

ST. MARGARET'S SCHOOL SOCIETY BYLAWS



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PART 1 - INTERPRETATION

1. In these Bylaws, unless the context otherwise requires, the following words or phrases have the following meanings:
 - (a) "Active Member" has the meaning ascribed to it in section 5(1) of the Bylaws;
 - (b) "Alumnae" means former students of St. Margaret's School, who were students in attendance for at least one year at the School and were not expelled from the School or asked to not re-enroll;
 - (c) "Annual General Meeting" has the meaning ascribed to it in part 3 of the Bylaws;
 - (d) "Board" means the Board of Governors of the Society;

- (e) "Bylaws" means the bylaws of St. Margaret's School, as amended from time to time;
- (f) "Constitution" means the constitution of the St. Margaret's School Society;
- (g) "Electronic Communication" means telephone, or other remote communications medium, provided that all of the persons participating, whether remotely by telephone or other communications medium, are able to communicate with each other and with any persons participating in person and, if applicable, vote;
- (h) "Extraordinary General Meeting" has the meaning ascribed to it in part 3 of the Bylaws;
- (i) "General Meeting" has the meaning ascribed to it in part 3 of the Bylaws;
- (j) "Governor" means a member of the Board of the Society elected in accordance with the Bylaws;
- (k) "Head" means the person hired to act as the Head of School for St. Margaret's School at any material time;
- (l) "Honorary Governor" means a non-voting Governor appointed to St. Margaret's School Society in accordance with these Bylaws;
- (m) "Honorary Graduate" means a person appointed in accordance with these Bylaws;
- (n) "Life Member" has the meaning ascribed to it in section 5(2) of the Bylaws;
- (o) "Member" means a person having membership in the Society in accordance with these Bylaws and "Membership" means all of the Members at any material time;
- (p) "Nomination Papers" means the nomination form, consent form, and resumé for a person;
- (q) "Nomination and Succession Committee" means a committee created by the Board pursuant to these Bylaws to administer the nomination process for Governors;
- (r) "Officer" means a member of the Board who is elected by the Board to hold the position of Chair, Vice-Chair, Secretary, or Treasurer;
- (s) "Ordinary Resolution" means a resolution passed in a General Meeting by the voting members of the Society by a simple majority of the votes cast;
- (t) "School" means St. Margaret's School, located in Victoria, British Columbia;
- (u) "School Year" means the calendar period of July 1st to June 30th in the following calendar year;

- (v) "Society" means St. Margaret's School Society;
 - (w) "Societies Act" means the *Societies Act* of British Columbia, [SBC 2015] Chap. 18, from time to time in force, and all amendments to it;
 - (x) "Special Resolution" means a resolution passed at a General Meeting by at least 2/3 of the votes cast by the voting Members; and
 - (y) "Student" means a pupil in attendance at St. Margaret's School at the relevant time.
2. The definitions of the *Societies Act* on the date these Bylaws become effective apply to these Bylaws.
 3. Words importing the singular include the plural and vice versa, and words importing a female person include a male person and a corporation.

PART 2 - MEMBERSHIP

4. The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become Members in accordance with these Bylaws and, in either case, have not ceased to be a Member.
5. Members shall be those persons who meet the qualifications in one of the following classes and such persons shall have the rights, duties, and privileges described below for their class:
 - (a) Active Members: A person is an Active Member if they are not employed by the Society in any capacity and meet any of the criteria listed below:
 - (i) parents (or legal guardians) of Students;
 - (ii) Alumnae over the age of eighteen (18) years; and
 - (iii) Governors.

This class of Membership has full voting rights.
 - (b) Life Members: A person is a Life Member if they are nominated by the Board to be a Life Member and such nomination is ratified by the Membership at the next Annual General Meeting of the Society. This class of Membership has full voting rights.
 - (c) Limited Members: A person who is employed by the Society. This class of Membership may attend and participate in Member meetings but do not have voting rights.
 - (d) Other Membership categories as the Board may create from time to time and as approved by the Membership.

