



Federation of Independent School Associations British Columbia

4885 Saint John Paul II Way, Vancouver, BC V5Z 0G3 • Tel (604) 684-6023 • Fax (604) 684-3163 • info@fisabc.ca • www.fisabc.ca

Bylaws

| | |
|--|-----------|
| Part 1 – Definitions and Interpretation..... | 2 |
| Part 2 – Principles of the Society..... | 4 |
| Part 3 – Members..... | 4 |
| Part 4 – General Meetings of Members..... | 7 |
| Part 5 – Notice of General Meetings..... | 10 |
| Part 6 – Voting Procedures at General Meetings..... | 11 |
| Part 7 – The Board..... | 13 |
| Part 8 – Directors..... | 14 |
| Part 9 – Officers..... | 17 |
| Part 10 – Board Meetings..... | 18 |
| Part 11 – Committees..... | 21 |
| Part 12 – Seal And Execution Of Documents..... | 22 |
| Part 13 – Financial..... | 22 |
| Part 14 – Auditor..... | 23 |
| Part 15 – Records..... | 24 |
| Part 16 – Indemnities..... | 25 |
| Part 17 – Dispute Resolution..... | 26 |
| Part 18 – Former Constitutional Provisions..... | 26 |
| Part 19 – Association..... | 27 |
| Part 20 – Miscellaneous..... | 27 |

Part I – Definitions and Interpretation

1.1 In these Bylaws, unless the context otherwise requires,

- (a) “**address of the Society**” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) “**Authority**” has the same meaning as in the Independent School Act;
- (c) “**Authorized Representative**” means an individual appointed in accordance with these Bylaws to represent a Member at general meetings and who has not ceased to be an Authorized Representative;
- (d) “**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;
- (e) “**Board meeting**” means a meeting of the Directors of the Society
- (f) “**Bylaws**” means the bylaws of the Society as filed in the office of the Registrar;
- (g) “**Chair**” means the person elected or appointed to preside over a meeting, committee, or the Board in accordance with these bylaws;
- (h) “**CISCBC**” means the unincorporated association known as the Catholic Independent Schools Committee of British Columbia operating under a mutually agreed Mandate and Terms of Reference document as agreed to by the Dioceses of Victoria, Vancouver, Kamloops, Nelson, Prince George, or such other BC Dioceses or societies operating Catholic Independent Schools in British Columbia;
- (i) “**Constitution**” means the constitution of the Society as filed in the office of the Registrar;
- (j) “**Directors**” means those persons who have become directors of the Society in accordance with these Bylaws and have not ceased to be Directors, and a “**Director**” means any one of them;
- (k) “**Directors Resolution**”, alternatively referred to as a “**Board Resolution**”, means:
 - (i) a resolution passed at a meeting of the Directors by not less than 75% of the votes cast by those Directors entitled to vote at such a meeting;
 - (ii) a resolution that has been submitted to all of the Directors and consented to in writing by not less than 75% of the Directors who would have been entitled to vote on it in person at a meeting of the Board; or
 - (iii) a resolution passed by mail, email or other means of communication by not less than 75% of the votes cast by the Directors in accordance with these bylaws and the Societies Act;
- (l) “**general meeting**” means a meeting of the Members of the Society;
- (m) “**Income Tax Act**” means the *Income Tax Act* of Canada, as amended from time to time;
- (n) “**Independent School**” has the same meaning as in the Independent School Act;
- (o) “**Independent School Act**” means the *Independent School Act* of British Columbia as amended from time to time;
- (p) “**Members**” means those organizations listed in section 3.1 and those organizations who have become members in accordance with these Bylaws and have not ceased to be Members, and a “**Member**” means any one of them;

Federation of Independent School Associations in British Columbia

- (q) “**Officers**” means those persons who have been elected or appointed as officers of the Society or as replacement officers of the Society, in accordance with these Bylaws, and who have not ceased to be Officers, and an “**Officer**” means any one of them;
- (r) “**ordinary resolution**” means:
 - (i) a resolution passed at a general meeting by a simple majority of the votes cast by those Members present and entitled to vote at such meeting;
 - (ii) a resolution that has been submitted to all of the Members and consented to in writing by not less than two-thirds (2/3) of the Members who would have been entitled to vote on it in person at a general meeting of the Society; or
 - (iii) a resolution passed by mail, email, or other means of communication by a simple majority of the votes cast by the Members in accordance with these bylaws and the Societies Act;
- (s) “**President**” means the person elected or appointed to the office of President of the Society pursuant to these Bylaws but such office holder may, with the approval of a Board resolution, use the title of “**Chairperson**” in substitution for, or in addition to, the title “**President**”;
- (t) “**Registered Address**” of a Member or Director means the address of that organization or person as recorded in the register of members or the register of directors, and the Registered Address of an Authorized Representative means the address of the Authorized Representative as provided to the Society;
- (u) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (v) “**Regulations**” means the regulations under the Societies Act;
- (w) “**Secretary**” means a person elected or appointed to the office of Secretary in accordance with these Bylaws;
- (x) “**Society**” means the British Columbia society known as the **Federation of Independent School Associations in British Columbia**, also commonly referred to as **FISA** or **FISA BC**;
- (y) “**Societies Act**” means the *Societies Act* of British Columbia as amended from time to time;
- (z) “**special resolution**” means:
 - (i) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those Members entitled to vote at such a meeting;
 - (ii) a resolution that has been submitted to all Members and consented to in writing by every Member who would have been entitled to vote in person at a general meeting; or
 - (iii) a resolution passed by mail, email, or other means of communication by a majority of not less than 75% of the votes cast by the Members in accordance with these bylaws and the Societies Act;
- (aa) “**Treasurer**” means a person elected or appointed to the office of Treasurer in accordance with these Bylaws; and
- (bb) “**Vice-President**” means the person elected or appointed to the office of Vice-President of the Society pursuant to these Bylaws.

