

CONSTITUTION
OF
SD43 EDUCATION FOUNDATION

1. The name of the Society is “SD43 EDUCATION FOUNDATION”
2. The purposes of the Society are:
 - 2.1. to advance the education initiatives of the Board of School Trustees of School District No. 43 (Coquitlam) by providing grants and general support to the Board, provided that it remains a “qualified donee” as defined in the *Income Tax Act* (Canada), as amended from time to time;
 - 2.2. to support extra-curricular activities, programs and projects, that are exclusively charitable at law, for the students within School District No. 43 (Coquitlam);
 - 2.3. to provide scholarships and prizes to students within School District No. 43 (Coquitlam);
 - 2.4. to receive revenue and funds for the purposes and activities of the Society and for such other purposes and activities as are authorized for charitable organizations under the provisions of the *Income Tax Act* (Canada);
 - 2.5. to solicit, to accept either under a gift or transfer inter vivos or under a Will, or to acquire by purchase or otherwise, any property, real or personal, subject to such trusts or other terms and conditions, if any, as the Society deems appropriate to further the charitable purposes of the Society;
 - 2.6. to develop fundraising strategies and organize fundraising activities to further the charitable purposes of the Society; and
 - 2.7. to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.

BYLAWS
OF
SD43 EDUCATION FOUNDATION

PART 1 - INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires:
- (a) “**Act**” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time;
 - (b) “**Board**” means the directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - (c) “**Society**” means the SD43 Education Foundation; and
 - (d) “**Nominating Committee**” means the persons for the time being comprising the Nomination Committee pursuant to Part 7 hereof.
- 1.2 Except where otherwise provided, the definitions in the Act apply to these Bylaws.
- 1.3 In the event of any conflict between these Bylaws and the Act or the regulations under the Act, the Act or such regulations, as the case may be, shall prevail.
- 1.4 In the event of any conflict between these Bylaws and any Policies, procedure or resolution duly passed by the Society, the terms of these Bylaws shall prevail.
- 1.5 Words importing the singular include the plural and vice versa, words importing a male person include a female person and vice versa, and words importing a person include a group, business, society or corporation.

PART 2 - MEMBERSHIP

- 2.1 The members of the Society shall be the Board of School Trustees of School District No. 43 (Coquitlam) and those persons who are serving from time to time as the directors of the Society.
- 2.2 A person shall cease to be a member of the Society upon ceasing to be a director of the Society or a Board of School Trustees of School District No. 43 (Coquitlam).
- 2.3 Every member must uphold and comply with the Act, Constitution, Bylaws, Policies and any other rules or policies of the Society, as amended from time to time.

PART 3 - MEETING OF MEMBERS

- 3.1 General meetings of the Society shall be held at such time and place, in accordance with the Act, as the directors decide.
- 3.2 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.
- 3.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.4 The directors may, whenever they think fit, convene an extraordinary general meeting.
- 3.5 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
- 3.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

Special Business

- 4.1 Special business is
 - (a) all business at an extraordinary general meeting, except the adoption of rules of order, and
 - (b) all business that is transacted at an annual general meeting, except
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

Quorum

- 4.2 A quorum for a general meeting is seven (7) members.
- 4.3 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

Chair

- 4.6 The President of the Society, the Vice-President, or, in the absence of both, one of the directors present, shall preside as chairperson of a general meeting.
- 4.7 If at a general meeting
- (a) there is no President, Vice-President, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the President and all the other directors present are unwilling to act as chairperson,
- the members present shall choose one of their number to be chairperson.

Adjournment

- 4.8 The chair of a general meeting may, or if so directed by the members in good standing at the meeting by Ordinary Resolution, must, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Except as provided in these Bylaws, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

Voting

- 4.11 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.

- 4.12 A member in good standing present at a meeting of members is entitled to one vote.
- 4.13 Voting is by show of hands, unless the members otherwise decide.
- 4.14 Voting by proxy is not permitted.
- 4.15 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.
- 4.16 In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution shall not pass.

Minutes

- 4.17 Minutes of a general meeting shall be kept and taken by the secretary of the Society. If the secretary of the Society is not present at a general meeting, any person in attendance may be appointed by the Board or President to act as the secretary in taking minutes for such general meeting. Minutes shall be signed by the chairperson of the Meeting and the Secretary after approval at the next succeeding meeting.

PART 5 - DIRECTORS

Number

- 5.1 The Society must have no fewer than five (5) directors.

Qualifications of Directors

- 5.2 The Board of Directors shall be comprised of the following individuals:
 - (a) two (2) representatives of the ranks of the senior staff of the School District No. 43 (Coquitlam), elected by the members of the Society;
 - (b) two (2) representatives of the Board of School Trustees of School District No. 43 (Coquitlam), elected by the members of the Society; and
 - (c) one (1) representative from the SD43 community at large elected by the members of the Society.
- 5.3 Each member of the Board during his or her term must:
 - (a) be a member in good standing;

- (b) have consented in writing to being a member of the Board (or was elected or appointed at a meeting at which such member of the Board attended and did not refuse to be a director); and
- (c) otherwise be qualified to act as a director of a society under the Act.

