

**Vic High Alumni**

**Board Meeting**

**Feb 8/23**

Vic High Library

*The Vic High Alumni recognizes and acknowledges the Esquimalt and Songhees Nations, on whose traditional territories we live, we learn, and we do our work.*

**Present** Helen Edwards, Tara Laughlin, Fern Johnson, Ian McKinnon, Nita Loudon, Paul Curtis, Linda Baker

**Regrets:** Roger Skillings, Ed Kozicki, Don Kissinger

**Call to Order:** 3:53 PM

**Agenda** Moved and Seconded to adopt agenda with addition of second Merchandise Report. Carried.

**Minutes:** Moved and Seconded to adopt minutes of December 14, 2022 Board Meeting. Carried.

**Chair's Report** Work is referenced in other reports.

#### **Secretary's Report**

1. 2025 is 50<sup>th</sup> anniversary of registration of Centennial Celebrations Committee. Name changed July 27, 1993 to Victoria High School Alumni Association

**Treasurer's Report:** Moved and Seconded to adopt Financial Reports to Dec31/2022 and Jan31/2023. Carried.

#### **Vic High Principal's Report**

1. Semester 1 has ended, Semester 2 starting – busy time
2. Musical Theater program is presenting "9 to 5" at Esquimalt High School theater, February 28 – March 3, and it promises to be one of the program's best shows yet. The cast is very talented, very dedicated, and one of the largest theater classes on record.
3. Senior Boys' Basketball – the Totems – are hoping to qualify for the Island Championships.
4. 2023-24 school year: enrolment is expected to be around 860, well over the capacity of the current Topaz Ave. campus. So the International Student program may need to be reduced. Once students return to Grant Street – January 2024 – increased enrolment can resume.

#### **Standing Committees, Ad Hoc Committees & Task Forces**

**Archives & Museum:** No report.

**Black & Gold:** report circulated

Note: help is needed at the event in various capacities.

**Bylaw Updating:** report and proposed bylaws and constitution circulated

1. Moved and Seconded to approve the draft bylaws as circulated, with typos corrected. Carried.
2. Moved and Seconded to approve sending the draft bylaws for legal review. Carried with one Opposed vote.
3. Moved and Seconded to approve the revised Constitution as circulated. Carried.

**Communications:** Black & Gold promotion timeline circulated

**Fundraising Task Force:** Report circulated.

1. Black & Gold Chair will review with Fundraising Team, the incorporation into the Black & Gold Dinner of information/announcements about upcoming major fundraising initiatives.
2. Moved and Seconded to provide an immediate grant to Vic High of \$4000 to purchase equipment for the Robotics Club and future Robotics curriculum. Carried with one Opposed vote. Future fundraising is expected to replenish this amount and raise funds for additional equipment.
3. Rick Crosby will review with the treasurer, available-to-grant funds currently available at Victoria Foundation, with a view to determining how to respond to the Fundraising Task Force request to grant \$20k to Vic High for drumline equipment for the Band Program. Future fundraising is expected to support this need.
4. Communications Team will promote internally and externally the awarding of the \$4,000 grant, and any future grants given to the school.

**Membership/Alumni Directory:** No report.

**Merchandise Program:** Reports circulated.

1. Black & Gold Chair will review with Merchandise Team their request to set up a Vic High Merchandise sales table at the Mary 13, 2023 Black & Gold Dinner.
2. Merchandise Team will work out with Black & Gold Chair, merchandise items to be provided to the Dinner as door prizes.

**Reunion Co-ordinator:** No report.

**Scholarships & Bursaries**

1. Moved and Seconded to adopt Terms of Reference for Scrappy Jack bursaries. Carried.
2. Moved and Seconded to adopt Scrappy Jack Bursary Fund agreement with Victoria Foundation. Carried.

**Website:** Reports circulated

1. Website traffic is up. Website sales are (predictably for this time of year) down. It's recommended promoting specific merchandise items each newsletter, and the presence of a merchandise table at all Alumni events, will continue to create more awareness of items to purchase.

Moved and Seconded to accept all reports. Carried.

## **New Business**

### **Adjournment: 5:22 PM**

Respectfully submitted

Linda Baker, Board Secretary

## **ACTION ITEMS**

1. Forward \$4000 robotics equipment grant cheque to Vic High Accounts Clerk: Fern Johnson
2. Post December 8, 2022 Board Minutes on website: Linda (Done)
3. Forward requirements for 2023 budget to treasurer ASAP: All
4. Volunteer for assistance needed at Black & Gold Dinner: All
5. Correct erroneous info on website re Black & Gold: Linda (Done)
6. Forward draft bylaws to legal counsel for review: Rick
7. Fundraising Initiatives' Info at Black & Gold Dinner: Anne McKeachie/Ed or Linda
8. Review Victoria Foundation endowment reconciliation to determine funds available for future grants: Rick & Fern
9. Review Merchandise table option and door prizes for Black & Gold: Mary Anne & Anne McKeachie
10. Finalize Victoria Foundation agreement for Scrapy Jack Bursaries: Rick
11. Forward finalized Scrapy Jack Terms of Reference to Sean Wallace (VHS Scholarships teacher): Don
12. Attend Vic High's upcoming show '9 to 5' (Esquimalt High theater, Feb 28-Mar3): All
13. Aaron needs info about Tommy Mayne: suggested contact Denis Johnston, Peter McKinnon

## **REPORTS**

### **Black & Gold**

- Black and Gold Dinner Committee met on January 26, 2023
- Confirmed additional honourees have accepted and interviews scheduled.
- The Committee will continue working on sponsorships, ticket preparation/sales, advertising, and video preparations.
- Tickets will be ready for sale this week – on-line through Canada Helps – Tara looking after tickets.
- Thanks to the following: Mary Anne has offered to do the graphics, Linda is working with the printers and Denis Johnston has agreed to help write/edit.
- Anne Boldt doing table centres/decorations.
- We have secured a new caterer – Island Culinary Services.
- Letters to invited guests sent.

