


CAROL PREST

**BY-LAWS OF THE
FRASER ACADEMY ASSOCIATION**

Part 1 - Interpretation

- 1.1 In these by-laws, unless the context otherwise requires:
- (a) “Board” means the Directors;
 - (b) “Directors” means those people who are on the Board of the Society for the time being as prescribed by Part 5 of these by-laws;
 - (c) “Financial Statements” means the annual audited report prepared by the Society’s accountants summarizing the financial condition and results of the Society;
 - (d) “Honorary Director” means a person appointed pursuant to clause 5.18 hereto;
 - (e) “Member” means Honorary Directors and any person enumerated in clause 2.03, provided that such person (including an Honorary Director) has not ceased to be a Member pursuant to clause 2.05, and further provided that such person (including an Honorary Director) has not had their membership terminated pursuant to clause 2.06 hereto;
 - (f) “Parents” means one or two persons who are the natural or legal representatives, or such other person or persons who stand in loco parentis of a child currently registered and enrolled as a student at the School (as defined below);
 - (g) “School” means the Fraser Academy, being the operation of an educational facility in accordance with the provisions of the Society’s constitution and by-laws;
 - (h) “Society” shall mean the Fraser Academy Association;
 - (i) “Societies Act” means the Societies Act of the Province of British Columbia and regulations thereto, as amended from time to time, and any successor legislation; and,
 - (j) “Teachers” means those people who are at the time of application for membership, and from time to time, employees of the School.

- 1.2 The definitions in the Societies Act apply to these by-laws.
- 1.3 In these by-laws, words importing the singular include the plural and vice versa, and the masculine includes the feminine.

Part 2 - Membership

- 2.1 The Members are those persons who have become Members of the Society in accordance with these by-laws.
- 2.2 The Members may at an annual meeting of the Society establish an annual membership fee for the upcoming year which shall be paid by all Members (other than Honorary Directors) to the Treasurer of the Society within thirty (30) days from the date of the said annual meeting provided that the annual membership fee for each Member shall not be greater than one hundred (\$100.00) dollars for any given year.
- 2.3 The following persons shall, upon delivery of the completed application form to the Secretary of the Society and upon payment of the annual membership fee (if such annual membership fee has been established for that year pursuant to clause 2.02), be Members:
- (a) the Parents;
 - (b) the Teachers;
 - (c) the Directors;
 - (d) the former students of the School of not less than nineteen (19) years of age who have made a request in writing to the Directors for admission to membership in the Society, and whose application for membership has been unanimously accepted by the Directors; and
 - (e) persons who, in the unanimous opinion of the Directors should be admitted as Members, provided that if there are more than 100 Members, no more than twenty percent (20%) of the Membership shall be appointed in such manner, and further provided that if there are less than 100 Members, the maximum number of Members appointed by the Directors in such manner shall be twenty (20)

2.4 Members shall uphold the constitution and shall abide by and be governed by the by-laws of the Society.

2.5 A person shall cease to be a Member:

- (a) on his death;
- (b) upon ceasing to fall within the definition of Parent or Director or Teacher as provided herein;
- (c) by delivering his resignation in writing to the Secretary or by mailing or delivering it to the address of the Society;
- (d) on being terminated by a special resolution of the Members passed at a general meeting or by a special resolution of the Members passed at an extraordinary general meeting according to the provisions of clause 2.06;
- (e) on failing to maintain his membership status in good standing by failing to pay his annual membership fee which has been established pursuant to clause 2.02 and remains unpaid by the Member; and,
- (f) any cause, conduct or behavior which in the opinion of seventy-five percent (75%) the Directors is against the best interests of the Society, its Directors or its Members or for failure to comply with these by-laws.

2.6 The Directors may terminate any Member's membership for:

- (a) default in the payment of annual membership fees levied in accordance with these by-laws; or
- (b) any cause, conduct or behavior which in the opinion of seventy-five percent (75%) of the Directors is against the best interests of the Society, its Directors or its Members or for failure to comply with these by-laws.

Before a Member's membership is terminated, the Society must send to the Member a written notice of the proposed termination, including reasons, and give the Member a

reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.

- 2.7 A Member whose membership has been terminated shall not have any right to vote nor shall he continue to hold any office or position in the Society.

Part 3 - Meetings of Members

- 3.1 An annual general meeting shall be held once in each calendar year on such date and at such place and time as the Directors decide.

- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.

- 3.3 The Directors may, in their discretion, convene an extraordinary general meeting and shall convene an extraordinary general meeting when compelled to do so by the Members in accordance with the Societies Act.