6. Every Member must uphold the Constitution and comply with these Bylaws.
7. A family may have more than one Active Member.
8. There shall be no dues or membership fees payable by Members except such, if any, as shall be from time to time fixed by vote of the Board, which vote shall become effective only when confirmed by a vote of the Members at a General Meeting.
9. A Member is not in good standing if the Member fails to pay:
 - (a) the annual membership fee (if any);
 - (b) any other subscription or permit amount; or
 - (c) a debt due and owing to the Society and such monies remain owing and unpaid after notice has been given by the Society to render payment immediately;
10. A Member who is not in good standing:
 - (a) if their class of membership has voting rights, may not vote at an annual or extraordinary general meeting;
 - (b) is deemed not to be a voting Member for the purpose of consenting to a resolution of the voting Members; and
 - (c) may not attend Membership meetings without an invitation from the Board.
11. A person ceases to be a Member of the Society:
 - (a) by delivering her resignation in writing to the secretary of the Board or by mailing or delivering it to the address of the Society;
 - (b) on her death;
 - (c) on her ceasing to be qualified for membership in accordance with section 5;
 - (d) other than a Life Member, at the end of the School Year for which the person has been a Member. Membership is renewed for parents (legal guardians) of a Student who is re-enrolled, and for employees who continue to be employed, for the following School Year; or
 - (e) if her Membership is cancelled, as follows:
 - (i) By a Special Resolution of the Members passed at a General Meeting;
 - (ii) The notice of Special Resolution for cancellation must be accompanied by a brief statement of the reasons for the proposed cancellation; and

- (iii) The person who is the subject of the proposed resolution for cancellation must be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

Cessation of membership shall not relieve a person from any indebtedness to the Society.

PART 3 - MEETINGS OF MEMBERS

12. General Meetings of the Society shall be:
 - (a) either Annual General Meetings or Extraordinary General Meetings;
 - (b) held at such time and place, or no place if solely by means of electronic communication, as the Governors decide; and
 - (c) held, in accordance with the *Societies Act*, either in British Columbia or at a place outside of British Columbia that the Registrar of Companies approves on application by the Society.
13. For clarification purposes, a general meeting may be in person, solely by electronic communication, or a combination of the two.
14. Every General Meeting of the Society, except an Annual General Meeting, is an Extraordinary General Meeting.
15. Notice of a General Meeting of the Society shall be given as follows:
 - (a) The Society must give not fewer than fourteen (14) days' written notice of a General Meeting, to those Members entitled to receive notice of a General Meeting;
 - (b) Notice of a General Meeting shall specify the place, the day, and the hour of such meeting, and in the case of special business, the general nature of that business;
 - (c) The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any Member of the Society entitled to receive notice, does not invalidate proceedings at that General Meeting; and
 - (d) An Annual General Meeting must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
16. Notice of an Annual General Meeting shall be given to:
 - (a) all Members of the Society;

- (b) the Society's auditor; and
 - (c) such other person or persons as the Board may deem necessary.
17. Notice of a General Meeting may be given by one or more of the following means:
- (a) personal delivery;
 - (b) electronic mail to a Member's last known email address, if any, as provided to the Society by that Member;
 - (c) mail to a Member's last known postal address, provided that such notice shall be deemed to have been given on the fifth day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed to the Member's last known postal address, as provided to the Society by that Member, and placed in a Canada Post receptacle; or
 - (d) display on the St. Margaret's School website.
18. In accordance with the *Societies Act*, any matter that a Member or Members would like to be considered at an Annual General Meeting must either be approved by the Board, or signed by at least three (3) Members of the Society, and received by the Secretary at least 7 days before the Notice of Annual General Meeting is sent to the Members. The Society's Annual General Meeting is typically held in November; if it is to be held in a different month, the Society shall give notice to Members at least one month in advance to allow for sufficient notice.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