- Request has gone to Principal for student presenter names – once we have names, we will begin recording scripts.
  - Anyone who would like to work with the Committee is welcome – we still need help with the following:
    - Display boards
    - Getting door prizes
- Day of the event:
- Reception at the door
  - Event set up and clean up
  - Hosts for each Honouree
  - Photography

## **Bylaws Updating Task Force**

### **PROGRESS REPORT:**

- Task Force members Rick Crosby and retired legal counsel Brian Day have finalized draft bylaws for Board approval, subject to final legal review.
- The draft bylaws include Board input from the May 2022 and December 2022 review sessions, plus additional refinements incorporating best practices from other societies' bylaws. Comparables included but were not limited to:
  - Greater Victoria Chamber of Commerce
  - Destination Greater Victoria
  - UVIC Alumni Association
- The draft bylaw format generally follows the Society Act model bylaws, customized to our organization's specific business requirements.
- The bylaws are intended to supplement the requirements of the Societies Act. As a volunteer run organization, the bylaws content has been designed to cover a broad range of topics to minimize the requirement to reference the Societies Act.
- The draft Constitution has been removed and subject to a separate review process lead by the Secretary and Chair to confirm statement of purposes and alignment with vision and mission. The updated Constitution will be presented as a separate document to members for approval in conjunction with the draft bylaws.
- **Summary of key highlights and changes under new bylaws:**
  - Cover page and table of contents added.
  - Part 1 > Definitions
    - "former student" added to support Part 2
    - "registered address" includes mail address and/or email
  - Part 2 > Members
    - All members are voting members.

- Eligibility for membership clarified to include former students, current and former staff.
- Clarity around membership requirements. (Note: Board has discretion on determining standing of members without current contact info.)
- Part 3 > General Meetings of Members
  - Clarification on notice requirements, including form of communication.
  - Revision of SGM notice period to 14 days for bylaws/constitution (formerly 30 days) and 7 for other business (Act default).
  - Provision for electronic meetings and voting.
  - Minimum quorum revised from 3 (Act minimum) to 5 (Board quorum minimum).
- Part 4 > Directors
  - Board reduced from 10 to 9 directors effective AGM 2023.
  - Term flexibility up to two years.
  - Provision for suspension or termination.
- Part 5 > Directors Meetings
  - Participation by electronic means.
  - Consent resolution of directors can be based on unanimous consent of a majority of directors with conditions (Act default all directors must vote).
  - Remuneration section clarified.
- Part 6 > Board Positions and Responsibilities
  - Role of officers defined.
  - Clarity around access and inspection of books and records in particular register of members as per Act provisions.
  - Clarity of responsibilities for discretionary appointment of auditor and remuneration.
- Part 7 > Protection of Members of the Board
  - Section added for clarity (eg per Chamber bylaws)
  - Insurance required.
- Part 8 > Notices
  - Clarified based on Destination GV bylaws.
- Part 9 > Signing Authorities
  - Topic addressed for clarity, including approval of financial statements.
  - Former reference to corporate seal removed (not applicable).
- Part 10 > Other
  - Carry forward from previous bylaws including dissolution provisions.
- Additional considerations:
  - Board approval of draft bylaws will be subject to final legal review for accuracy, completeness, and Act compliance.
  - Pending completion of legal review, finalize document formatting prior to SGM.
  - Timing of SGM, respecting current 30 day notice. (eg April meeting date TBD).

***DRAFT FOR BOARD APPROVAL FEBRUARY 8, 2023***

# **Victoria High School Alumni Association Bylaws**

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# **Victoria High School Alumni Association Bylaws - DRAFT**

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**Bylaws of  
Victoria High School Alumni Association**

**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 board of directors of the society;

“**bylaws**” means these bylaws as altered from time to time;

“**former student**” means an individual who is not a current student enrolled in the kindergarten to grade 12 education system;

“**general meeting**” in these bylaws means an annual general meeting or special general meeting;

“**registered address**” when referring to any member means the member’s current mailing address, electronic mail address, or facsimile number as entered on the register of members and when referring to the society means the address of the society registered with the Registrar of Companies under the Act.

**Definitions in Act apply**

1.2 The definitions in the Act apply to these bylaws.

**Conflict with Act or Regulations**

1.3 These bylaws supplement interpretation of the Act. 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**

**Members**

2.1 All individuals who are members of the society in good standing in accordance with these bylaws shall be entitled to 1 vote at all general meetings of the society.

**Eligibility for Membership**

- (a) Former students who attended Victoria High School.
- (b) Current and former staff employed at Victoria High School.
- (c) An individual who does not qualify under (a) or (b) may be accepted as an honorary member by a unanimous vote of the directors, based on meritorious service to Victoria High School or the society.

### **Application for Membership**

2.3 Application for membership in the society must be in accordance with the board's membership approval process and:

- (a) include the applicant's full name and registered address which may include an electronic mail address;
- (b) identify eligibility for membership set out in bylaw 2.2; and
- (c) be accompanied by any membership dues payable established by resolution of directors.

### **Admission to Membership**

2.4 An individual eligible for membership under bylaw 2.2 who has applied under bylaw 2.3 will be admitted to membership as a member in good standing subject to the obligations of membership. The board may, in its sole discretion, accept or refuse a written application for membership, determine membership status and eligibility as a member, based on the requirements in these bylaws.

### **Compliance with Constitution, Bylaws and Policies**

2.5 Every member will, at all times, comply with the constitution, these bylaws and any policies of the society adopted by the directors.

### **Membership Dues**

2.6 The amount of one time or annual membership dues, if any, will be determined by the board. Any dues increase shall be communicated to all members by electronic mail and notice posted on the society's website and will become effective no less than 60 days after being reported to members at a general meeting.