Federation of Independent School Associations in British Columbia

Plural and gender-specific words

- 1.2 Words importing the singular include the plural and vice versa; words importing a female person include a male person and a corporation and words importing a male person include a female person and a corporation.

Definitions in Act apply

- 1.3 The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws except where they are inconsistent with these Bylaws.

Conflict with Act or regulations

- 1.4 If there is a conflict between these Bylaws and the Societies Act or the regulations under the Societies Act, the Societies Act or the regulations, as the case may be, prevail.

Headings

- 1.5 Headings used in these bylaws are for convenience of reference only and shall not affect the construction or interpretation thereof.

Part 2 – Principles of the Society

- 2.1 The Society is committed to upholding the following principles in its activities:
- (a) the child is entrusted to the parents (or guardians) who consequently have the first right and responsibility for their child's (ward's) education;
 - (b) parents have the prior right to choose the kind of education that shall be given to their child (Article 26 of the UN Universal Declaration of Human Rights);
 - (c) government has the obligation and responsibility to promote democratic freedom by assuring equal educational opportunity for all students;
 - (d) parents who exercise their right to choose an education for their child outside the public school system have the right to an equitable share of government funding for such education and government has the obligation to provide such funding; and
 - (e) all schools have an obligation to be educationally responsible.

Part 3 – Members

Members

- 3.1 The Members of the Society shall be:
- (a) the Association of Christian Schools International - Western Canada;
 - (b) the CISCBC;
 - (c) the Independent Schools Association of BC;
 - (d) the Society of Christian Schools of BC;
 - (e) the Associate Member Society of FISABC; and
 - (f) any incorporated not-for-profit society which subsequently becomes a Member in accordance with these Bylaws;

and which have not ceased to be Members as provided for in these Bylaws, and each Member shall be a single Member and may not be deemed to be more than one Member.

Federation of Independent School Associations in British Columbia

Membership requirements

3.2 All Members shall:

- (a) be an incorporated not-for-profit society located within British Columbia or an incorporated not-for-profit corporation registered to operate within British Columbia, with the exception of the CISCBC which shall be eligible for membership despite being unincorporated;
- (b) uphold the Constitution and Principles of the Society and comply with these Bylaws;
- (c) pay the annual membership fees as determined by the Directors from time to time pursuant to section 3.7;
- (d) represent only Authorities; and
- (e) ensure, by way of policies and practices satisfactory to the Society, that their members within British Columbia:
 - (i) maintain responsible educational programs and standards;
 - (ii) uphold the Constitution and Principles of the Society; and
 - (iii) comply with the Society's Code of Good Practice.

Representation

3.3 A Member or proposed Member of the Society who has one or more members that is not an Authority shall agree to represent within the Society only its members who are Authorities and the Member or proposed Member shall be deemed, for all purposes under these Bylaws, to only have such members as are Authorities.

New members

3.4 The Board shall possess the sole power to admit Members by Board Resolution and may admit an organization, association, or other entity at its discretion as a Member if the proposed member represents organizations that represent 10% or more of the combined total full-time equivalent student enrollment represented by current Members.

Authorized Representatives

3.5 Each Member shall appoint an individual to be its Authorized Representative for a specific or unlimited term, and in the same manner, may terminate such appointment. Each Member shall also appoint an alternate individual to be the Authorized Representative for the same specific or unlimited term who shall act only in the event that the first appointed individual is unable or unwilling to act, and each Member may, in the same manner, terminate such appointments.

Notice of appointment to Society

3.6 Each Member shall deliver to the Secretary or the Society's Registered Address written notice of the name, address, and other contact information of that Member's Authorized Representative. Such written instrument may authorize the Authorized Representative to receive all notices and communications from the Society as the Member would otherwise be entitled to receive.

Annual membership fees

3.7 Each Member shall pay by September 30 of each year the annual membership fee for the Society's current fiscal year. The annual membership fee owed by each Member is the annual student fee, as determined by the Board from time to time, multiplied by the total number of full-time equivalent students enrolled in all schools represented by the Member.

Federation of Independent School Associations in British Columbia

Membership fees on resignation

3.8 A Member who resigns from the Society shall be liable for all membership fees, calculated on a pro rata basis up to the effective date of the Member's resignation, and for any other fee, due, levy, subscription or debt due to the Society.

Member not in good standing

3.9 All Members are in good standing except a Member who:

- (a) fails to pay the required annual membership fee to the Society within six months after the September 30 due date or any other fee or debt due and owing by the Member to the Society, and the Member is not in good standing so long as the debt remains unpaid;
- (b) no longer meets the membership requirements set out at section 3.2; or
- (c) is under suspension or discipline pursuant to section 3.12.

Members not in good standing may not vote

3.10 A Member who is not in good standing may not vote at a general meeting and is deemed not to be a voting Member for the purpose of consenting to an ordinary or special resolution.

Termination of membership

3.11 A Member shall cease to be a Member of the Society:

- (a) on the date which is the later of the date the Member delivered its resignation in writing to the address of the Society or the Secretary of the Society and the effective date of the resignation stated therein;
- (b) on its dissolution or winding up;
- (c) on having been a Member not in good standing for a period of six consecutive months; or
- (d) on being terminated by the Board in accordance with section 3.12 or 3.13.