19. The Chair of the Board, or the Vice-Chair, shall preside at a General Meeting.
20. If neither the Chair nor the Vice-Chair is present within fifteen (15) minutes after the time appointed for a General Meeting, those Members present and entitled to vote at a General Meeting shall elect, by a show of hands recorded in the minutes of the meeting, from among the Board Members in attendance, a Board Member to act as chair of that meeting.
21. Quorum at General Meetings shall be determined as follows:
- (a) No business, other than the election of a person to act as chair at a General Meeting and the adjournment or termination of a General Meeting, shall be conducted at a time when a quorum is not present;
 - (b) If at any time during the General Meeting, there ceases to be a quorum present, business in progress shall be suspended until a quorum is present or until the meeting is adjourned or terminated;

- (c) A quorum at a General Meeting shall not be less than nine (9) voting Members of the Society in attendance at such meeting; and
 - (d) If within thirty (30) minutes from the time appointed for a General 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, if any, or via the means of Electronic Communication, if any, and if, at the adjourned meeting a quorum is not present within thirty (30) minutes from the appointed time, the voting Members present shall constitute a quorum.
- 22. A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than unfinished business. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given, as in the case of the initial meeting.
- 23. In the case of a tied vote, the chair of a General Meeting shall not have a casting or second vote, in addition to the vote to which she may be entitled as a Member and the proposed resolution shall not pass.
- 24. General Meetings shall be conducted according to *Robert's Rules of Order*, subject to interpretation by the Chair. In the event of conflict between these Bylaws and *Robert's Rules of Order*, these Bylaws will take precedence.
- 25. Voting at a General Meeting:
 - (a) shall be:
 - (i) a show of hands;
 - (ii) an oral vote;
 - (iii) another method that adequately discloses the intention of the voting Members;
 - (iv) secret ballot if, before or after such a vote, 2 or more voting Members request a secret ballot, or a secret ballot is directed by the chair of the meeting; or
 - (v) by the method determined by the Chair, where a general meeting is held by Electronic Communication, in whole or in part; and
 - (b) by proxy shall not be permitted.
- 26. A matter to be decided at a General Meeting must be decided by Ordinary Resolution, unless the matter is required by the *Societies Act* or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold.

PART 5 - THE BOARD OF GOVERNORS

27. The number of Governors shall be no more than thirteen (13). In the event that a retiring Governor opts not to seek re-election, or a sitting Governor seeking re-election is defeated, the size of the Board shall be increased by the number of Governors-elect until the end of the outgoing Governors' term of office.
28. Governors will be elected at an Extraordinary General Meeting of the Society.
29. The Chair of the Board shall appoint a Nomination and Succession Committee to manage the nomination process, as follows:
 - (a) Membership of the Nomination and Succession Committee shall consist of a minimum of three (3) Governors; and
 - (b) The chair of the Nomination and Succession Committee shall be the Chair of the Board or her delegate.
30. A call for nominations for elections to the Board at an Extraordinary General Meeting:
 - (a) Shall be issued at least sixty (60) days prior to the election; and
 - (b) May be distributed to Members by one or more of the following means:
 - (i) personal delivery;
 - (ii) electronic mail to a Member's last known email address, if any, as provided to the Society by that Member;
 - (iii) mail to a Member's last known postal address, provided that such notice shall be deemed to have been given on the fifth day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed to the Member's last known postal, as provided to the Society by that Member, and placed in a Canada Post receptacle; or
 - (iv) display on the St. Margaret's School website;
31. Nomination Papers for the person nominated must be submitted to the Nomination and Succession Committee at least thirty (30) days prior to the date of the Extraordinary General Meeting in order to be considered by the Nomination and Succession Committee for recommendation as a candidate.
32. No employee of the Society shall be eligible for nomination to the Board.