### **Membership not Transferable**

2.7 Membership in the society is not transferrable.

### **Membership Terms**

2.8 Membership in the society continues until membership ceases under bylaw 2.11.

### **Membership Standing**

2.9 All members are in good standing except where:

- (a) a member who has failed to pay the membership dues under bylaw 2.6, or any other subscription or debt due and owing to the society and such member is not in good standing so long as the debt remains unpaid;
- (b) a member who is subject to discipline for breaching his or her obligations as a member; and
- (c) the board may determine the standing of a member who has not provided a current registered address.

### **Discipline and Expulsion of Members**

2.10 (a) The board may discipline or expel any member for any one or more of the following grounds:

- (i) violating bylaw 2.5;
  - (ii) conduct which may be detrimental to the society as determined by the Board in its sole discretion; or
  - (iii) for any other reason that the Board in its sole discretion considers to be reasonable or necessary.
- (b) A member will be provided at least 20 days' written notice of the proposed Board resolution to discipline or expel the member together with a brief statement of the reason or reasons for the proposed discipline or expulsion.

(c) The member may, within 20 days of receiving the reason or reasons for the proposed discipline or expulsion, respond in writing to such notice, after which the Board will take into account any submissions received from or on behalf of that member.

(d) A member may be expelled by a two-thirds vote of the board.

### **Cessation of Membership**

2.11 An individual will cease to be a member and all membership rights under these bylaws shall cease upon:

- (a) delivering their resignation in writing to the secretary of the society or mailing or delivering it to the registered address of the society, which resignation will be effective on the later of:
  - (i) the effective date of resignation stated therein, and



- (ii) the date on which the resignation is received by the secretary or society, as the case may be;
- (b) death;
- (c) dissolution of the society;
- (d) the expiry of the member's membership term, if any;
- (e) ceasing to be qualified as a member pursuant to these bylaws;
- (f) being expelled from membership in the society pursuant to bylaw 2.10; or
- (g) having been a member not in good standing for 24 consecutive months.

### **PART 3 – GENERAL MEETINGS OF MEMBERS**

#### **Time, Place and Format of General Meeting**

3.1 A general meeting must be held at the time, place and format that the board determines.

#### **Ordinary Business at General Meeting**

3.2 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 General Meeting**

**3.3** (a) A notice of a general meeting must comply with the Act, and notwithstanding the generality of the foregoing, shall include an agenda with the time, location and format of the meeting, the voting method, and shall 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. The notice shall also include the text of any special resolutions.

(b) Notice of a general meeting will be provided in accordance with the Act and will be

deemed to have been sent to members by any of the following methods of communication:

- (i) by electronic mail to the member's registered electronic mail address;
  - (ii) by notice on the society's website at least 21 days before the day on which the meeting is to be held; and/or
  - (iii) by mail or other methods of communication approved by the board.
- (c) The notice period to members by electronic mail under 3.3 (b) shall be as follows:

(i) For annual general meetings, at least 14 days before the day on which the meeting is to be held; and

(ii) For special general meetings the following minimum notice shall be given before the day on which a meeting is to be held:

- (1) 14 days for amendment of the constitution or bylaws;
- (2) 7 days for all other business.

#### **Chair of General Meeting**

3.4 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**

3.5 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 members who are present must elect an individual present at the meeting to preside as the chair.

#### **Quorum Required**

3.6 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 members is present.

### **Minimum Quorum for General Meetings**

3.7 The quorum for the transaction of business at a general meeting is a minimum 5 members.

### **Lack of Quorum at Commencement of Meeting**

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of 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 members who are present constitute a quorum for that meeting.

### **Adjournments by Chair**

3.9 The chair of a general meeting may, or, if so directed by a majority of the 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**

3.10 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 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**

3.11 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**

3.12 At a general meeting, voting must be by a show of hands, an oral vote, electronic voting, or another method that adequately discloses the intention of the members. If, before such a vote, 2 or more members request a vote for a secret ballot that is approved by a majority of members in attendance; or, a secret ballot is directed by the chair of the meeting, voting must be held by a secret ballot.

### **Announcement of Result**

3.13 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**

3.14 Voting by proxy is not permitted.

### **Matters Decided at General Meeting by Ordinary Resolution**

3.15 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.

### **General Meeting held by Electronic Means**

3.16 If the board has determined to hold a general meeting by electronic means, in full or in part, the notice of that meeting must inform members that participation including voting will be by electronic means and provide instructions on how this may be done.

### **Member Requisitions and Proposals**

3.17 Consistent with the Act, a member requisition for a general meeting is 10% of members, and 5% for a member proposed resolution.

## **PART 4 – DIRECTORS**

### **Number of Directors on Board**

4.1 The board shall consist of 9 directors, subject to the Act and Part 4 of these bylaws.

### **Election or Appointment of Directors**

4.2 At each annual general meeting, the members eligible to vote for the election or appointment of directors must elect nominees that are members in good standing who are qualified and eligible to be a director under the Act to fill director vacancies. The board may establish a committee or policies to guide the nominations process.

### **Term of Appointment for Directors Elected by Members**

4.3 Directors shall be appointed to a term determined by the board for up to two years and may be guided by board policy.

### **Extension of Appointment Term**

4.4 If the election and appointment of nominees for director under bylaw 4.2 does not fill the available director vacancies, the appointment term of one or more directors whose terms are expiring may be extended for one year until the next general meeting to fill the required number of appointed directors under bylaw 4.1.

### **Directors May Fill Casual Vacancy on Board**

4.5 The board may, at any time, appoint a 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.

### **Term of Appointment of Director Filling Casual Vacancy**

4.6 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.

### **Suspension or Termination of Officer or Director**

4.7 An officer or director may be suspended by the board from their office or have his or her tenure terminated by the board if they are absent for 3 consecutive meetings of the board,

or if, in the opinion of the board, they are remiss in the performance of their duty, or conduct themselves in a manner judged by the board to be inconsistent with the objectives of the society.