Discipline by Board

3.12 The Board may, by Board resolution, expel, suspend, or otherwise discipline a Member for non-payment of membership fees or other payments payable to the Society or for conduct which is determined by the Directors, in their absolute discretion, to be improper or unbecoming for a Member of the Society, or is likely to endanger the interests, purposes, or reputation of the Society, or for conduct which violates the basis and principles set out in the Constitution of the Society, is contrary to the Principles of the Society, or is in breach of these Bylaws.

Discipline by Members

3.13 The Members may, by special resolution, expel, suspend, or otherwise discipline a Member for non-payment of membership fees or other payments payable to the Society or for conduct which is determined by the Members, in their absolute discretion, to be improper or unbecoming for a Member of the Society, or is likely to endanger the interests, purposes, or reputation of the Society, or for conduct which violates the basis and principles set out in the Constitution of the Society, is contrary to the Principles of the Society, or is in breach of these Bylaws.

Federation of Independent School Associations in British Columbia

Notice of Discipline

3.14 At least thirty (30) days before any proposed expulsion, suspension or discipline of a Member is put to a vote, the Board or Members, whichever is proposing the action, shall send by registered mail to the Member a notice of the proposed expulsion, suspension or other disciplinary measures which shall include a brief statement of the reason or reasons for the proposed action and the Member shall have an opportunity to make representations in writing or in person to the proposing body prior to the proposed expulsion, suspension or discipline being put to vote.

Rights on termination of membership

3.15 Any Member who ceases to be a Member forfeits all rights, claims, privileges or interest arising from membership in the Society.

Part 4 – General Meetings of Members

Time and place

4.1 General meetings, including annual general meetings, shall be held at such time and place, in accordance with the Societies Act, as the Board shall decide.

Annual general meeting

4.2 An annual general meeting of the Society shall be held in the month of November in each calendar year or in some other month in the calendar year as the Directors may decide, provided that an annual general meeting shall be held at least once in every calendar year.

Format of a general meeting

4.3 A general meeting may be in person (all Members present in person), partially electronic (some Members participating remotely and others present in person) or wholly electronic (no common physical location). Regardless of format, all Members eligible to vote must be able to communicate with each other and any votes must adequately disclose the intentions of the voters.

Deemed AGM

4.4 An annual general meeting is deemed to have taken place for the purposes of the Societies Act in the event that the Society foregoes holding an annual general meeting and:

- (a) all matters that are required by the Societies Act and these Bylaws to be dealt with at the meeting, including the presentation of financial statements to the Members, are dealt with by written resolution; and
- (b) all Members consent in writing to the written resolution on or before the date by which the annual general meeting must be held.

Date of deemed AGM

4.5 If an annual general meeting is deemed to have taken place in accordance with section 4.4, the meeting is deemed to have been held on the date on which the last voting member consents to the written resolution or on a later date specified in the resolution that is on or before the date by which the annual general meeting must be held.

Minutes of meetings

4.6 In the absence of the Secretary from a general meeting, the Chair of the meeting shall appoint another Officer or individual to be responsible for the preparation of the minutes of that general meeting.

Federation of Independent School Associations in British Columbia

Chair of a general meeting

4.7 The President, or in the absence of the President, the Vice-President, and in the absence of both the President and the Vice-President, any Director appointed by the Board, shall preside as Chair of a general meeting.

Alternate Chair of general meeting

4.8 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.

Order of business at general meeting

4.9 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 in accordance with section 4.15;
- (c) approve the agenda;
- (d) approve the minutes from the previous general meeting;
- (e) deal with unfinished business from the previous general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) receive the financial statements of the society for the previous fiscal year that comply with the Societies Act and the Regulations, and the auditor's report, if any, on those statements;
 - (ii) Conduct other business appropriate to an annual general meeting, including receiving the President's Report and other reports;
 - (iii) elect or appoint Directors to the Board;
 - (iv) appoint an auditor, if any;
- (g) hear any Members' proposals;
- (h) deal with new business, including any special resolutions about which notice has been given to the Members in the notice of the meeting; and
- (i) terminate the general meeting.

Requisition of general meetings

4.10 The Board shall convene a general meeting if so requested in writing by 10% of the Members.

Requisition content

4.11 A requisition for a general meeting must:

- (a) state in 200 words or less the business to be considered at the meeting;
- (b) be approved of and signed by at least 10% of the Members;
- (c) include the text of any special resolutions the requisitionists wish to have considered at the meeting;
- (d) be delivered to the Society at its Registered Address; and
- (e) be sent to each of the Directors as listed in the register of Directors.

Federation of Independent School Associations in British Columbia

Board to call a requisitioned meeting

4.12 The Board must call a general meeting to be held within 60 days of receiving a requisition in accordance with section 4.11, and must provide notice of the general meeting, which shall include the text contained in the requisition of any special resolutions proposed and the statement of the business to be considered at the meeting, to all Members within 21 days of the Society receiving the requisition.

Members to call a requisitioned meeting

4.13 If the Board fails to call a general meeting within 21 days of receiving a requisition, a majority of the Members that requisitioned the meeting may call the meeting themselves by delivering to all Directors and remaining Members notice of the general meeting that is to be held within 60 days after the expiry of the 21 day period, and which shall include the text contained in the requisition of any special resolutions proposed and the statement of the business to be considered at the meeting. The Society must reimburse to the requisitionists any costs incurred in requisitioning, calling and holding the meeting, unless the Members decide otherwise by ordinary resolution.

