

Victoria High School Alumni Society: Proposed Changes to By-Laws

The following Extraordinary Resolution will be presented to Victoria High School Alumni Society members for consideration at a Special Meeting on Monday November 6, 2017:

Be it so moved that the VHS Alumni Society By-Law clauses highlighted in yellow be changed or amended as follows to better meet the objectives and operations of the Society:

12. Vacancies on the Board of Directors, however caused, may so long as a majority of Directors remain in office, be filled by the Directors from among the qualified members of the Society. **The majority of Directors shall form a quorum for the transaction of business.**

**the sentence highlighted in yellow was previously the second sentence of Clause 13. The sentence has been moved verbatim from Clause 13 to be more complementary to the meaning of Clause 12 than the meaning and effect of Clause 13 which is retained as one un-amended sentence as follows.*

13. The Board of Directors may hold its meetings at times and places to be determined. Notice of such meetings shall be delivered not less than one day before the meeting is to take place.

**the previous last sentence of Clause 13 has been moved to become the last sentence of Clause 12*

26. The Board of Directors shall consist of a Chair; **2 Vice-Chairs**; a Secretary; a Treasurer; and **5 Directors**. At the June 2018 election of Board of Directors, **5 members of the Board shall be elected for a 1-year term to May 31, 2019 and 5 members shall be elected for a 2-year term to May 31, 2020. All subsequent terms shall be for 2 years. The Board shall fill any vacancies for the unexpired term.**

**the language highlighted in yellow represents a change in Board composition and term. The language decreases the number of Vice-Chairs from 4 to 2 and, to offset, increases the number of Directors from 3 to 5. This recognizes that the current number of Vice Chair positions is excessive to needs and that the Board could benefit from more Directors. The composition of the Board is retained at 10 members.*

The motion additionally institutes a 2-year term for Directors which is an increase from one year. The objective is to increase continuity and to provide elected Directors greater confidence that they can make a more sustained and substantial contribution. Additionally, the language of the motion implements a process of electing 50% of Directors for a 2-year term at each AGM. This better complements and balances objectives of stability, expertise, and incremental succession.

29. In the event of dissolution or winding-up of the Society, all remaining assets, after payment of liabilities, shall be distributed to one or more qualified donees within the meaning of the *Income Tax Act*.

*To conform with the requirements of the “New Societies Act” this amended provision has been moved from the Constitution to By-laws section. The previous Clause provided for any assets after dissolution to be distributed to one or more charitable organizations in Canada. Victoria High School and the Victoria School Board organizations **are not** Registered Charities. The Board desires that upon dissolution any assets be distributed as directly as possible to the benefit of VHS.

The introduction of the term “donees” under current *Income Tax Act* provisions would allow any assets to be distributed to Public Institutions or Registered Charities. **VHS and the Victoria School Board are Publicly Funded Institutions.** The change in language would facilitate the Alumni Board meeting the desired objective. The previous restriction that “**This provision is unalterable**” has also been removed to conform with the “New Societies Act”.

Please email any questions or concerns which you may have regarding the proposed changes to alumni@vichigh.com and allow a few days for a reply.