Terms of Office for Directors

- 5.4 A director's term of office shall commence immediately after the close of the annual general meeting at which he or she was elected or appointed and his or her term of office shall expire at the close of the third (3rd) annual general meeting of the Society after the annual general meeting at which he or she was elected or appointed.
- 5.5 A retiring director is eligible for re-election.
- 5.6 If a successor is not elected, the person previously elected or appointed continues to hold office.
- 5.7 If a director has been in office for nine (9) consecutive years or longer, he or she may not stand for election at the end of his or her term and he or she must be off the Board for at least one (1) year before he or she becomes eligible again to act as director.
- 5.8 Notwithstanding the terms of Bylaws 5.4 and 5.5, the Board may determine, in its discretion, the initial term length of any incoming director for the purpose of ensuring continuity of Board composition.

Removal of Director

- 5.9 Any director may be removed from office by special resolution.
- 5.10 Prior to the Board removing any person as a director, the Board shall provide a written statement to the applicable director stating the reasons for such removal, and provide such director a reasonable opportunity to address and respond to such reasons.
- 5.11 In the event a director is removed from office by way of Special Resolution, the members may by Ordinary Resolution elect a successor director, who must be a member in good standing, to fill the vacancy and serve as director for the remainder of the term of the removed director.

Director or Officer Cease to Hold Office

- 5.12 A person shall cease to be a director of the Society
 - (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) by expiration of his or her term;

- (c) on his or her death, or mental incapacity; or
- (d) on being removed by the members in accordance with the provisions of these Bylaws or the Act.

5.13 If a director resigns or otherwise ceases to hold office, the remaining directors may, by a majority vote, appoint a duly qualified person, as a replacement director to fill the vacancy until the expiration of the term of the director ceasing to hold office.

No Invalidity of Actions

5.14 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

Generally

5.15 The directors shall manage, or supervise the management of, the affairs and business of the Society in accordance with the Constitution and shall be authorized to exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society;
- (b) these Bylaws; and
- (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting. A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

5.16 The Board may make such rules and regulations for the conduct of their affairs and the affairs of the Society as they deem desirable provided that such rules and regulations are not inconsistent with these Bylaws or the Act.

5.17 No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

Directors' Meetings

5.18 The directors may meet together regularly, at least on a quarterly basis, at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone, telephone conference call, and audio/visual telecommunications.

- 5.19 The directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the directors then in office. directors participating by telephone or telephone conference call shall be considered part of the quorum.
- 5.20 The President shall be chairperson of all meetings of the directors unless the directors otherwise decide.
- 5.21 A director may at any time, and the Secretary on the request of a director shall, convene a meeting of the directors.
- 5.22 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, email, or facsimile, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn
- (a) no notice of meetings of directors shall be sent to that director; and
 - (b) any and all meetings of the directors of the Society, notice of which have not been given to that director, shall, if a quorum of the directors is present, be valid and effective.
- 5.23 Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- 5.24 In case of an equality of votes, the President does not have a second or casting vote.
- 5.25 No resolution proposed at a meeting of directors or committee of directors needs to be seconded, and the chair of a meeting may move or propose a resolution.
- 5.26 A resolution in writing, 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.
- 5.27 All acts done by any meeting of the directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a director.

PART 6 - DUTIES AND POWERS OF DIRECTORS

- 6.1 A director shall
- (a) act honestly and in good faith and in the best interests of the Society; and
 - (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a director.

- 6.2 A director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his or her interest all of the directors and shall otherwise comply with the requirements of the Act.
- 6.3 The director shall enter in the register the names of applicants for incorporation, and the name of every other person admitted as a member of the Society, together with the following particulars of each:
- (a) the full name and residence address;
 - (b) the date on which a person is admitted as a member; and
 - (c) the date on which a person ceases to be a member
- 6.4 The director shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.
- 6.5 The directors shall on behalf of the Society file all financial and other reports that have to be filed after the annual meeting as required by the Act and Income Tax Act or other law.
- 6.6 The directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
- (a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - (b) every asset and liability of the Society; and
 - (c) every other transaction affecting the financial position of the Society.
- 6.7 The directors may invest the assets of the Society as the directors in their absolute discretion consider advisable and shall not be limited to those investments authorized by law for trustees.
- 6.8 The Board of Directors may from time to time retain investment counselors, professional advisors and other persons for the purpose of counseling the Society with respect to the investment of its assets.
- 6.9 The Board of Directors may, in consultation with investment counselors and professional advisors, adopt by resolution a policy with respect to the investment objectives and guidelines for the investment of assets of the Society and such policy may be rescinded or amended from time to time by resolution of the Board of Directors.
- 6.10 The directors may appoint any agents and retain any employees that it considers necessary. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the directors.