Proposals by Member

4.14 The Members may make proposals for consideration at a general meeting and such a proposal must be added to the agenda of that meeting if it has the signatures of at least two Members. The proposal must be expressed in 200 words or less and must be received at least 7 days before the notice of a meeting is to be sent. If a valid proposal is received, the proposal and the names of the Members submitting the proposal shall be included in the notice of the meeting sent to all Members. The proposal shall be presented at the general meeting unless the same proposal was considered in either of the previous two calendar years before the calendar year in which the general meeting shall take place.

Quorum

4.15 The quorum for the transaction of business at any general meeting shall be the presence of one Authorized Representative from each Member.

No business without quorum

4.16 If a quorum is not present, no business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting.

If no quorum present

4.17 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it 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 as defined in section 4.15 is not present within thirty (30) minutes from the time appointed for the meeting, the Members present constitute a quorum for the purposes of that meeting.

Business suspended if quorum lost

4.18 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.

Federation of Independent School Associations in British Columbia

Adjournment

- 4.19** The Chair of a general meeting may, or, if so directed by 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.

Part 5 – Notice of General Meetings

Entitlement to notice

- 5.1** Notice of a general meeting shall be given to:
- (a) every Member shown on the Register of Members on the day notice is given;
 - (b) every Director shown on the Register of Directors on the day notice is given; and
 - (c) the auditor, if an auditor is appointed under these Bylaws.

Length of notice

- 5.2** Notice of a general meeting shall be provided no less than seven (7) days before the scheduled general meeting.

When notice not required

- 5.3** A Member may, in any manner, waive or reduce that Member's entitlement to notice of a general meeting. Attendance of a Member at a general meeting is a waiver of that Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Content of notice

- 5.4** Notice of a general meeting shall specify the place, the day and the hour of the meeting, and include the text of any special resolutions to be submitted to the meeting.

Method of notice

- 5.5** A notice may be given to a Member either by mail or by email to the Member at the Member's Registered Address or the Member's email address provided to the Society for that purpose and as recorded in the Society's Register of Members.

Time notice deemed given

- 5.6** A notice sent by mail shall be deemed to have been given on the third day after such notice has been posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email shall be deemed to have been given on the day that it is sent.

Accidental omission of notice

- 5.7** The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not preclude the meeting from being held or invalidate any action taken or decision made at that meeting.

No notice required for adjournment

- 5.8** 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 that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Part 6 – Voting Procedures at General Meetings

Voting

6.1 Only Authorized Representatives of Members in good standing may vote at general meetings.

Resolutions must be seconded

6.2 A resolution proposed at a general meeting must be seconded.

One vote per Member

6.3 The Authorized Representative of a Member present at a general meeting is entitled to one vote per resolution.

Proxy voting not permitted

6.4 Voting by proxy is not permitted.

Special Resolutions unless stated otherwise

6.5 All decisions made at any general meeting shall be decided by Special Resolution, unless the matter is required by the Act or these Bylaws to be decided by Ordinary Resolution or by another resolution having a specified voting threshold as specified in the Societies Act or these Bylaws.

Chair has one vote

6.6 If the Chair of a general meeting is an Authorized Representative, the Chair may vote but, if he or she does so and the result is a tie, the Chair is not permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

Announcement of result

6.7 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.

Permitted methods of voting

6.8 At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the Members, except that if, before or after such a vote, two (2) or more Members request a confidential ballot or a confidential ballot is directed by the Chair of the meeting, voting must be by ballot.

Voting method determined by Board

6.9 The Board may determine that an issue to be decided at a general meeting shall be decided by confidential ballot by mail, email, hand delivery or other means of communication, provided that the Society has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.

Method of voting by ballots

6.10 If the Board determines that an issue shall be decided by confidential ballot, the Board may determine the rules respecting how that voting is to occur. In the absence of such determination, the process described in section 6.11 and 6.13 shall apply.

Federation of Independent School Associations in British Columbia

Contents of distributed ballot package

6.11 The Board shall send by mail, email, or other method to every Member shown on the register of Members on the day the ballots are issued:

- (a) a fillable ballot together with full instructions for completing and returning the ballot by the required date; and
- (b) if the ballot is returnable by mail,
 - (i) an inner return envelope with a space for the Member's signature placed on its face; and
 - (ii) a recognizable, self-addressed return envelope with the name and address of the Secretary of the Society or other person designated by the Board to receive the marked ballots.

Resolution by mail

6.12 Where a resolution is to be determined by mail, the Secretary must mail ballots to the Authorized Representatives of all Members in good standing at least 14 days prior to the date that the ballots are due. The ballots must contain:

- (a) a ballot that clearly states the matter or matters to be voted on;
- (b) an envelope to be used to submit the ballot with a space for the member's signature placed on its face;
- (c) instructions for completing the ballot that include the date and time at which the ballot must be received to be counted; and
- (d) a recognizable, self-addressed return envelope with the address to which the completed ballots must be mailed or delivered.

Teller responsibilities

6.13 If a resolution is to be determined by ballot, the Board shall designate a teller or tellers who shall:

- (a) if the ensure the authenticity and confidentiality of each ballot;
- (b) indicate on a list of voting members which members have voted; and
- (c) count only those votes that are received by the specified due date and time from voting members in good standing that comply with all stated voting instructions.