Any officer or director so suspended or whose tenure of office has been terminated shall receive notice in writing and be informed of a right to a hearing before the board provided they shall deliver to the chair a written notice of request for a hearing within 20 days from the date of a letter advising the applicant of the decision of the board and of their right to a re-hearing. On the re-hearing by the board, the board shall permit the applicant to make any relevant submissions they may wish to make. Any decision by the board arising from the re-hearing shall be provided to the applicant in writing in a timely manner.

### **Transition in Number of Directors**

4.8 On approval of these bylaws, the board may continue business with 10 directors until the 2023 annual general meeting. The board may also temporarily conduct business with less than nine appointed directors when filling vacancies subject to meeting quorum requirements.

### **PART 5 – DIRECTORS’ MEETINGS**

#### **Calling Directors’ Meeting**

5.1 A directors’ meeting may be called by the chair or by any 2 other directors.

#### **Notice of Directors’ Meeting**

5.2 At least 2 days’ notice of a directors’ 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 directors’ 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.

#### **Quorum of Directors**

5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

### **Participation by Electronic Means**

5.6 Any and all directors may, in accordance with the Act and if all of the directors consent, participate in a meeting of directors or of a committee of directors by electronic means and for greater certainty a meeting of the directors may be held entirely by electronic means. A director so participating in a meeting will be deemed to be present at that meeting for the purposes of determining quorum.

### **Consent Resolution of Directors**

5.7 The directors may pass a director's resolution without a meeting if a majority of directors unanimously consent to the resolution in writing by email or other written form submitted to the secretary as prescribed in the resolution. Directors shall only be recused from voting based on reasons approved by the chair.

### **Remuneration of Directors**

5.8 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 to the society in another capacity.

## **PART 6 – BOARD POSITIONS AND RESPONSIBILITIES**

### **Election or Appointment to Board Officer Positions**

6.1 Directors must be elected or appointed by a majority of a quorum of directors to the following officer 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 officer 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 except those required to be kept by the treasurer;
- (d) conducting the correspondence of the society;
- (e) filing the annual report of the society and making any other filings with the registrar under the Act;
- (f) maintain the register of members.

**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) issuing payments for expenses and other disbursements;
- (c) keeping accounting records in respect of the society's financial transactions;
- (d) preparing the society's financial statements;
- (e) making the society's filings respecting taxes.

**Formation of Committees**

6.8 The board or, at its request, the chair, may establish committees and designate directors, members or others to examine, consider and report on any matter or take such action as the board may request. Any committee may be terminated by the board.



### **Books and Records**

6.9 All books, accounts and records of the society:

- (a) shall be open for inspection by the officers and directors at all reasonable times; and
- (b) those records required to be kept under the provisions of section 20(1) of the Act and those records referred to in section 24(2)(a) of the Act shall be open for inspection by a member in good standing on application to the board, at such time and place as the board may determine, and the inspection of the register of members may be restricted by director resolution in accordance with section 25(1) of the Act.

### **Borrowing Powers**

6.10 Subject to the Act, the board may authorize the society to raise money or secure the payment or repayment of money in the manner and amount that the board deems fit.

6.11 The authority of the board in section 6.10 may not be delegated.

### **Investment Powers**

6.12 The board may invest the society's funds in investments in which a prudent investor might invest, and shall be guided by Board policy.

### **Audit**

6.13 The society may appoint an auditor in accordance with the Act.

6.14 Subject to the Act, the board shall set the remuneration for the auditor's services.

## **PART 7 – PROTECTION OF MEMBERS OF THE BOARD**

### **Acting in Good Faith**

7.1 Every member of the board exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the society and shall use the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Exemption from Liability**

7.2 No member of the board shall be liable for acts, omissions or defaults of any other member of the board or for any loss, damage or expense to the society through the insufficiency or deficiency of title to any property acquired for on behalf of the society, or for the insufficiency or deficiency of any security in or upon which any of the funds of the society may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person or financial institution with whom any of the funds, securities

or effects of the society may be deposited, or for any loss occasioned by any error of judgement or oversight on their part, nor for any other loss or damage whatsoever that may happen in the execution of their duties as a member of the board or in relation to them.

### **Indemnification**

7.3 The society shall indemnify a member of the board, or a former member of the board, and their respective heirs and legal representatives, against all costs, charges and expenses, against all costs, charges and expenses, including defence costs and any amount paid to settle an action or satisfy a judgement reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a member of the board, if:

- (a) they acted honestly and in good faith in the best interests of the society; and
- (b) they had reasonable grounds for believing that his or her conduct was lawful in the case of a criminal or administrative action or proceeding.

### **Insurance**

7.4 The society shall purchase and maintain insurance for the benefit of any member of the board, or former member of the board, against such liabilities and in such amounts as the board may determine from time to time.

## **Part 8 – Notices**

### **Notice Deemed to Have Been Given**

8.1 Any notice that is required to be given under these bylaws shall be deemed to have been given as follows:

- (a) notice given by email on the day the email is sent;
- (b) notice given by post on the day following the day it was posted;
- (c) notice given by fax on the day it was transmitted;
- (d) notice given by telephone or word of mouth on the day on which it occurs.

### **Omission of Notice**

8.2 The accidental omission to give any notice to any member, director, officer, member of a committee of the board, or the non-receipt of any notice by any such individual where the society has provided notice in accordance with the bylaws, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **PART 9 – EXECUTION OF DOCUMENTS**

### **Signing Authority**

9.1 Signing authority shall be any two of the following: chair, vice-chair, treasurer, secretary, or any other directors authorized by the board.

### **Approval of Financial Statements**

9.2 The annual financial statements of the society shall be approved by the board and signed by the chair and treasurer. If the chair is unable to provide a signature, the vice-chair shall sign. Otherwise, the board will authorize a director or directors to sign in absence of the chair or treasurer.

