

FORM 3

Society Act

CONSTITUTION

KITSILANO SECONDARY SCHOOL ALUMNI ASSOCIATION

1. The name of the Society is “Kitsilano Secondary School Alumni Association”
2. The purposes of the Society are:
 - (a) to assist the Kitsilano Secondary School community to achieve its goals;
 - (b) to develop a dynamic alumni association that encourages fellowship through communication and special events; and
 - (c) to promote the development of the Kitsilano Commemorative Cavalcade Scholarship fund.
3. The activities of the Society are to be carried on chiefly in the Lower Mainland of British Columbia. This provision is unalterable.
4. The activities of the Society shall be carried on without purpose or gain for any Member of the Society and any income or funds of the Society shall be used in promoting its purposes.
5. The Society shall not distribute any of its property among the Members of the Society upon its winding-up or dissolution.
6. On winding-up or dissolution of the Society, any surplus fund of the Society may be used for educational or charitable purposes related to Kitsilano Secondary School as the Members may determine by ordinary resolution.
7. The provisions of paragraphs 3, 4, 5, 6, and 7 are unalterable.

BY-LAWS
KITSILANO SECONDARY SCHOOL ALUMNI ASSOCIATION (KSSAA)

Part 1 – Interpretation

- 1 In these By-Laws, unless the context otherwise requires:
 - (a) “Director” means the Directors of the Society for the time being;
 - (b) “Honorary Member” shall be a title bestowed upon a person in recognition of the person’s outstanding contributions to KSS;
 - (c) “Members” mean ordinary Members and student Members;
 - (d) “Ordinary Member” includes any person who attended KSS as a student or was employed by the Greater Vancouver School District at KSS;
 - (e) “Student Member” is a person who currently attends KSS as a student.
 - (f) “A Corporate Member” is an authorized representative of a for-profit or not-for-profit organization;
 - (g) “Registered address” of a Member means the Member’s address as recorded in the registry of Members;
 - (h) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it.
- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

- 3 To be eligible for Membership in the Society a person must be an Ordinary Member, Student Member or both.
- 4 The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become Members, in accordance with these By-Laws and, in either case, have not ceased to be Members.
- 5 A person may apply to the Directors for Membership in the Society and on acceptance by the Directors is a Member.
- 6 Every Member must uphold the Constitution and comply with these By-Laws.

- 7 The amount of the first annual Membership dues, if any, must be determined by the Directors, and after that, the annual Membership dues must be approved by the annual general meeting of the Society. The annual Membership dues for a Student Member may be a different amount than the annual Membership dues for an Ordinary Member.
- 8 A person ceases to be a Member 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) on his or her death, or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a Member not in good standing for 12 consecutive months.
- 9
- (1) A Member may be expelled by a special resolution of the Members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote by ballot.
- 10 All Members are in good standing if they have no subscription, unpaid current year's membership fee, or other dues owing to the Society.
- 11 It is each Member's responsibility to advise the Secretary of any change to their contact information.

Part 3 – Meetings of Members

- 11 General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 12 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 13 The Directors may, when they think fit, convene an extraordinary general meeting.
- 14
- (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - (2) 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.

- 15 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held in at least every calendar year, and not more than 15 months after the holding of the last preceding annual meeting.

Part 4 – Proceedings in General Meetings

- 16 (1) Special business involves all business at an extraordinary general meeting, except the adoption of rules of order.
- (2) Special business is also all business conducted at an annual general meeting, except the following:
- (a) the adoption of rules of order;
 - (b) the consideration of the financial statements;
 - (c) the report of the Directors;
 - (d) the report of the Auditor, if any;
 - (e) the election of Directors;
 - (f) the appointment of the Auditor, if required;
 - (g) the other business that under these By-Laws ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- (3) All Society meetings shall be guided by Robert's Rules of Order.
- 17 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must be conducted at a general meeting at a time when a quorum is present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present.
- (3) A quorum is five (5) Members present or a greater number that Members may determine at a general meeting.
- 18 If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting is to be terminated and adjourned to a date ten (10) days later at which time a quorum will be assumed.
- 19 Subject to By-Law 19, the President of the Society, the Vice President or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.