- 3.4 Notwithstanding the provisions of clause 3.03, 10% of the voting members in good standing may requisition the directors to call a general meeting for the purposes stated in the requisition.

- (a) A requisition may be made may be made in a single document or may consist of several documents in similar form, and must:

- (i) contain the names of, and be signed by, not fewer than 10% of the members in good standing;
- (ii) must state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting;
- (iii) must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society; and
- (iv) must be sent to each individual listed in the Society's register of Directors.

- (b) Promptly after the Society receives a requisition in accordance with Clause 3.04(a), the directors must call a general meeting, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition, and the Society must send, with the notice of the meeting, the text of the statement referred to in Clause 3.04(a)(ii).
- (c) If, within 21 days after the date of the Society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting. A general meeting called under this Clause 3.04(c) must be called within 60 days after the expiry of such 21 day period, and called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.
- (d) Unless otherwise resolved by ordinary resolution at the general meeting called under this Clause 3.04, the Society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

3.5 The Secretary of the Society, at least fourteen (14) days before the date of the annual general meeting of the Society or before an extraordinary general meeting, shall notify all Members of the time, date and place of such meeting and shall supply the Members with an agenda pertaining to such meeting and the text of any special resolution not be submitted to the meeting.

The Society may give notice of a general meeting by:

- (a) sending an email with the date, time and location of the general meeting and all other required information to every member who has provided an email address to the Society; and
- (b) posting notice of the date, time and location of the general meeting, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members.

- 3.6 Whenever under the provisions of these by-laws, notice is required to be given to a member, such notice may be given personally or by fax or email or by depositing same in a Canadian post office receptacle addressed to the registered address of the member. A notice so sent by post shall be deemed to have been received on the third day following that on which it was posted, or if sent by fax or email, shall be deemed to have been received on the date of faxing or emailing the notice.
- 3.7 The Secretary of the Society shall make available at the request of a Member, copies of the Financial Statements for the preceding fiscal year, to Members attending the annual general meeting. No error or omission in the giving of notice by the Secretary of any general meeting to, or the non-receipt by, any Member entitled to receive such notice, shall invalidate such a meeting or make void or invalidate any proceedings taken thereat, and any business concluded or resolutions passed shall continue to be of full force and effect as if due notice had been given and received.

Part 4 - Proceedings at General Meetings

- 4.1 The agenda for the annual general meeting as required by clause 3.05 shall be followed by the Chair, and as far as practical, the order of business shall be as follows:
- (a) call to order;
 - (b) approval of the Minutes of the last general meeting;
 - (c) consideration of the financial statements;
 - (d) the report of the auditor;
 - (e) appointment of the auditor;
 - (f) authorization of the Board to determine the remuneration of the auditor;
 - (g) the report of the Chair;
 - (h) the report of the Head;
 - (i) reports of Directors and reports of any standing or special committees;

- (j) nomination, election and installation of Directors;
- (k) new business.

4.2 To the extent that these by-laws do not provide specific rules of conduct for the operation of the annual general meeting, the Chair of such meeting shall determine and adopt the applicable rules of conduct.

4.3 The accidental omission of any subject from the agenda does not invalidate its consideration or resolution at the meeting.

4.4 At any meeting of the Society other than a Director's meeting, a quorum shall consist of fifteen (15) Members.

4.5 Subject to clause 4.07, no business other than the election of the Chair of the meeting pursuant to clause 4.08 shall be transacted at any general meeting at a time when a quorum of Members is not present.

4.6 If at any time during a general meeting there ceases to be a quorum of Members present, business then in progress shall be suspended until such time as there is a quorum present or until the meeting is adjourned or terminated pursuant to clause 4.07.

4.7 If within thirty (30) minutes from the time designated for a general meeting, or from the time a quorum ceases to be present at a general meeting a quorum of Members is still not present, the meeting if convened on the requisition of Members pursuant to the Societies Act shall be terminated. In any other case, the meeting shall stand adjourned to the same day of the next week, at the same time and place and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time designated for such meeting, the Members present shall in any event be deemed to constitute a quorum.

4.8 If at any general meeting the Chair is not present within fifteen (15) minutes after the time designated for the general meeting, or is unwilling to act as Chair of the general meeting, the Members present shall elect one of the Directors present as Chair of the

general meeting, and if all the Directors present are unwilling to act as Chair of the general meeting, or if no Director is present within fifteen (15) minutes after the time designated for the general meeting, or if the Members present fail to elect a Director as Chair of the general meeting, the Members present shall elect one of their number to be Chair of the general meeting.