## **PART 10 – OTHER**

### **Operation of the society**

10.1 The operations of the society are to be carried on chiefly in the City of Victoria, in the Province of British Columbia.

### **Alterations to Bylaws and Constitution**

10.2 Subject to the Act, the board may propose alterations to the society's bylaws or constitution to regulate the activities or affairs of the society. Any alteration of the bylaws or constitution will be subject to a special resolution for the approval of at least two thirds of members at a general meeting, and will take effect when the alteration application has been filed with the registrar under the Act.

### **Dissolution of the society**

10.3 On liquidation, any property of the society remaining after discharge of any liabilities of the society, including the society's obligation to return any property a person or entity has transferred to the society subject to the condition that it be returned on the dissolution of the society, shall be distributed to one or more qualified donees within the meaning of the Income Tax Act (Canada) which have purposes that are similar to, or are otherwise, in the determination of the directors, in keeping with the spirit and intent of, the society's purposes.

### **No distribution of income to members**

10.4 The society shall be carried on without the purpose of gain for its members, and any profits or other accretions to the society shall be used in furtherance of its purposes.

## **Draft Constitution**

- (a) to create a membership of engaged alumni to connect with and Victoria High School;
- (b) to promote awareness, pride, tradition, participation, volunteer involvement, and philanthropic commitment to Victoria High School and foster a spirit of unity and loyalty among former students, staff and friends;
- (c) to provide financial support to Victoria High School, its programs and students;
- (d) to support Victoria High School in preserving and celebrating the school's history
- (e) to operate as a registered charity.

## **Communications – Black & Gold Promotion Timeline**

Mary Anne and Linda have worked out a newsletter promo schedule. This way we can build momentum. We'll try to present the event each time in a slightly different way – otherwise putting the same item in the newsletter four months in a row, people start to tune out.

### **Newsletters:**

**January** – goes out around Jan 16. We'll do a 'save the date' with basic event info, we'll name the inductees, and link to past inductees list on the website which then links to their videos. We can link to the B&G (Reunions & Events) page on the website.

**February**– info needed by Feb 7 latest.

- Ticket purchase info – link from website to Canada Helps, info for purchase by cheque
- Link to inductees' info on website
  - o Profile info – Pamela Madoff – needed by Feb 6.
  - o Profile info – Timothy Vernon – we did an article awhile back, we can just link to that
- Sponsorship Opportunity info

**March** – info needed by March 10

- a ticket purchase reminder.
- Maybe some testimonials from past B&G attendees (not inductees).

**April**– last chance to get tickets before sold out, etc.

**Media Release – April 30**

- Issue release to local print & broadcast media
  - o Brief info each inductee
  - o VHSAA 'who we are, what we do' & ref to fundraising for new school

## **Fundraising Task Force: January 23 Meeting Notes**

Team Members: Ed Kozicki, Helen Edwards, Mary Anne Skill, Paul Curtis, Anne Marie Webb-Hughes, Linda Baker

**The team reviewed:**

1. Vic High annotated Wish List of items that need funding (see below)
2. Summary of resources currently available to support fundraising
  - o Past donors (analyses available for last three years)
  - o 4000 alumni on email list, social media engagement
  - o List started of known alumni-owned or managed businesses
  - o awareness of Alumni has increased in the last two years
  - o existing volunteers sharing helpful connections
  - o patron willing to fund paid fundraising help
3. brainstormed list of fundraising ideas
4. list of some upcoming dates which can be leveraged to achieve fundraising goals
  - o May 13, 2023 – Black & Gold Dinner (see Proposal 1)
  - o January 2024 – students expected to be back at Vic High
  - o 2025 – 50<sup>th</sup> anniversary of founding of Vic High Alumni Association
    - Registered as BC Society Feb. 19, 1975 (Centennial Celebrations Committee)
    - Name changed July 27, 1993 to Victoria High School Alumni Association
  - o 2025-2026 – anniversary year, Vic High's 150<sup>th</sup>

- Upcoming reunions
- 5. Fundraising Advice from successful Canadian company (Blue Sky Fundraising)
  - Maintain excellent relationships with existing donors (not just newsletters, but personalized as much as possible)
  - Quantify donor lists by level of donation (some may be willing to give more to specific initiatives they feel a connection to)
  - Create compelling aspirational stories – why give? Why Vic High? Who benefits and how? Ensure they're tight and convey emotion.
  - Find a champion for each area of need or initiative
  - Be clear about how donors are recognized – permanently or temporarily (eg at events)

**The team clarified:**

1. All initiatives need to be designed to attract alumni and others most motivated to engage with and support Vic High, including how they're named and described. No matter how exciting, a fundraising idea is only useful if it's likely to produce a return of increased awareness and rebranding and/or funds raised on the investment of time and resources.
2. Collaboration with Vic High and with students where possible, is important
3. All initiatives only proceed once a business plan is prepared for it
4. Engaging a Champion for each initiative could be useful strategy - an alumni with knowledge of and/or connection to the initiative, ideally who is well connected and has a public profile, who would lend support to the initiative
5. Not everyone is as vested in nor as informed as the working members of the Association – outside of us, they don't know who we are or what we do, so we should never assume that everyone else has the information we do.
6. Mary Anne – we need an 'elevator pitch' about the Association, short, sweet, snappy, that will say why we work for the Vic High Alumni Association

**2023 Fundraising Goals**

1. Robotics Lab: \$33,000
2. Drumline: \$20,000
3. Broadcast Media Lab: \$100,000
4. Legacy Bequests: no specific target amount

**Action Plan: Robotics Lab**

1. Mary Anne will contact her relative involved in this industry (formerly with Teledyne Technologies) to discuss ideas, options, possible connections.

**Action Plan: Drumline**

1. We need to find a Champion for this, someone to help make connections, etc.

**Action Plan: Broadcast Media Lab**

1. Linda will get additional info from Principal Parker
  - a. Specific curriculum once lab has equipment is still to be clarified.