Alternate voting methods

6.14 Votes decided by other means of communication shall be tailored to comply with the above requirements.

Written ordinary resolutions

6.15 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the Members and signed by a minimum of two-thirds (2/3) of the Members who would have been entitled to vote on it in person at a general meeting is as valid and effectual as an ordinary resolution passed at a general meeting duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Federation of Independent School Associations in British Columbia

Written special resolution

6.16 A resolution in writing which is identified as a special resolution and has been signed by all Members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a special resolution passed at a general meeting duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the Members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Resolution by electronic communications

6.17 Where a resolution is to be determined by electronic communication, the Secretary must inform all Members in good standing at least 14 days prior to the date that all ballots are due of the process for electronic voting and the time period during which voting may take place. The matter or matters to be voted on must be clearly articulated within the voting process. Only those votes made in compliance with the stated process and received by the designated time shall be counted.

Part 7 – The Board

Purpose of Board

7.1 The property and affairs of the Society shall be managed by the Board.

Authority of Board

7.2 The Board may 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 Members in general meeting, and subject 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 general meetings.

Purpose and Authority of Board

7.3 The Board shall manage, or supervise the management of, the property and affairs of the Society. The Board may 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 meetings 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 general meetings.

Single Director may not act

7.4 One Director does not have the authority to make decisions or act on behalf of the Society unless that authority has been given to that Director by the whole Board by way of a Directors Resolution.

Federation of Independent School Associations in British Columbia

Validity of prior acts

7.5 No rule made or resolution passed by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule or resolution had not been made or passed.

Hiring employees

7.6 The Board may, at its discretion, select and employ employees for a fixed or indefinite term, and set the terms of the employee's duties, responsibilities and employment.

Part 8 – Directors

Number of Directors on Board

8.1 There shall be a minimum of five (5) Directors, or no less number of Directors than there are Members of the Society, and no greater number of Directors than the number which is three times the number of Members plus three (3).

Proceedings valid when inadequate directors

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

The Directors

8.3 The Directors the Society shall be:

- (a) the Directors holding office at the date these Bylaws are adopted and who have not ceased to be Directors in accordance with these Bylaws; and
- (b) those individuals who subsequently become Directors in accordance with these Bylaws and which have not ceased to be Directors.

Directors appointed by Members

8.4 Each Member shall appoint up to three (3) individuals to act as Directors, except that the Associate Members Group Society may appoint up to six (6) individuals to act as Directors so as to reflect the diversity of its membership.

Indefinite appointment

8.5 Directors may be appointed by a Member for indefinite terms, unless specified otherwise in these Bylaws, by special resolution, or by the Member at the time of appointment, and each Director shall take office commencing at the date specified by the Member at the time of appointment.

Consecutive terms allowed

8.6 Directors may hold office for any number of consecutive or non-consecutive terms.

Director qualifications

8.7 To be qualified to act as a Director of the Society, an individual must:

- (a) be at least 19 years of age;
- (b) be a person qualified to be a Director as defined in the Societies Act; and
- (c) affirm the Principles and Constitution of the Society.

Federation of Independent School Associations in British Columbia

Delivery of nomination

8.8 Upon an individual's appointment as a Director, the Member appointing the Director shall submit the name of the individual so appointed, together with the Director's written consents to act as Director, to the Secretary at the address of the Society.

If no or too few Directors

8.9 If there is a vacancy on the Board and the number of Directors would fall below five (5) or there shall be no Director appointed by one or more of the Members, the remaining Directors shall select one or more persons previously elected as Directors to continue to hold office until such time as successor Directors are elected so that at least one Director is appointed by each Member.

Remuneration of Directors

8.10 Directors may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society, provided that no Director shall be remunerated for being or acting as a Director of the Society.

Employment of Directors

8.11 Directors may be employees or provide services under contract to the Society, provided that a majority of the Directors are not employed or under contract for services.

Duties of Directors

8.12 The duties of every Director are to:

- (a) further and not hinder the purposes, aims and objects of the Society;
- (b) act honestly and in good faith with a view to the best interests of the Society;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (d) act in accordance with the Societies Act and related Regulations; and
- (e) uphold the Constitution and Principles of the Society and comply with these Bylaws.

A Director may not abdicate or be relieved of these duties.

Conflict of interest

8.13 If a Director has a direct or indirect material interest in a contract or transaction with the Society or in a matter being considered by the Board, that Director must fully disclose the nature and extent of the interest, abstain from voting, leave the Board meeting when the matter is being discussed unless asked to provide information during discussion, and be absent when voting occurs. Furthermore, a Director is prohibited from taking any action intended to influence the discussion or the vote.

Federation of Independent School Associations in British Columbia

Termination of Director

8.14 A person shall cease to be a Director of the Society:

- (a) on expiry of their term of office, if any;
- (b) on ceasing to be qualified to act as a Director in accordance with section 8.7;
- (c) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date resignation as stated in the resignation;
- (d) on their death or incapacity; or
- (e) on being removed or suspended pursuant to section 8.15, 8.16 or 8.17.

Removal by appointing Member

8.15 A Member may terminate the appointment of a Director the Member had previous appointed by delivering to the Director and to the Secretary of the Society written notification of the termination.

Discipline by Directors

8.16 A Director may be removed or disciplined by a resolution of the remaining Directors passed by at least two-thirds (2/3) of those remaining Directors where the remaining Directors reasonably believe the Director has committed a criminal, civil, or regulatory offense, has breached his or her fiduciary duty to the Society, or has otherwise acted inappropriately, but no Director shall be removed or suspended until he or she has been given notice of the proposed action and has had an opportunity to be heard at the meeting or submit a written response to the Board.

Notice to Director's appointing Member

8.17 No Director shall be removed or disciplined by the remaining Directors until the Member which appointed the Director has been given notice of the proposed action and up to three Authorized Representatives of that Member have been given an opportunity to make submissions to the Board before the proposed removal or discipline is put to vote.