- 20 If at a general meeting
- (a) there is no President, Vice President, or other Director present within 15 minutes after the time defined for holding the meeting, or
 - (b) the President and all the other Directors present are unwilling to act as the chair, the Members present must choose one of their number to be the chair.
- 21 (1) A resolution proposed at a meeting must be seconded, and the chair of the meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote, and the proposed resolution does not pass.
- 22 (1) A Member in good standing, present at a meeting of Members, is entitled to one vote.
- (2) Voting on society business is by a show of hands, whereas voting on the appointment of a Director is by ballot.
- (3) Voting by proxy is not permitted.
- 23 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 must be considered as a Member for all purposes with respect to a meeting of the Society.

Part 5 – Directors and Officers

- 24 (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the Society,
 - (b) these By-Laws, and
 - (c) rules not inconsistent with these By-Laws that are made from time to time by the Society in a general meeting.
- (2) 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.
- 25 (1) The President, Vice President, Secretary, Treasurer, immediate Past President, and one or more other persons are the Directors of the Society.
- (2) The number of Directors must be five (5) or a greater number determined from time to time at a general meeting.

- 26 (1) Directors normally hold two-year terms.
- (2) A director must retire from office at an annual general meeting when the person's successor is elected.
- (3) Separate elections must be held for each office to be filled.
- (4) An election may be by acclamation; otherwise it must be held by ballot.
- (5) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 27 (1) The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.
- (2) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.
- 28 (1) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a Member to take the place of the former Director.
- (2) An act of proceeding of the Directors is not invalid merely because there are fewer than the prescribed numbers of Directors in office.
- 29 The Members may, by special resolution, remove a Director before the expiration of the person's term of office, and may elect a successor to complete the term of office.
- 30 A Director must not be remunerated for being or acting as a Director, but a Director must be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

- 31 (1) The Directors may meet at various places to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Directors then in office.
- (3) The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as chair; but if neither is present, the Directors present may choose one of their number to be the chair at that meeting.
- (4) A Director may call a meeting by asking the Secretary to convene a meeting of Directors.

- 32 (1) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- (3) To achieve the purposes of KSSAA, the Directors may create committees as required, but must maintain, at a minimum, a Membership committee, a Fellowship committee, and a Kitsilano Commemorative Fundraising committee.
- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are Members of the committee must choose one of their number to be the chair of the meeting.
- 34 The Members of a committee may meet and adjourn as they think proper.
- 35 (1) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 36 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 37 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.

Part 7 – Duties of Officers

- 38 (1) The President presides at all meetings of the Society and of the Directors.
- (2) The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
- 39 The Vice President must carry out the duties of the President during the President's absence.
- 40 The Secretary must do the following:
- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;

- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Society; and
- (f) maintain the register of Members.

41 The Treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
- (b) render financial statements to the Directors, Members and others when required.

- 42 (1) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.
- (2) If a Secretary Treasurer holds office, the total number of Directors must not be fewer than 5 or the greater number that may have been determined under By-Law 26.2.

43 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

Part 8 – Seal

44 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

45 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 9 – Borrowing

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

47 A debenture must not be issued without the authorization of a special resolution.

48 The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

- 49 This part applies only if the Society is required or has resolved to have an Auditor.
- 50 The first Auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of Auditor.
- 51 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.
- 52 An Auditor may be removed by ordinary resolution.
- 53 An Auditor must be promptly informed in writing of the Auditor's appointment or removal.
- 54 A Director or employee of the Society must not be its Auditor.
- 55 The Auditor may attend general meetings

Part 11 – Notices to Members

- 56 A notice may be given to a Member by e-mail, fax or postal mail.
- 57 Notice of a general meeting must be given to all members.

Part 12 – By-Laws

- 58 Each new Member must be given access to a copy of the Constitution and By-Laws of the Society.
- 59 These By-Laws must not be altered or added to except by special resolution.

Dated month May day 9 year 2012

WITNESSES

APPLICANTS FOR INCORPORATION

Signature

Name Lorraine Braithwaite
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Signature

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