- 6.11 The remuneration for any agents or employees shall be fixed by the directors at the time of their appointment by resolution and reviewed by the directors from time to time. The resolution shall be effective on the date set out in the resolution until the next annual general meeting of the members, at which time it shall be confirmed by resolution of the members. If the members fail to confirm the resolution, payments to the agents or employees shall cease to be made.

PART 7 - COMMITTEES

- 7.1 The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.
- 7.2 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the directors.
- 7.3 Subject to directions of the directors, each committee shall determine its own procedure.
- 7.4 The members of a committee may meet and adjourn as they think proper.

Nominating Committee

- 7.5 Each year in which there is a vacancy on the Board of Directors, the directors shall appoint a Nominating Committee to nominate persons to fill vacancies on the Board of Directors.
- 7.6 At least 31 days prior to the annual general meeting of the Society, the Nominating Committee shall provide a report to the Board with a list of persons nominated to fill vacancies in the Board.
- 7.7 The members of the Society may nominate a person for election to fill vacancies on the Board, provided that such nominations must be submitted to the President 45 days before the annual general meeting.
- 7.8 The President shall mail the list of persons selected or nominated by the Nominating Committee and the list of persons nominated by the members, to each member of the Society not less than 30 days prior to the annual general meeting.

PART 8 - SENIOR MANAGERS

- 8.1 The Officers of the Society shall be as follows:
- (a) President;
 - (b) Vice-President;
 - (c) Secretary; and
 - (d) Treasurer,

and such other Officers as may be determined by the Board of Directors from time to time.

- 8.2 Officers shall be appointed by the directors. All officers shall be directors and shall cease to be officers upon ceasing to be directors.
- 8.3 A director may hold an Officer position for a one (1) year term, which may be renewed up to three (3) times. Notwithstanding, the term of the Office of President shall be a two (2) year term, which may be renewed up to three (3) times.
- 8.4 The President, if one is appointed, must preside at all meetings of the Society and of the directors.
- 8.5 The President, if one is appointed, is the Chief Executive Officer of the Society and must supervise the other officers in the execution of their duties.
- 8.6 The function and duties of the senior managers, as determined by the directors from time to time, must include:
- (a) conducting the correspondence of the Society;
 - (b) issuing notices of meetings of the Society and directors;
 - (c) keeping minutes of all meetings of the Society and directors;
 - (d) having custody of all records and documents of the Society;
 - (e) having custody of the common seal of the Society;
 - (f) maintaining the register of members;
 - (g) keeping the financial records, including books of account, necessary to comply with the Act; and
 - (h) rendering financial statements to the directors, members and others when required.
- 8.7 A director, other than the President, may hold more than one position.
- 8.8 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

PART 9 - RESTRICTED ACTIVITIES

Engaging in For Profit Business

- 9.1 The Society is not permitted to engage in any business-like commercial activity or otherwise make any investments for purposes of earning a profit.

- 9.2 Notwithstanding the foregoing, the Society is permitted to engage in commercial activity and pursue, seek or obtain funding or other capital provided such activity or funding is performed or used, respectively, for purposes that are consistent with the Constitution, the Bylaws and the Policies of the Society, provided that none of the purposes is to earn profit.

Distributions of Income

- 9.3 The Society shall not be permitted to distribute or make available any of its net income, in cash or in kind, to any member.
- 9.4 Notwithstanding the foregoing, the Society is permitted to remunerate any member who is employed by, or provides services to, the Society at or below fair market value for such employment or services, as may be applicable. The Society may also reimburse the expenses of members that are incurred in the course of the activities of the Society.

PART 10 - AUDITOR

- 10.1 This Part applies only if the Society is required or has resolved to have an auditor.
- 10.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.6 A director or employee of the Society must not be its auditor.
- 10.7 The auditor may attend general meetings.

PART 11 - AMENDMENT

- 11.1 This Constitution and Bylaws shall not be altered, amended or added to unless by a Special Resolution passed by the members present at a general meeting.

PART 12 - NOTICES TO MEMBERS

- 12.1 A notice may be given to a member personally, by facsimile transmission, email or other electronic means, or by mail to the member at the member's registered address.
- 12.2 A notice sent by facsimile transmission, email or other electronic means is deemed to have been given on the day that the notice is sent.
- 12.3 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a post office receptacle.

PART 13 - WINDING-UP OR DISSOLUTION

13.1 Upon the winding-up or dissolution of the Society, the assets remaining after the payment of:

- (i) all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator; and
- (j) any other debts of the society,

shall be distributed to such charitable organization or organizations in Canada having similar purposes, registered under the provisions of the Income Tax Act, as may be designated by the members of the society at the time of winding up or dissolution.

[Remainder of page intentionally left blank]