4.9 At any meeting of the Society, the following rules shall apply:

- (a) each Member of the Society shall be entitled to one vote;
- (b) the manner of voting in all cases shall be by a show of hands of the Members present, except when a secret ballot is taken at the direction of the Chair or as provided by these by-laws; and,
- (c) Voting by proxy is not permitted.

4.10 In the case of an equality of votes, the Chair of the general meeting shall not have a casting or second vote in addition to the vote to which the Chair of the general meeting is entitled to as a Member.

Part 5 - Directors and Senior Managers

5.1 The maximum number of Directors of the Society shall be nine (9) and shall be elected by a majority vote conducted in accordance with Part 4 and Part 5 of these by-laws.

5.2 5.02 A slate of candidates for the office of Director shall be nominated by the Board. The slate of candidates so nominated shall be in the hands of the Chair by noon on the 14th day preceding the date of the annual general meeting.

5.3 Any member may nominate a member for the office of Director provided that such nomination is seconded by three members in good standing and the nomination is consented to in writing by the candidate. Such nominations must be in the hands of the Chair by noon on the 30th day preceding the date of the annual general meeting, and a list of all the nominees nominated by the Board or members, shall be sent to each member of the society with the notice of the Annual General Meeting.

- 5.4 Subject to these by-laws, the Directors shall hold office for a term of three (3) years and shall retire from office at the annual general meeting held in the calendar at which such elected Director's term of office is to expire, when a successor shall be elected by the Members by way of secret ballot at such annual general meeting.
- 5.5 If no successor is elected, the person previously elected or appointed continues to hold office.
- 5.6 Any vacancy on the Board of Directors shall be filled on appointment by the Directors and that Director shall remain a Director until the expiration of the original term of the Director which he replaced.
- 5.7 The Directors shall elect senior managers who shall be the "Chair", "Secretary" and "Treasurer" of the Society until the next annual general meeting.
- 5.8 The Directors shall be responsible to the membership for the efficient management of the affairs of the Society and by majority vote shall decide who the signing officers shall be from time to time.
- 5.9 The Directors shall be cause minutes to be made in books provided for the purpose:
- (a) of all appointments of senior managers and other managers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and any committee of the Directors; and
 - (c) of all resolutions and proceedings at all general meetings of the Society, and of the Directors, and of committees of Directors.
- 5.10 At any meeting of the Directors and senior managers, which shall be held at least once every six (6) months, a majority of the Directors shall constitute a quorum.
- 5.11 A resolution in writing which is signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

5.12 Subject to these by-laws, and until otherwise determined from time to time by special resolution of the Members in general meeting, the Directors shall consist of the Directors elected pursuant to clause 5.02 of the by-laws.

5.13 The Secretary, in the conduct of his office and duties, shall:

- (a) maintain proper minutes of all Directors' and general meetings of the Society;
- (b) notify the Directors of all Directors' meetings at least three (3) days prior thereto, unless such notice is waived by the Directors;
- (c) upon instructions from the Directors, prepare the agenda for any general meeting of the Society, and give notice of the meeting to the Members in accordance with these by-laws;
- (d) be responsible for the filing with the Registrar of Companies such resolutions and documents in the prescribed form required to be filed pursuant to the Societies Act; and,
- (e) have custody and care of the books and records of the Society.

5.14 The books and records of the Society may be inspected at its office by any Member of the Society at any reasonable hour of the day upon giving due notice to the Secretary of the Society and no fee shall be charged for such inspection.

5.15 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all pre-authorized expenses necessarily and reasonably incurred by him while engaging in the affairs of the Society.

5.16 Any Director of the Society may be reprimanded or suspended from office for just and sufficient cause in the opinion of the Members at any meeting of the Society on a two-thirds vote of the Members in attendance, the provisions of Part 4 having first been met;

- (a) Any Director may be removed from office by special resolution, and another Director may be elected, or by ordinary resolution appointed, to serve during the balance of the term;

- (b) Any Director who fails in any calendar year to attend at least ½ of the meetings of the Directors shall automatically vacate the office of Director unless the other Directors within three months after such calendar year have resolved that he/she remain as a Director.
- 5.17 Notwithstanding any provision of these by-laws, no employee of the School or the Society shall be a Director or a senior manager of the Society.
- 5.18 The Board may by resolution from time to time appoint a person to be Honorary Director who shall have the right to notice of general meetings of the Society and to attend, speak and vote thereat as a member but who shall not vote as a Director at Board meetings or in any other circumstance in that capacity.