33. The Nomination and Succession Committee shall recommend, after the close of nominations, a slate of candidates to fill as many vacancies on the Board as is reasonably possible:
 - (a) at an Extraordinary General Meeting, if there are vacancies on the Board;
or
 - (b) at an Extraordinary General Meeting.
34. Election to the Board will be by secret ballot, where:
 - (a) If the number of eligible candidates for election as a Governor exceeds the number of vacancies on the Board, Governors will be chosen based on a plurality of votes, until all vacancies are filled; or
 - (b) If the number of candidates for election as a Governor is equal to or less than the number of vacancies on the Board, no person may be elected without receiving a number of votes equal to at least 25% of the voting Members in attendance;
35. For the purposes of voting for Board elections, each voting Member in attendance shall have a number of votes equal to the lesser of the number of vacancies on the Board or the number of candidates eligible for election but may cast only one vote for any candidate.
36. A Governor's term of office shall be determined, as follows:
 - (a) A Governor's term of office shall run until the end of the third complete School Year following the date of her election unless or until she ceases to be a Governor prior to the expiry of her term pursuant to the Bylaws;
 - (b) Each retiring Governor is eligible for re-election upon submission to the Governance Committee of her Nomination Papers in accordance with these Bylaws and any related policy established by the Board from time to time. If there is a conflict between these Bylaws and any related policy, these Bylaws will take precedence;
 - (c) For the purposes of elections, a Governor's seat shall be considered vacant at the last Annual General Meeting of the Society prior to the end of her term of office, though the Governor shall be permitted to serve out her term pursuant to the within Bylaws;
 - (d) No Governor may serve more than three (3) consecutive terms; and
 - (e) Notwithstanding Bylaw 34(4) an Officer may be granted leave to serve one (1) additional term upon approval of the Board.

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

38. A Governor ceases to be a Board member as follows:

(a) By Board Resolution

If a Governor:

- (i) has been absent for three (3) consecutive regular meetings or any four (4) non-consecutive regular meetings in a School Year; and
- (ii) has been given an opportunity to explain such absences, but the explanation is unsatisfactory to the Chair, acting reasonably;

the Governor may be removed by a resolution passed by at least a two-thirds (2/3) majority vote of the Governors in attendance at a meeting of the Board;

(b) By Special Resolution of the voting Members of the Society

If it is determined that a Governor has committed an act or acts deemed to be detrimental to the Society, a Governor may be removed by Special Resolution passed at a General Meeting of the Society provided that:

- (i) notice of the Special Resolution for expulsion is accompanied by a brief statement of the reason(s) for the proposed expulsion; and
- (ii) the Governor who is the subject of the proposed resolution for expulsion is given an opportunity to be heard at the General Meeting before the resolution is put to a vote;

(c) Upon submission of her resignation in writing or by electronic mail, to the Chair or Vice-Chair of the Board, or by mailing it or by delivering it to the address of the Society;

(d) Upon death; or

(e) Upon completion of her term as Governor.

39. The Board may fill a vacancy on a temporary basis upon:

(a) Recommendation of the Nomination and Succession Committee; and

(b) Resolution of the Board passed by a majority of the Governors in attendance at a meeting of the Board;

40. The term of the temporary appointment under Bylaw 38 shall:
- (a) Last only until the next Extraordinary General Meeting, whereby the appointment will be deemed to have expired; and
 - (b) Not be considered a term for the purposes of Bylaw 34(4).

PART 6 - POWERS AND DUTIES OF THE BOARD

41. The Board shall possess all the powers vested in the Society under the *Societies Act*, subject to the terms of these Bylaws.
42. The Board shall be empowered by right of election by the voting Members of the Society to manage St. Margaret's School in the name of the Society. In particular, it shall have the power:
- (a) from time to time to appoint and, at its discretion, to remove or suspend the Head; and determine her duties and powers and fix her salary or emoluments. Removal or suspension of a Head requires the approval of at least two-thirds (2/3) of the Governors who are in office at the material time;
 - (b) establish the strategic direction of the School;
 - (c) in consultation with the Head:
 - (i) prepare and maintain a clear statement of the School's vision, mission, and values.
 - (ii) to set the fees for tuition and board and the annual operating and capital budgets of the School;
 - (iii) to determine the educational policy of the School;
 - (iv) to establish the policies under which the Head will administer the School;
 - (d) to invest funds in such manner as the Board shall, in its discretion, deem advisable, including investments in mutual funds, the shares of an investment corporation, or other investment medium not permitted by law to trustees;
 - (e) to keep minutes of all meetings of the Society and the Board;
 - (f) to keep custody of all records and documents of the Society; and
 - (g) to maintain the register of Members.