Discipline by Members

8.18 The Members may, by two-thirds (2/3) majority vote at a general meeting, remove or suspend a Director where the Members reasonably believe the Director has committed a criminal, civil, or regulatory offense, has breached his or her fiduciary duty to the Society, or has otherwise acted inappropriately, but no Director shall be removed or suspended until he or she has been given notice of the proposed action and an opportunity to be heard by the Members at the general meeting.

Appointment of replacement Director

8.19 Upon the removal of a Director by the Members or Directors, the Member who had previously appointed the removed Director may appoint a successor Director.

Directors may fill casual vacancy

8.20 If the Member that appointed the removed Director does not appoint a replacement Director within sixty (60) days after the Board sends a written demand for the Member to appoint a replacement Director, the remaining Directors may, at their discretion, appoint a replacement Director, and such replacement Director shall hold office only until the close of the next annual general meeting.

Part 9 – Officers

Election or appointment of Officers

9.1 The Directors must elect or appoint from among the Directors an individual to the following Board positions at the first meeting of the Board held after an annual general meeting:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer; and
- (e) Officer-at-large.

Joint Offices

9.2 A director, other than the President, may hold more than one position, and more than one person may hold the same position.

Officers from different Members

9.3 Each Officer shall have been appointed as a Director by a different Member, except if a Member is not able or willing to have an Officer, more than one Director nominated by a single Member may act as Officers.

Term of officers

9.4 Officers are ordinarily elected for one year terms, except that an Officer may be elected for a shorter or longer term at the discretion of the Board and with the consent of the Officer.

Termination of Officers

9.5 A Director shall cease to be an Officer of the Society:

- (f) on expiry of their term of office;
- (g) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of such resignation as stated in the resignation;
- (h) on their death or incapacity;
- (i) on the election of a successor Director to that same office;
- (j) on ceasing to be a Director of the Society.

Removed officer still Director

9.6 A Director that ceases to be an Officer of the Society remains a Director of the Society.

Removal of officers

9.7 The Board may, by Directors Resolution, remove an Officer during that Officer's term of service. No Officer may be removed until notice of the reason for the removal has been delivered to the person's Registered Address and the person has had an opportunity to make submissions to the Board regarding the prospective removal.

Federation of Independent School Associations in British Columbia

Board shall fill vacancy

9.8 A vacancy in any office may be filled by the Board by the appointment of a successor from among the Directors appointed by the same Member who appointed the vacating Officer, and the Officer so appointed shall hold office only for the unexpired portion of the term of the vacating Officer.

Role of President

9.9 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

9.10 The Vice-President, in the absence or disability of the President, is responsible for carrying out all duties of the President and shall have such other duties and powers as the Board may specify from time to time.

Role of Secretary

9.11 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 Societies Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the society and making any other filings with the registrar under the Societies Act; and
- (f) maintaining custody of the common seal of the Society.

Absence of Secretary from meeting

9.12 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at that meeting.

Role of Treasurer

9.13 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving, banking, and investing monies collected from the members or other sources;
- (b) keeping all accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements; and
- (d) making the Society's filings as necessary to comply with the Societies Act and the Income Tax Act.

Part 10 – Board Meetings

Calling of Board meetings

10.1 A Board meeting may be called by the President or by any two (2) other Directors.

Federation of Independent School Associations in British Columbia

Notice of Board meetings

10.2 A Board meeting may be held at any time and place determined by the Board, provided that two (2) days' written notice of such meeting shall be given to each Director. However, no notice of a Board meeting shall be required when the meeting is regularly scheduled and no formal notice shall be necessary if all Directors were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.

Time notice deemed given

10.3 A notice sent by mail shall be deemed to have been given on the third day after such notice has been posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email shall be deemed to have been given on the day that it is sent.

First Board meeting after AGM

10.4 Immediately following each annual general meeting, the Directors shall convene a meeting of the Board and elect from among their members Directors to fill any vacancies that may have arisen in the Officers of the Society.

Meetings after Director appointment

10.5 For a first Board meeting held immediately following the appointment of a Director or Directors at an annual general meeting, it is not necessary to give notice of the meeting to the newly appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

Written requests for meetings

10.6 A Director may at any time request in writing that the President call a Board meeting and the Secretary, within twenty-one (21) days of such request, shall convene a meeting of the Directors.

When Directors' notice not required

10.7 No formal notice shall be required to be delivered to a Director if that Directors was present at a preceding meeting when the time and place of the meeting was determined or is present at the meeting or waives notice thereof in writing or gives a prior verbal waiver to the Secretary of the Society. No notice of a meeting of the Board shall be required to be delivered to a Director when the meeting is regularly scheduled.

Proceedings valid despite omission to give notice

10.8 The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Proceedings valid when inadequate directors

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

Conduct of Directors' meetings

10.10 The Directors may regulate their proceedings as they see fit. The Board may apply those rules contained in the most recent edition of Canadian Parliamentary Procedure, as the Directors may so choose from time to time.

Federation of Independent School Associations in British Columbia

Virtual meetings allowed

10.11 A Board meeting may also be held, or any Director may participate in a Board meeting, by conference call or similar communication equipment or device so long as all the persons participating in the meeting can hear and respond to one another. All such persons so participating shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

Resolutions must be seconded

10.12 Resolutions proposed at a meeting of the Board must be seconded and the Chair of the meeting may move or propose a resolution.

Method of voting

10.13 Voting may be by any method determined by the Board from time to time, so long as the method adequately discloses the intention of the Directors.

Written resolution

10.14 A Board resolution in writing is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Quorum of Directors

10.15 The quorum for Directors' meetings shall be a majority of the Directors in office at the time when the meeting convenes provided that at least one Director elected by each Member is in attendance.