Part 6 - Dissolution

- 6.1 In the event of the winding-up or the dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of the liquidator, and after payment to employees of the Society of any arrears or salaries or wages, and after the payment of any debt of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act, that shall be designated by the Members of the Society, and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the Members of the Society to be registered charities pursuant to the provisions of the Income Tax Act which have purposes similar to those of the Society.

Part 7 - Borrowing

- 7.1 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society raise or secure payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the use of debentures.

Part 8 – Disclosure of Interest of Directors and Senior Managers

8.1 For the purposes of this Part 8:

- (a) “Disclosable Interest” means a direct or indirect material interest in a Matter; and
- (b) “Matter” means:
 - (i) a contract or transaction, or a proposed contract or transaction, of the Society; or
 - (ii) a matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that director’s or senior manager’s duty or interest as a director or senior manager of the Society;
 - (iii) but does not include a contract or transaction, or proposed contract or transaction, or matter that relates to:
 - (iv) a payment to a director by the Society for remuneration for being a director, if otherwise permitted by these Bylaws, or reimbursement of a director by the Society of the director’s expenses;
 - (v) indemnification of or payment to a director under Clause 9.02;
 - (vi) the purchase or maintenance of insurance under Clause 9.04 for the benefit of a director.

8.2 A director who has a Disclosable Interest in a Matter must:

- (a) disclose fully and promptly to the other directors the nature and extent of the Disclosable Interest;
- (b) abstain from voting on a Board resolution or from consenting to a consent resolution of the Board in respect of the Matter;

- (c) leave the Board meeting, if any, when the Matter is discussed, unless asked by the other directors to be present to provide to provide information, and when the other directors vote on the Matter; and
- (d) refrain from any action intended to influence the discussion or vote by the other directors.

8.3 A senior manager who has a Disclosable Interest in a Matter must:

- (a) disclose fully and promptly to the Board the nature and extent of the Disclosable Interest;
- (b) if the Matter is to be the discussed at a Board meeting at which the senior manager is present, leave the Board meeting, if any, when the Matter is discussed, unless asked by the Board to be present to provide to provide information, and when the Board votes on the Matter; and
- (c) refrain from any action intended to influence the discussion or vote by the Board.

8.4 A disclosure under Clauses 8.02 or 8.03 must be evidenced in at least one of the following records:

- (a) the minutes of a Board meeting;
- (b) a consent resolution by the Board; or
- (c) a record addressed to the Board that is delivered to the delivery address or mailed by registered mail to the mailing address, of the registered office of the Society.

8.5 If all of the directors have disclosed a Disclosable Interest in a Matter, any or all of the directors may vote on a Board resolution or consent to a consent resolution of the Board in respect of the Matter and Clauses 8.02(c) and 8.02(d) do not apply.

8.6 A director or senior manager who has a Disclosable Interest must pay to the Society an amount equal to any profit made by the director or senior manager as a consequence of the Society entering into or performing a contract or transaction unless:

- (a) the director or senior manager discloses the Disclosable Interest in the contract or transaction in accordance with, and otherwise complies with Clauses 8.02 or 8.03, as

applicable, and, after the disclosure, the contract is approved by a resolution of the Board;
or

- (b) the contract or transaction is approved by a special resolution after the nature and extent of the director's or senior manager's interest in the contract or transaction has been fully disclosed to the members.

8.7 Subject to the Societies Act, the fact that a director or senior manager is in any way, directly or indirectly, materially interested in a contract or transaction that the Society has entered into or proposes to enter into does not make the contract or transaction void.

Part 9 – Indemnity and Protection of Directors, Senior Managers, Agents and Employees

9.1 For the purposes of this Part 9:

- (a) “Eligible Party” means a current or former director or senior manager of the Society, an individual who holds or held an equivalent position in a subsidiary of the Society.
- (b) “Eligible Proceeding” means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an Eligible Party or a Representative by reason of such Eligible Party holding or having held a position of current or former director or senior manager of the Society or an equivalent position in a subsidiary of the Society.
- (c) “Expense” includes costs, charges and expenses, including legal and other fees, but does not include Penalties.
- (d) “Penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an Eligible Proceeding.
- (e) “Representative” means an heir or personal or other legal representative of an Eligible Party.