- b. If funds/equipment can be available ahead of curriculum offerings other disciplines in the school will be able to use the lab.
- c. Vic High has requested
  - i. Podcast studio
  - ii. Live radio broadcast capability (throughout the school)
  - iii. Multi-track recording studio
  - iv. Equipment to operate the broadcast camera system in the auditorium (SD61-paid)

**Action Plan: Legacy Bequests**

- 1. Ask Don Kissinger, Scholarship & Bursary Team, to provide information to enhance website presentation of legacy giving

**Communications Goals**

- 1. Reposition the Alumni Brand,
- 2. Expand Awareness of the Alumni & Brand
- 3. Build momentum going forward
  - a. To maximize fundraising potential of 150<sup>th</sup> anniversary gatherings
- 4. Help define the business plan for each initiative to ensure it aligns with communications goals to support fundraising
- 5. Some possible strategies: more to be developed by Website Manager and Communications Team
  - a. Increase Vic High staff and student awareness of who we are, what we do
  - b. Attend and speak at all upcoming reunions
  - c. Increase community awareness of Alumni and goals to support Vic High. We need more publicity for the Alumni Association – we need a higher profile to help with the fundraising.
    - i. Put information on the website in a priority location
    - ii. Press – Times Colonist, Black Press, online news outlets
    - iii. Get CHEK Upside Guys out to a fundraising event
  - d. Modify website
    - i. Paul needs photos to create a revolving carousel of photos on the Home page, to include the current building photo, but also
      - 1. Students in the school (OK for school background to be blurry – but good if it's recognizable as Vic High)
      - 2. Students and teachers, learning
      - 3. Images of robotics – students involved with same
      - 4. Images relating to drumline
      - 5. Will need images to illustrate media lab requirements when more info available
    - ii. Mary Anne said we can stage a photo shoot to get some of the specific shots for specific fundraising targets.
  - e. Leverage website merchandise sales to increase awareness of fundraising initiatives
    - i. 'proceeds this month go to \_\_\_\_\_'

- ii. 'proceeds of all \_\_\_ sold go to \_\_\_\_\_'

### Proposals

1. Fundraising Task Force is allocated five minutes on agenda of May 13, 2023 Black & Gold Dinner to introduce fundraising initiatives.
2. Alumni Association advances funds immediately against future fundraising, for
  - a. Robotics: \$ 3,500 2 robotics kits, 10 microcontrollers
  - b. Drumline: \$20,000 10 drums (3 kinds) plus portable stands and marching
3. Alumni leverages this donation to achieve goals of increased awareness of Alumni and repositioning of Alumni brand.

### Additional Ideas & Considerations

1. How should we celebrate the Alumni's 50<sup>th</sup> anniversary?
2. How can we support the Vic High Band to ensure it marches in the 2026 Victoria Day Parade?
3. Is there an event or activity we can produce that attracts the community at large and is repeatable?
4. What opportunities are there to work with students on initiatives?
5. Event idea: Grease Drive-In Movie Night (Paul Curtis/BC Ferries experience)
6. Event idea: Battle of the Bands
  - a. Invite 3 bands with nostalgia/alumni connections (and existing followings?)
  - b. Hold event at Vic High auditorium (possibly at Topaz Campus, Fall 2023)
7. Event idea: classic car show (one-time, or repeatable)
  - a. Collaborate with automotive teacher/students on the event
  - b. Can students restore a vehicle the Alumni can raffle off?
  - c. Activity idea: Bang-a-wreck (charge \$)
  - d. Activity idea: vote for favourite vehicle (charge \$)
8. Dinner & A Show: ask patron to donate/produce one of his regular, quite exclusive, free-to-invitees evenings, for which the Alumni sells tickets. For eg – max 24 participants, min. \$200/couple (maybe more), include an auction of a few select items or experiences, promote Vic High/Alumni/fundraising in general

### ***Vic High Fundraising Wish List***

***Rev Jan 19/23***

#### **PROGRAM EQUIPMENT**

**Media Lab Equipment** \$35 000

*Aaron awaiting quote w/detailed list of equipment from Pacific Audio. They are doing the sound/wiring in the auditorium/theater.*

*There will be related curriculum at some point – Media Design, Film & Television – it already exists in the District.*

**Drumline** \$20 000

*Drums/stands/carriers, etc., for 10 drums (4 bass drum, 4 snare drums, 2 sets of quad toms, and all the necessary harness equipment for marching and stands for practising), so 10 students. Per Denver Rawson, part-time Vic High music director*

(best drumline video link - <https://youtu.be/JHXNaYoguNU> )

**Robotics**                      \$33,000 (22 units x \$1500 each: one kit \$1400 plus addl microcontrollers \$65 ea)

Teachers: Greg Poy and Michael Greenwood, Stu Wheeler.

Greg retiring in two years, Stu (electronics/Fairey Tech) will teach it

Robotics Club already started. 12 students attend Tuesdays over lunch, 11:45 – 12:30. School has bought 2 robotics kits, could use 1-2 more right away, plus 6-10 microcontrollers. Course starts fall 2023 – electronics/robotics.

*Contact David Harris, alumni – he has microprocessor boards he could donate if useful*



**Astronomy**                      Light barrier (4 portable – amazon.ca – min. \$2000)

*Clayton Uyeda (former Physics teacher) is looking into type of screens, etc. and liasing with Jon Geehan, current Physics teacher.*

### **CAPITAL IMPROVEMENTS**

Heritage Displays                      \$50 000

Art Gallery Expansion                      \$15 000

*To cover track lighting and wall hanging system for artwork in Art Room hallway (same location as before – 2<sup>nd</sup> floor, N side).*

Theatre Curtain                      \$80 000 - very rough estimate

*Current curtain needs replacing at some point. Stage has had to be ripped up to remove asbestos underneath it, and can't be returned to original condition/original materials. So SD 61 is looking at how to improve the stage area as it replaces it.*



War Memorial Refurbish                    ???

