



Founded 1876

VICTORIA HIGH SCHOOL ALUMNI ASSOCIATION

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Bylaws

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Bylaws

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 one vote at all general meetings of the society.

Eligibility for Membership

2.2 Individuals eligible to apply as members include:

(a) Former students who attended Victoria High School.

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- (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 Society's 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

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- (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 and place and in the 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; and
 - (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

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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
 - (iii) by mail or other methods of communication approved by the board.
- (c) The notice period to members under 3.3 (b)(i) and (iii) 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 Society's constitution or these bylaws; and
 - (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; or
- (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;

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- (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; and
- (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 2 years and such term 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 up to 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 their 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 president 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; and
- (f) maintaining 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; and
- (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 Subject to the Act, if an auditor is appointed 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.

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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 Society's 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

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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.
