

Victoria High School Alumni Association

Constitution & Bylaws

Updated June 4, 2018 Annual General Meeting

Effective from date of filing under Societies Act: June 17, 2018

Constitution

1. The name of the Society is the "Victoria High School Alumni Association".
2. The purposes of the Society are:
 - a. To provide financial assistance and support to Victoria High School and its students through, for example, the granting of scholarships and bursaries, supporting the academic, fine arts, athletic and vocational activities of Victoria High School and its students and making gifts to Greater Victoria School District 61 specifically for the benefit and use of Victoria High School and its students;
 - b. To undertake and support projects that enhance and preserve Victoria High School as a heritage institution and that enhance the role of Victoria High School in the community, including providing support to the Victoria High School Archives;
 - c. To support and undertake class and school reunions and other similar events celebrating the school, its students and its alumni;
 - d. To communicate with Victoria High School Alumni for the purposes of keeping them informed about the current activities of the school and providing a means for them to communicate with each other;
 - e. To collect monies by way of fees, donations, fundraising activities or otherwise and to accept gifts, legacies, devises and bequests and to hold, invest, expend or deal with these funds to further the purposes of the Association.

By-Laws

INTERPRETATIONS

1. In all by-laws of the Society the singular shall include the plural and the plural the singular; the word "person" shall include corporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to said statute or section, as the case may be.

MEMBERSHIP AND VOTING PRIVILEGES

2. To be a member a person must be or must have been a student or a member of the staff at Victoria High School.
3. There shall be three classes of membership in the Society, namely: honorary membership, student membership, and ordinary membership:
 - a. Notwithstanding the restrictions of Clause 2, the Directors, by unanimous vote, may confer an honorary membership on a person deemed to merit such an honour through service to Victoria High School or the Society.
 - b. Honorary members shall have all the privileges except the right to vote.
 - c. Student members shall be entitled to one (1) vote per member at all meetings of members of the Society.
 - d. Ordinary members shall be entitled to one (1) vote per member at all meetings of members of the Society.
4. A membership fee or fees may be fixed by resolution of the Board of Directors. Different fees for students and ordinary memberships may be established.

CONDITIONS UNDER WHICH MEMBERSHIP CEASES

5. Any member who desires to withdraw membership from the Society may notify the Board of Directors, in writing, to that effect and on receipt by the Board of Directors of such notice the member shall cease to be a member.
6. Any member who resigns or withdraws from the Society shall forthwith forfeit all right, claim and interest arising from or associated with the Society.

ANNUAL GENERAL MEETING

7. The Annual General Meeting of the Association shall be held in accordance with the Societies Act of British Columbia.
8. General and Special Meetings of the Society shall be held at such times and places as shall be determined from time to time by the Directors of the Society.
9. Members in good standing and present in person, exclusive of honorary members, shall form a quorum at the Annual General Meeting or any General or Special Meeting of the Society.

DIRECTORS AND OTHER OFFICERS

10. The affairs of the Society shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Society.

11. The qualifications of a Director shall be coincident with their qualification for membership in the Society. A Director shall cease to be a Director at the time they cease to be a member 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.

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.

14. Questions arising at any meeting of Directors shall be decided by a majority vote. In case of an equality of votes the Chair, in addition to their original vote, shall have a second casting vote.

15. A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

16. The members of the Board of Directors shall receive no remuneration for acting as such.

17. The members of the Board of Directors shall elect such officers as are deemed necessary.

18. The duties of all officers of the Society shall be such as the terms of their engagement call for or that the Board of Directors requires of them.

19. The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Society and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

BORROWING POWERS

20. For the purpose of carrying out the objects of the Society, the Directors may borrow, or raise or secure the payment of money in such manner as they think fit.

AUDITS OF ACCOUNTS

21. The Board of Directors may from time to time appoint an auditor or auditors to hold office for such period as the Directors may determine.

CUSTODY AND USE OF THE SEAL OF THE SOCIETY

22. The Board of Directors may adopt the seal which shall be the common seal of the Society. The seal shall be in the custody of the Secretary or other such person as the Board shall appoint. The signing officers of the Society shall be any two of the following: the Chair, Treasurer, or the Director named by the Board. Where any document or instrument requires the use of the seal, the seal shall only be affixed to the documents by the Secretary on the authorization by resolution of the Board of Directors and in the presence of two of the Society's signing officers authorized to do so by resolution of the Board of Directors.

ALTERATION OF BYLAWS

23. The by-laws of the Society shall not be altered, amended, added to or repealed except by an extraordinary resolution of the Society. For the purposes of the Society "extraordinary resolution" shall mean a resolution passed by a vote of 2/3 of the voting members in good standing present in person at any Annual General Meeting of the Society or at a Special Meeting called for that purpose, where notice of the intention to propose the resolution has been given not less than thirty days prior to the date of the meeting.

BOOKS AND RECORDS

24. The Directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

INSPECTION OF BOOKS

25. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the Directors or resolution of the members, whether previous notice thereof has been given or not.

BOARD OF DIRECTORS

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 and 5 members shall be elected for a 2-year term. All subsequent terms shall be for 2 years. The Board shall fill any vacancies for the unexpired term.

SOCIETY ACTIVITIES

27. The activities of the Society shall be carried on without purpose of gain for any member and any profits or other accretions to the Society shall be used in promoting its objects. **This provision was previously unalterable.**

SOCIETY OPERATIONS

28. The operations of the Society are to be carried on chiefly in the City of Victoria, in the Province of British Columbia. **This provision was previously unalterable.**

DISSOLUTION OR WINDING-UP

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*.