Volleyball Academy                        ? \$2000

*Needs SD61 permission to create an Academy at VHS, as it supercedes existing enrolment protocols. All other HS but VHS and OB have them. Involves extra programming in Academy discipline, recognized coaches, students pay fee to enrol in program to cover coach costs, etc. School would need some equipment to get the Academy started.*

## **MAJOR CAPITAL**

Field House                                    \$80 000 - 250 000

Field Lighting                                covered in existing seismic budget

## **Merchandise Program**

The Merchandise Team has attended all reunions and gatherings of alumni since the merchandise program launched, and have had good sales and increased branding of the Alumni.

We would like to:

- provide the Black & Gold Committee with several items of Vic High merchandise as door prizes at the May 13 Black & Gold Dinner
- set up a merchandise table at the Black & Gold dinner

Mary Anne Skill & Shannon Edgar, VHS 1975

Vic High Alumni Merchandise Team

## **Scholarships & Bursaries**

### **The Scrappy Jack Bursaries Fund**

#### **Terms of Reference**

***DRAFT***

#### **AWARD PURPOSE AND ELIGIBILITY**

The Scrappy Jack Bursaries Fund recognize one *Indigenous student* grad and one *newcomer-youth* student grad who are in good academic standing, have displayed a passion for a *professional/ personal pursuit*, and have demonstrated a commitment to achieving their goals. This award may be used to fund post-secondary education or training/supplies for a personal pursuit. Preference will be given to students who have not received other major scholarships or bursaries.

No application is required. Award winners will be selected by the Vic High scholarship committee in conjunction with staff who support Indigenous and newcomer-youth students.

In the event there is no suitable candidate from one of the specified groups, two bursaries of \$1,000 may be awarded to the same group. In the event there are not two suitable candidates, one student may be awarded \$2,000.

Definitions:

*Indigenous Student:* Those who have self-identified as Indigenous with the Greater Victoria School District and are included in the district's list of Indigenous students.

*Newcomer Youth:* a Canadian immigrant or refugee who came to Canada in response to challenging world or personal events (ie. fleeing war, poverty, natural disaster, family reunification, etc.); a student whose first language is not English; and, a student who has financial need.

*Professional/Personal Pursuit:* could include, but is not limited to, artistic pursuits, entrepreneurial endeavors, jobs requiring informal training and/or tools, supplies, uniforms, etc.

The Vic High Scholarship Awards Committee is responsible for nominating a student for this annual bursary based on the stated eligibility criteria within these terms of reference consistent with the donor's recommendations included in the agreement with the Victoria Foundation.

**ANNUAL AWARD TARGET:** Annual awards totaling \$2,000 will commence 2023 for a period of ten years. The Alumni Association shall issue the awards to eligible students as determined by the school per the above criteria.

**IMPLEMENTATION DATE:** 2023.

**FUNDING SOURCE:**

The annual awards will be funded by a donation of \$20,000 to the Victoria Foundation by a donor who wishes to remain anonymous. The donation will be administered by the Foundation who will issue annual grants of \$2,000 for ten years to the Victoria High School Alumni Association, who will issue the awards to eligible students.

**OTHER CONSIDERATIONS:** The funds will be administered through an agreement with the Victoria Foundation.

**LEAD RESOURCE CONTACTS**

- Don Kissinger (VHAA Director, Class of 59)

**AGREEMENT**

**for the establishment and operation of the  
Victoria High School Scrappy Jack Bursaries Fund  
as a Pass-Through Fund  
with the Victoria Foundation**

Between: Victoria High School Alumni Association  
c/o 1260 Grant Street, Victoria, British Columbia, V8T 1C2  
(the "Donor Organization")

And: The Victoria Foundation, a charitable foundation incorporated under the *Victoria Foundation Act*,

R.S.B.C. 2000, c. 2 (the "Foundation")

Whereas the Donor Organization wishes to establish a Pass-Through Fund (the "Fund") with the Victoria Foundation on the following terms:

**1. Name and purpose of Fund**

The Fund will be known as the Victoria High School Scrappy Jack Bursaries Fund and its purpose will be to support the programs and services of registered charitable organizations or qualified donees in accordance with clause 3 of this Agreement.

**2. Gifts to the Fund** a) The Fund will be established on receipt by the Foundation of a gift from the Scrappy Jack Pass-Through Fund (the "Original Donor") in the amount of \$20,000.

**3. Distribution of grants and donor advice**

a) Annual grants from the Victoria High School Scrappy Jack Bursaries Fund will be made pursuant to the initial instructions of the Original Donor, that funds be granted to Victoria High School and distributed for a period of TEN (10) years commencing in 2023 at \$2,000 per year to provide bursaries or scholarships to Indigenous, refugee or displaced students for continuing education. The Board of Directors of the Donor Organization may approve a Terms of Reference with eligibility criteria to guide the administration of annual awards to eligible students consistent with the instructions of the original donor, a copy of which shall be provided to the Foundation.

b) The annual awards will be given out in the name of the Victoria High School Scrappy Jack Bursaries Fund.

c) Subject to this Clause, in making grants the Foundation will put forth the original donor's recommendations for review by the Board of Directors before final approval. The Foundation may decline to make a particular grant but, in this case, will consult with the original donor and inform the Donor Organization if such is the case.

**4. Administration Fee**

The Foundation will not charge an administration fee as the 1% fee has been charged on the initial gift made by the Scrappy Jack Pass-Through Fund.

**5. Variation of agreement**

This Agreement may be amended in the future by agreement between the Donor Organization and the Foundation to:

a) change the name of the Fund;

b) change award definition to scholarships from bursaries if required to align with refinements to future award eligibility criteria under part 3 a) consistent with part 3c).