43. The Board has the authority to review and approve the use of the Society's name, or a derivative thereof, by affiliated organizations sharing a common interest in the development, operations, and well-being of the Society.
44. The Governors may meet as a Board from time to time as they determine but at a minimum quarterly;
 - (a) Meetings of the Board shall be conducted according to *Robert's Rules of Order*, subject to interpretation by the Chair. In the event of conflict between these Bylaws and *Robert's Rules of Order*, these Bylaws will take precedence;
 - (b) A quorum for a meeting of the Board shall be five (5) Governors;
 - (c) The Board and its committees may determine, in its discretion, to hold any meeting of the Board in whole or in part by Electronic Communication so as to allow some or all parties to participate in the meeting remotely;
 - (d) A Governor participating at a meeting conducted using Electronic Communication is present at the meeting for the purpose of calculation of a quorum, and is entitled to vote if otherwise qualified;
 - (e) Five (5) days' notice of Board meetings shall be provided verbally or by electronic mail to all Governors unless, at the discretion of the Chair of the Board, a shorter notice period is considered reasonably necessary;
 - (f) In the event of the expected absence of the Chair and Vice-Chair from a Board meeting, the Chair will appoint a Governor to act as chair of the meeting;
 - (g) The Chair of the Board may, at her discretion, approve electronic voting for a resolution of the Board, as follows:
 - (i) Electronic ballot resolutions must be circulated to the Board by or on behalf of the Chair, in writing:
 - (I) stating the resolution;
 - (II) requesting a mover and a seconder; and
 - (III) informing Governors of the date by which an electronic response is required;
 - (ii) An electronic ballot resolution must be passed by a unanimous vote of the Board;
 - (iii) The date the resolution was carried or defeated will be the voting deadline date printed on the electronic ballot; and

- (iv) The Chair shall be responsible for collecting electronic votes and reporting the results of the electronic ballot resolution to the Board at its next scheduled meeting.
45. The Governors may delegate any, but not all, of their powers to committees, as follows:
- (a) A committee so formed in the exercise of delegated powers shall:
 - (i) consist of such members as the Governors see fit; and
 - (ii) conform to any terms of reference that may be imposed upon it by the Governors, and shall report every act or thing done in exercise of those powers to the Board;
 - (b) A committee shall choose one of its members to be the Chair of that committee; and
 - (c) The members of a committee may meet and adjourn as they see necessary.
46. Questions arising at any meeting of the Board or any committee of the Governors shall be decided by majority vote of the Governors in attendance at that meeting. In case of a tied vote, the Chair shall not have a second or casting vote, and the proposed resolution shall not pass.

PART 7 - OFFICERS OF THE BOARD

47. The Board shall, as often as may be required, appoint a Chair, as follows:
- (a) The Chair shall be appointed by majority vote of the Governors in attendance at a meeting of the Board;
 - (b) The Chair's term shall commence upon being appointed and shall end upon the earlier of:
 - (i) the expiry of the two-year period next following such appointment;
 - (ii) the expiry of her term as a Governor;
 - (iii) her resignation as a Governor; or
 - (iv) her removal as Chair in accordance with the Bylaws.
 - (c) If the Chair is re-elected as a Governor and has, immediately preceding her re-election, held the office of Chair for less than two (2) years, she shall automatically continue to hold the office of Chair;
 - (d) If the Chair is not re-elected as a Governor, the Board shall appoint a new Chair in accordance with these Bylaws;