9.2 Subject to the provisions of the Societies Act and Clause 9.03, the Society may, and in the case of Clause 9.02(c), shall:

- (a) indemnify an Eligible Party or a Representative against all penalties to which the Eligible Party or the Representative is or may be liable in respect of an Eligible Proceeding;
- (b) pay the expenses actually incurred by an Eligible Party or a Representative in respect of an Eligible Proceeding:
 - (i) after the final disposition of such proceeding; or
 - (ii) as they are incurred in advance of the final disposition of an Eligible Proceeding provided the Society has first received from such Eligible Party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Societies Act or Clause 9.03, the Eligible Party or the Representative will repay the amounts advanced;
- (c) pay, after the final disposition of an Eligible Proceeding, the expenses actually and reasonably incurred by an Eligible Party (other than a current or former director or senior manager of a subsidiary of the Society or his/her heir or representative) in respect of such proceeding if the Eligible Party has not been otherwise reimbursed for such expenses and such party was not adjudged to have committed any fault or to have omitted to do anything that the Eligible Party ought to have done.

9.3 Subject to the provisions of the Societies Act, the Society shall not indemnify or pay the expenses of an Eligible Party or a Representative in respect of an Eligible Proceeding if:

- (a) the Eligible Party did not act honestly and in good faith with a view to the best interests of the Society or a subsidiary of the Society, as the case may be;
- (b) the Eligible Proceeding is not a civil proceeding and the Eligible Party did not have reasonable grounds for believing that his or her conduct, in respect of which the Eligible Proceeding was brought, was lawful; or
- (c) such Eligible Proceeding is brought by or on behalf of the Society or a subsidiary of the Society unless the Supreme Court of British Columbia, on the application of the Society, approve the indemnification or payment of expenses.

9.4 The Society may purchase and maintain insurance for the benefit of an Eligible Party, a representative of such Eligible Party, an employee or agent of the Society or his heirs or personal representatives against any liability that may be incurred by reason of the Eligible Party being or having been a director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

Part 10 – Fiscal Year

10.1 The fiscal year of the Society shall be determined by the Directors.

Part 11 – Financial Statements

11.1 The Directors shall cause to be prepared the Financial Statements at the end of each fiscal year.

Part 12 – Notice to Members

12.1 Notice of a general meeting shall be given to every Member shown on the Registrar of Members on the day notice is given.

Part 13 – By-Laws

13.1 On being admitted to membership, upon request each Member is entitled to and the Society shall give him, without charge, a copy of the Constitution and By-laws of the Society.

13.2 These By-Laws of the Society shall not be altered or added to except by a special resolution.

Part 14 – Rules and Regulations

14.1 The Directors may, from time to time, by resolution, establish, amend, vary and abolish such rules and regulations of the Society and of the School relating to the management and operation of the Society and of the School as they deem expedient, provided such action is not inconsistent with these by-laws or the Societies Act.

Part 15 – Non-Profit Purpose

- 15.1 The Society shall not carry on a business, trade, industry or profession for profit or gain except as is incidental to its purposes.
- 15.2 The Society shall have the power to accept donations, gifts, legacies and bequests.
- 15.3 The Society shall not distribute to the Members or to any other person any gain, profit or dividend, or otherwise dispose of its assets without receiving full and valuable consideration and any profits or accretions to the assets of the Society shall be used in promoting its objects.
- 15.4 In compliance with the provisions of the *Income Tax Act* and other applicable federal and provincial legislation, the provisions of the Constitution and by-laws relating to charitable objects and winding-up shall not be altered.

Part 16 - Reporting Society Provisions

- 16.1 The Society must have an auditor.
- 16.2 At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless:
- (a) the incumbent auditor has declined reappointment, or
 - (b) at least 14 days' written notice of the proposed resolution has been given to:
 - (i) all persons entitled to receive notice of the meeting, and
 - (ii) the incumbent auditor.
- 16.3 The financial statements of the Society must be prepared as comparative financial statements relating separately to:
- (a) the period determined under section 35 (2) of the Societies Act, and
 - (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

- 16.4 Despite Reporting Society Provision 16.03, the financial statements of the Society may deal with only the period determined under section 35 (2) of the Societies Act if the reason for doing so is set out in the financial statements.
- 16.5 At least 10 days before the date of each annual general meeting, the Society must send to the auditor and to each member a copy of:
- (a) the financial statements that are to be presented at the meeting, and
 - (b) the auditor's report, as defined in section 1 of the Societies Act, on those financial statements.
- 16.6 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the Societies Act, on those financial statements.