Dated \_\_\_\_\_

Signed on behalf of the Donor Organization \_\_\_\_\_ Helen  
 Edwards Chair of the Board of Directors

Signed on behalf of the Donor Organization \_\_\_\_\_ Fern  
 Johnson Treasurer of the Board of Directors

Signed on behalf of the Victoria Foundation \_\_\_\_\_ Rajiv K.  
 Gandhi Chair of the Board of Directors

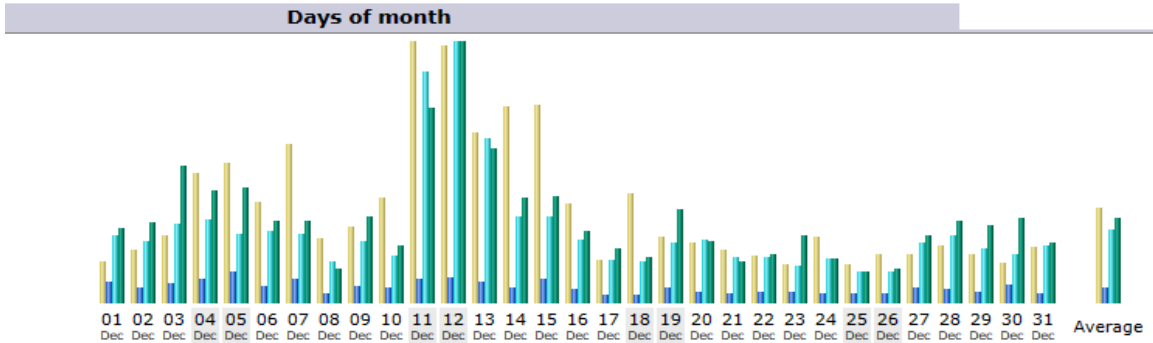
Signed on behalf of the Victoria Foundation \_\_\_\_\_ Sandra  
 Richardson CEO

**Website Reports**

**VICHIGH.COM DECEMBER 2022 WEB STATS REPORT**

Summary				
<b>Reported period</b>	Month Dec 2022			
<b>First visit</b>	01 Dec 2022 - 00:01			
<b>Last visit</b>	31 Dec 2022 - 23:59			
	<b>Unique visitors</b>	<b>Number of visits</b>	<b>Pages</b>	<b>Hits</b>
Viewed traffic *	<b>4,060</b>	<b>7,260</b> (1.78 visits/visitor)	<b>68,638</b> (9.45 Pages/Visit)	<b>392,154</b> (54.01 Hits/Visit)

Visitors: **+53%** yr/yr  
 Visits: **+59%** yr/yr  
 Page views: **+18%** yr/yr



### DECEMBER 2022 ONLINE SALES

Total sales	Net sales	Orders	Products sold	Variations Sold
\$43.36	\$25.00	1	1	0
-79%	-85%	-83%	-83%	0%

Top products - Items sold		
Product	Items sold	Net sales
<a href="#">Vic High 2020 Photobook</a>	1	\$25.00

### Online sales status: **Underperforming**

We don't have high expectations of online merch sales but to have only sold one item in December is a bit concerning, especially given site traffic.

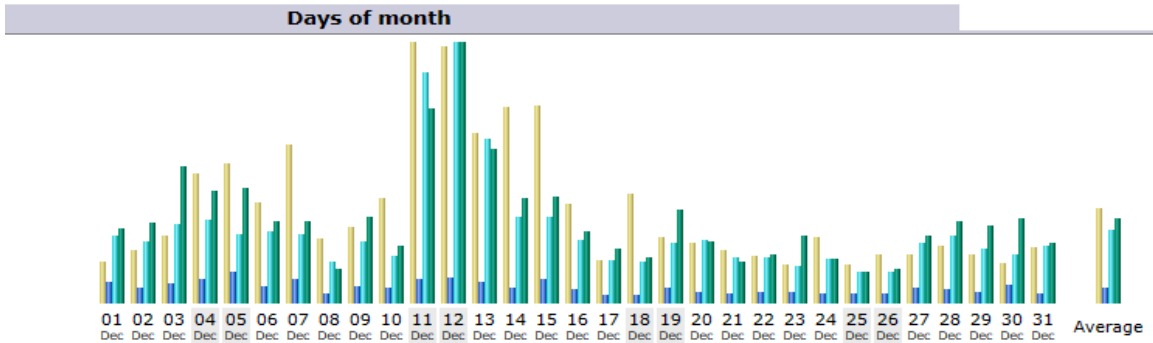
I would recommend consistent messaging and higher positioning of online store promo copy in future e-newsletters to increase awareness and encourage sales. Particularly in the three months leading up to Christmas 2023.

Also, should consider promoting online store on the home page leading into prime retail periods (eg. Start of school in September, and lead up to holiday season Oct-Dec).

## VICHIGH.COM DECEMBER 2022 WEB STATS REPORT

Summary				
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 Visits: **+59%** yr/yr  
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### DECEMBER 2022 ONLINE SALES

Total sales	Net sales	Orders	Products sold	Variations Sold
\$43.36 <span style="color: red;">-79%</span>	\$25.00 <span style="color: red;">-85%</span>	1 <span style="color: red;">-83%</span>	1 <span style="color: red;">-83%</span>	0 <span style="color: gray;">0%</span>

Top products - Items sold		
Product	Items sold	Net sales
<a href="#">Vic High 2020 Photobook</a>	1	\$25.00

### Online sales status: **Underperforming**

We don't have high expectations of online merch sales but to have only sold one item in December is a bit concerning, especially given site traffic.

I would recommend consistent messaging and higher positioning of online store promo copy in future e-newsletters to increase awareness and encourage sales. Particularly in the three

months leading up to Christmas 2023.

Also, should consider promoting online store on the home page leading into prime retail periods (eg. Start of school in September, and lead up to holiday season Oct-Dec).