- (e) Any Governor who holds the office of Chair shall, if she continues to be a Governor, be eligible for reappointment as Chair; and
 - (f) The Chair shall be subject to removal at any time by a resolution of the Board being passed by at least a two-thirds (2/3) majority of all sitting Governors.
48. The Chair of the Board is the Chief Executive Officer of the Society and shall direct the other Officers in the execution of their duties. The Chair shall preside at all meetings of the Society and of the Board.
49. The Board shall, as often as may be required, appoint a Vice-Chair, Treasurer, and Secretary, as follows:
- (a) The Vice-Chair, Treasurer, and Secretary shall be appointed by majority vote of the Governors in attendance at a meeting of the Board;
 - (b) The Vice-Chair's, Treasurer's, and Secretary's term shall commence upon being appointed and shall end upon the earlier of:
 - (i) the expiry of the one-year period next following such appointment;
 - (ii) the expiry of her term as a Governor;
 - (iii) her resignation as a Governor; or
 - (iv) her removal as an Officer in accordance with these Bylaws;
 - (c) If the Vice-Chair, Treasurer, or Secretary is re-elected as a Governor and has, immediately preceding her re-election, held the office for less than one (1) year, she shall automatically continue holding the office;
 - (d) If the Vice-Chair, Treasurer or Secretary is not re-elected as a Governor, the Board shall appoint a new Officer in accordance with these Bylaws;
 - (e) Any Governor who holds the office of Vice-Chair, Treasurer, or Secretary shall, if she continues to be a Governor, be eligible for reappointment; and
 - (f) The Vice-Chair, Treasurer and Secretary shall be subject to removal at any time by a resolution of the Board being passed by at least a two-thirds (2/3) majority of all sitting Governors.
50. The Vice-Chair shall carry out the duties of the Chair during her absence. In the event that the Chair is unable to complete her term of office, the Vice-Chair will assume the responsibilities of Chair until a new Chair can be selected in accordance with these Bylaws.

51. The Secretary shall be responsible for:
- (a) appointing a recording secretary, with or without remuneration, to take minutes of each General Meeting and Board meetings, to maintain board records, to be responsible for board administration, and such other duties as the Chair stipulates;
 - (b) giving proper notice of all meetings;
 - (c) the minutes of the General Meetings and Board meetings;
 - (d) all correspondence of the Board;
 - (e) the seal of the Society;
 - (f) maintaining an accurate record of the names and addresses of all Members; and
 - (g) performing all other duties as normally fall to the office of a Board Secretary.
52. The Treasurer shall have oversight of:
- (a) the collection of fees and other monies owing to the Society;
 - (b) the payment of bills;
 - (c) the keeping of accurate record of monies received and disbursed; and
 - (d) the preparation of a balance sheet and statement of revenue and expenditures annually and at any other time when required by the Governors to do so.

PART 8 - SPECIAL APPOINTMENTS

53. The Governors may, at their discretion, appoint Honorary Governors of the Society, as follows:
- (a) Honorary Governors shall be appointed by majority vote of the Governors in attendance at a meeting of the Board;
 - (b) An Honorary Governor is invited to attend the meetings of the Board and shall not be entitled to vote at such meetings; and
 - (c) The Governors may authorize an Honorary Governor to act on behalf of the Society in specified and limited capacities, on terms reasonable to and set by the Board.

54. The Governors may, at their discretion, appoint Honorary Graduates of the School, as follows:
- (a) Honorary Graduates shall be appointed by majority vote of the Governors in attendance at a meeting of the Board; and
 - (b) An Honorary Graduate may be invited to attend the meetings of the Board and shall not be entitled to vote at such meetings.
55. Honorary Governor and Honorary Graduate appointment include life Membership to the Society.
56. Honorary Governors and Honorary Graduates may have their appointments revoked by a resolution of the Board that is passed by at least a two-thirds (2/3) majority vote of the Governors in attendance at a meeting of the Board.

PART 9 - STATEMENT OF INDEMNIFICATION

57. Subject to such limitations as may from time to time be imposed by law:
- (a) The Society shall not make any claim against the current and former Governors, Officers, or Honorary Governors, for any act or omission in performance of duties on behalf of the Society with the exception of any act or omission that constitutes gross negligence;
 - (b) Subject to the *Societies Act*, the Society must indemnify a current and former Governor, Officer, or Honorary Governor, and her heirs and legal personal representatives against all amounts to which such person is or may be liable from the performance of their duties on behalf of the Society, and the Society must, after the settlement or final disposition of any proceeding brought against such person related to the performance of their duties on behalf of the Society, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each current or former Governor, Officer, or Honorary Governor, is deemed to have contracted with the Society on the terms of the indemnity contained in in this Bylaw 56; and
 - (c) The Society may purchase insurance for the benefit of a current and former Governor, Officer, or Honorary Governor, against personal liability incurred by her in performance of duties on behalf of the Society.