If no quorum present

10.16 If within thirty (30) minutes from the time appointed for a Directors' 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 as defined in section 10.15 is not present within thirty (30) minutes from the time appointed for the meeting, the Members present constitute a quorum for the purposes of that meeting.

Guests at meetings

10.17 The Chair may permit guests to attend Board meetings from time to time and at the discretion of the Board. These persons do not have voting rights and are not included in the calculation of quorum for that meeting. Any guests are prohibited from taking any action intended to influence the discussion or the vote.

Chair

10.18 The President shall be Chair of all Board meetings, but if at any Board meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as Chair, but if neither is present the Directors present may choose one of their number to be Chair at that meeting.

Federation of Independent School Associations in British Columbia

Agenda

10.19 The Chair of a Board Meeting is responsible for proposing the agenda of that meeting. The order of business at all meetings of the Board, unless altered by a Directors Resolution prior to approval, shall be as follows:

- (a) Approval of the Agenda;
- (b) Approval of the minutes of the previous Board meeting;
- (c) Business arising from the minutes;
- (d) Presentation of any reports (e.g. Financial, Educational, Human Resources, etc.);
- (e) New business; and
- (f) Adjournment.

No proxy voting permitted

10.20 Voting by proxy is not permitted.

Presentations to the Board of Directors

10.21 Persons wishing to make presentations to the Board shall ordinarily give 7 days' written notice to the Secretary of the Society prior to the Board meeting.

Part II – Committees

Delegation

11.1 The Board may, at its discretion, delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors and individuals who are not Directors, and any committee constituted to represent all Members must contain at least one representative from each Member.

Standing and special committees

11.2 The Board may create such standing and special committees, ad hoc committees or task forces as may from time to time be required.

Proceedings of committees

11.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these Bylaws governing proceedings of the Board and by any rules that may from time to time be imposed on it by the Board.

Committee reports

11.4 A committee shall report every act or thing done in exercise of its powers at the next meeting of the Board held after the action or thing has been done, or at such other time or times as the Board may decide.

Limited power of committees

11.5 A committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution.

Federation of Independent School Associations in British Columbia

Term of special committees

11.6 Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only and upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

Part 12 – Seal And Execution Of Documents

Seal

12.1 The Board may provide a common seal for the Society, with the Society's name in legible characters on the seal, and it shall have power from time to time to destroy it and substitute a new seal in its place.

Use of common seal

12.2 The common seal shall be affixed only when authorized by a Directors Resolution and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and any other Director, the Vice-President and any other Director, or the Secretary and any other Director.

Contracts not under seal

12.3 Contracts not under seal and in the ordinary course of the Society's operations may be entered into on behalf of the Society by the Directors or by any person authorized by the Board. The Board may at any time direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Society may or shall be executed. In the absence of express authorization by the Board, an instrument, contract or obligation may be signed on behalf of the Society

- (a) by the President, together with one other director;
- (b) if the President is unable to provide a signature, by the Vice-President together with one other director;
- (c) if the President and Vice-President are both unable to provide signatures, by any 2 other Directors; or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Signing officers

12.4 The Board may, from time to time by Directors resolution, appoint signing officers who shall have the authority to sign cheques and all banking documents on behalf of the Society.

Dual signatures required

12.5 All cheques of the Society shall require two signatures.

Part 13 – Financial

Fiscal Year

13.1 The fiscal year of the Society shall begin on the 1st day of September, and shall end on the 31st day of August.

Federation of Independent School Associations in British Columbia

Investments

13.2 All cash of the Society or cash from administered funds shall be invested according to a balanced strategy in proportions identified in the Investment Policy Statement of the Society or as amended by Directors resolution from time to time.

Borrowing and raising capital

13.3 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, borrow, raise or secure the payment or repayment of money in such manner as they decide including the granting of guarantees, and in particular, but without limiting the generality of the foregoing, by the issue of debentures, provided that the issuance of such debentures is authorized by special resolution of the members which authorization may confer a general power on the Directors to issue debentures for a period not exceeding one year from the date such authorization is given, but each such transaction shall not exceed 5% of the annual budget of the Society unless approved by the Members.

Part 14 – Auditor

Auditor is optional

14.1 This Part applies only where the Society is required or has resolved to have an auditor.

Appointment

14.2 The Members shall appoint an auditor annually at the annual general meeting by Ordinary Resolution in accordance with the procedures set out in the Societies Act.

Removal

14.3 An auditor may be removed at any time by Ordinary Resolution of the members.

Replacement

14.4 A replacement auditor shall be appointed by Ordinary Resolution to fill any vacancy occurring in the office of auditor and any replacement auditor shall hold office until a successor is appointed at the next following annual general meeting

Notice of appointment and removal

14.5 An auditor shall be promptly informed by the Secretary in writing of appointment or removal.

No conflict of interest

14.6 No director, member or employee of the Society shall be the auditor.

Meetings

14.7 The auditor, if any, may attend and speak at general meetings and is entitled to receive every notice and other communication relating to a meeting that a Member is entitled to receive in like manner as a Member.

Part 15 – Records

What is a record

15.1 The records of the Society shall include:

- (a) certificate of incorporation, certified copies of the Constitution, Bylaws, statement of Directors and their addresses;
- (b) all other documents provided by the Registrar;
- (c) orders regarding the Society (court, tribunal or regulatory);
- (d) Register of Directors with contact information;
- (e) any written consents to act as Directors of the Society;
- (f) each written resignation of a Director received;
- (g) disclosure of interests of Directors;
- (h) Register of Members, organized by membership class, with contact information;
- (i) minutes of general meetings, including the text of any resolutions passed;
- (j) written copies of Ordinary and Special Resolutions that are not included in the minutes of general meetings;
- (k) minutes of Board meetings, including the text of any resolutions passed;
- (l) written copies of Directors Resolutions that are not included in the minutes of the Board meetings; and
- (m) financial statements including adequate accounting records for all fiscal years, including records of each transaction materially affecting the financial position of the Society, and any auditor's reports on those financial statements.

Privacy legislation applicable

15.2 The Society is subject to the *Personal Information Protection Act* of British Columbia from time to time in force and all amendments to it.

Records in registered office

15.3 The records of the Society shall be kept at the registered office of the Society unless the Directors resolve otherwise. If the records are not stored at the Society's registered office, written notice must be available at the registered office identifying the location and description of the specific records available at the alternate location.

Electronic records allowed

15.4 The Society's records may be kept electronically provided they are available for inspected at the registered office by way of computer terminal or other electronic technology.

Maintenance of records

15.5 The Society is responsible for taking precautions to ensure that records are complete, safe, accurate and accessible.

Copy of constitution and bylaws provided

15.6 On being admitted to membership, each member is entitled to, and upon request the Society shall provide, a copy of the Constitution and Bylaws of the Society.

Federation of Independent School Associations in British Columbia

Inspection of records

15.7 A Director or a Member may, without charge, inspect any record required by the Societies Act to be kept by the Society.

Free copies

15.8 A Director or Member may, without charge, receive a copy of a record the Director or Member is entitled to inspect under section 15.7, and a copy of the record shall be sent by the Society to the Member or Director no later than 14 days after a request for the record was received.

Free copies for members

15.9 A Member may, without charge, receive a copy of the Society's current Constitution, Bylaws and the Society's most recent financial statements.

Public access to records

15.10 A person, other than a Member or Director of the Society, may not inspect or receive a copy of a record of the Society, except that if a person requests a copy and pays the fee, if any, determined by the Society and in compliance with the Regulations, a person who is not a Member or Director of the Society shall be provided with a copy of the financial statements and auditor's report, if any, of the Society within 14 days of receipt of the request and payment.

Part 16 – Indemnities

General indemnity

16.1 Subject to the provisions of the Societies Act, every member of the Board or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges, and expenses whatsoever which such member of the Board or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which he actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default provided that:
 - (i) the member of the Board or officer acted honestly and in good faith with a view to the best interests of the Society; and
 - (ii) in the case of criminal or administrative proceedings, the member of the Board or officer had reasonable grounds for believing that their conduct was lawful.

Directors' and officers' insurance

16.2 The Society shall purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

Part 17 – Dispute Resolution

Dispute resolution

17.1 All disputes arising in the Society, including but not limited to all disputes arising out of these Bylaws or in respect of any legal relationship associated with it or from it, shall be resolved in the following manner:

- (a) the parties to the dispute shall meet within fourteen (14) days of the dispute arising and attempt to resolve it in a spirit of mutual respect and cooperation; and
- (b) if the dispute is not satisfactorily resolved under section 17.1(a) above, the parties, within thirty (30) days of completion of that step, shall submit the dispute to mediation and arbitration in accordance with the rules and procedures of the British Columbia International Commercial Arbitration Centre.

Decision final and binding

17.2 The outcome of any mediation and arbitration held in accordance with section 17.1 shall be final and binding on all parties.

Location

17.3 The place of mediation and arbitration shall be mutually agreed by the Society and the parties to the dispute. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be Vancouver, British Columbia.

Cost

17.4 All parties to the dispute shall share the fee of any mediator and arbitrator equally.

Option for injunction

17.5 The Society and the parties to a dispute shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, any party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

Part 18 – Former Constitutional Provisions

Former Constitutional provisions

18.1 The following provisions in this Part were formerly included in the Constitution of the Society and, as they were previously designated as unalterable, the following provisions shall not be altered except by a resolution passed at a general meeting by no less than 100% of the votes cast.

Non-Profit

18.2 The activities of the Society shall be carried on without purpose of gain for the Members and any profits or other accretions to the Society shall be used as and when determined by the Directors of the Society in promoting the purposes of the Society.

Amalgamation

18.3 The Society may only be amalgamated with one or more other societies each of which is a non-profit organization or a registered charity if, upon such amalgamation, all property, assets and accumulated income of the Society pass to and vest in the amalgamated society.

Federation of Independent School Associations in British Columbia

Dissolution

18.4 In the event of winding up or dissolution of the Society, any funds, assets or accumulated income of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such one or more non-profit organizations or registered charities promoting similar objects to this Society, as may be determined by the Members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to such one or more non-profit organizations or registered charities as may be determined by the Members of the Society at the time of winding up or dissolution.

Part 19 – Association

No implied endorsement

19.1 Membership in the Society does not in itself imply the endorsement by the Society or by any other Member of the philosophies of any particular Member.

No support obligations

19.2 The Society is not obliged to support a Member in pursuit of its specific objectives and policies, even though in general terms such objectives and policies may be within the scope of the Society's interest. The onus is on the Member to win the support of the Society in such instances.

Part 20 – Miscellaneous

Alteration of bylaws

20.1 The Bylaws shall not be altered or added to except by Special Resolution.

Reporting Society

20.2 Subject to an order of the Registrar pursuant to the Societies Act stating that the Society is a reporting society as defined under the Societies Act, the Society shall be deemed not to be a reporting society.

Dated effective the 28th day of December, 2018.