PART 10 - BORROWING

58. In order to carry out the purposes of the Society, the Governors may, on behalf of, or 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 the generality of the foregoing, by the issue of mortgages and security agreements.

59. A mortgage or security agreement may be issued without the authorization of a Special Resolution, but a debenture must not be issued without the authorization of a Special Resolution.
60. The voting Members may, by Special Resolution at a General Meeting, restrict the borrowing powers of the Governors, but a restriction so imposed expires in a manner and at such time as prescribed by the Special Resolution, but no later than at the next Annual General Meeting.

PART 11 - THE SEAL

61. The Governors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in its place.
62. The common seal, if any, shall be affixed only when authorized by a resolution of the Governors and then only in the presence of the person prescribed in the resolution or if no person is prescribed, in the presence of the Chair or Vice-Chair.
63. The common seal, if any, shall be kept in the St. Margaret's School facilities.

PART 12 - POWERS AND DUTIES OF THE HEAD

64. The Head, subject to any previous directions of the Board:
 - (a) hires or sets the terms of employment, removes or suspends tutorial and non-tutorial staff all in accordance with the terms of the collective agreement as applicable;
 - (b) makes other appointments, as deemed appropriate and necessary;
 - (c) determines the curriculum and timetable;
 - (d) makes such purchases as are necessary for the operation of the School;
 - (e) is responsible for the admission, discipline, and dismissal of students; and
 - (f) is responsible for oversight of the financial affairs and fiscal health of the School and shall report and make recommendations to the Board in this regard.

PART 13 - THE AUDITOR

65. At each Annual General Meeting, the Society shall appoint an auditor to hold office until the next Annual General Meeting.
66. An auditor may be removed by an ordinary resolution passed at a General Meeting of the Society for the purpose.

67. No director or employee of the Society shall be an auditor for the Society.
68. The auditor may attend General Meetings and shall attend the Annual General Meeting of the Society.

PART 14 - THE BYLAWS

69. On being admitted to Membership in the Society, each Member is entitled to, and the Society shall give, without charge, a copy of the Constitution and Bylaws of the Society, if requested.
70. These Bylaws shall not be altered or added to, except by Special Resolution, at a General Meeting of the Society.

PART 15 - SOCIETY RECORDS

71. Subject to a resolution of the Board, the Society shall keep the following documents and records, in either print or electronic format, at the registered address of the Society:
 - (a) a copy of the Constitution;
 - (b) a copy of these Bylaws;
 - (c) a copy of the Board policy manual;
 - (d) a copy of all registrations and appointments of current Governors;
 - (e) a copy of all the minutes of meetings of the Board;
 - (f) a copy of all the minutes of *in camera* meetings of the Board;
 - (g) a copy of all minutes of meetings of Board committees;
 - (h) a copy of all minutes of *in camera* meetings of Board committees;
 - (i) a copy of all minutes of the General Meetings of Members;
 - (i) a copy of all documents filed with the Registrar of Companies for British Columbia;
 - (k) a copy of the register of all Members; and
 - (l) a copy of the Society's annual financial statements.

72. Every Member may examine and take extracts from those records, documents and instruments of the Society required to be kept by the Society, excluding minutes of *in camera* meetings of both the Board and its committees, and further excluding those records marked 'confidential' or 'restricted'. Excluded documents may be examined only with the express consent of the Board.

PART 16 – DISSOLUTION OF SOCIETY

73. In the event of the Society being dissolved or wound up for any cause, its assets shall be realized and the surplus after paying all of its liabilities shall be paid or transferred to such qualified donees as are prescribed under the provisions of the Income Tax Act (Canada), which have similar purposes as the Society, as the voting Members may determine by ordinary resolution provided that such qualified done(s) agree to use same for educational purposes or making grants or donations for educational purposes.