

## **BY-LAWS OF THE VANCOUVER WALDORF SCHOOL SOCIETY**

### **PART I INTERPRETATION**

- 1.1 In these By-Laws, unless the context otherwise requires,
- a) "Trustee" means a trustee of the Vancouver Waldorf School Society;
  - b) "Faculty" means teaching staff employed by the Vancouver Waldorf School;
  - c) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - d) "Society" means the Vancouver Waldorf School Society.

### **PART 2 MEMBERSHIP**

- 2.1 There shall be two categories of membership:
- 1. Full Membership in the Vancouver Waldorf School Society shall be open to all parents or guardians of children currently enrolled in the school, current faculty or staff, alumni students of the school, alumni parents or guardians of the school, alumni faculty or staff of the school, and those who support the school through donations of human and/or financial resources. Full Members are responsible for nominating and selecting the Board of Trustees of the Vancouver Waldorf School Society in accordance with the following criteria:
    - a) Full Members shall submit an Application for Membership Form and pay an annual membership fee of \$10.00. The annual membership fee will be \$1.00 for each additional family member applying for membership.
  - 2. Honorary Membership in the Vancouver Waldorf School Society shall be recognized by the Full Members of the Society at the Annual General Meeting. Inaugural Honorary Members include the following persons:

Jill Allerton, Riet Driehuyzen, Martin Driehuyzen, Angela Dutson,  
Dick Goldhammer, Susanne McDermott, Trevor McDermott, Dorothy Olson, Martin  
Otterstein, Monica Otterstein, Marjorie Thatcher, Philip Thatcher
- 2.2 A person may apply to the Secretary for Full Membership in the Society by submitting an Application for Membership in a form approved by the Trustees and paying an annual membership fee of \$10.00. The annual membership fee will be \$1.00 for each additional family member applying for membership. Full Membership of all applicants who meet the criteria shall be confirmed at the Annual General Meeting of the Society.
- 2.2.1 A person may apply to the Secretary for Full Membership in the Society by submitting an Application for Membership in a form approved by the Trustees and paying an annual membership fee of \$10.00. The annual membership fee will be \$1.00 for each additional family member applying for membership. Full Membership of all applicants who meet the criteria shall be confirmed at the Annual General Meeting of the Society.
- 2.3 Each Full Member shall be entitled to one vote.
- 2.4 Every Member shall uphold the Constitution and comply with these By-Laws.

- 2.5 A person shall cease to be a Full Member of the Society:
- a) by delivering or mailing her/his written resignation to the Secretary of the Society,
  - b) on her/his death; or
  - c) in the event that the criteria set forth in 2.1 above are no longer satisfied.
- 2.5.1 A person shall cease to be an Honorary Member of the Society:
- a) by delivering or mailing her/his written resignation to the Secretary of the Society.
  - b) on her/his death.
- 2.6 All Full Members are in good standing until they cease to be Full Members.

### **PART 3      MEETINGS OF MEMBERS**

- 3.1 General meetings of the Society shall be held at the time and place in accordance with the Society Act that the Trustees decide.
- 3.2 Every general meeting other than an Annual General Meeting is an Extraordinary General Meeting.
- 3.3 The Trustees may, when they think fit, convene an Extraordinary General Meeting.
- 3.4 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business. 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.
- 3.5 The first Annual General Meeting of the Society shall be held not more than 15 months after the date of adoption of these By-Laws and after that an Annual General Meeting shall be called at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.
- 3.6 Notice of the time and place of any general meeting shall be mailed or delivered, in accordance with these By-Laws, at least 21 days before the date of the Annual General Meeting and 14 days before the date of any other general meeting.
- 3.7 Extraordinary General Meetings of the Full Members for any purpose may be called at any time by the Chair of the Board of Trustees supported by 10% of the Full Members.
- 3.8 Transactions of any general meeting of the Full Members of the Society, however called or convened, shall be valid as though had at a meeting held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the Full Members not present signs a written waiver of notice, or a consent to hold the meeting, or an approval of the minutes of the meeting. All waivers, consents or approval shall be filed with the records of the Society or made part of the minutes of the meeting.
- 3.9 A quorum for any meeting of the Full Members shall be ten percent of the Full Members.

## **PART 4      PROCEEDINGS AT GENERAL MEETINGS**

- 4.1 Special business is:
- a) all business at an Extraordinary General Meeting except the adoption of rules of orders; and
  - b) all business transacted at an Annual General Meeting except, the adoption of rules of order, the consideration of the financial statements, report of the Trustees, the report of the auditor if any, the election of the Trustees, the appointment of the auditor if required and the other business than under these By-Laws ought to be transacted at an Annual General Meeting or business which is brought under consideration by a report of the Trustees issued with the notice convening the meeting.
- 4.2 No business, other than the adjournment or termination of a general meeting, shall be conducted at a time when a quorum is not present. If at any time during the general meeting there ceases to be a quorum, the business then in progress shall be suspended until there is quorum present or until the meeting is adjourned or terminated.
- 4.3 If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of Full Members, shall be terminated; but in any other cases shall stand adjourned to the same day in the next week at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the Full Members present constitute a quorum.
- 4.4 The Chair of the Society, or one of the other Trustees present, shall preside as Chair of a general meeting.
- 4.5 A general meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.6 In case of an equality of votes the Chair of a general meeting shall not have a casting or second vote in addition to the vote that she/he may be entitled as a Full Member and the proposed resolution shall not pass.
- 4.7 Decisions of the Society, with the exception of the approval of nominated Trustees, shall be reached through consensus whenever possible evidenced by a show of hands. When consensus is not reached, those opposing the proposed resolution shall be granted an opportunity to voice their position, after which a second attempt at consensus evidenced by a show of hands shall take place. If consensus cannot be reached after two attempts, a proposed resolution shall be decided by a show of hands of Full Members, unless a ballot is demanded by a Full Member entitled to vote and is approved by a majority, defined as sixty percent of the Full Members personally present and entitled to vote. Unless a ballot is so demanded and approved, a declaration by the Chair of a general meeting that a resolution has on show of hands been either carried or lost, and an entry in the minutes of the meeting to that effect is the evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 4.9 If at any general meeting a ballot is demanded on any question, it shall be taken in such manner and either at once, or after adjournment, as the Chair of the general meeting directs. The result of a ballot shall be deemed to be the resolution of the general meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.
- 4.10 No resolution proposed at a meeting need be seconded and the Chair of a general meeting may move or propose a resolution.

- 4.11 A Full Member in good standing present at a general meeting is entitled to one vote that may be given either personally or by proxy. An instrument appointing a proxy shall be in writing under the hands of the appointed. No person shall act as proxy unless she/he is entitled on her/his own behalf to be present and vote at the meeting in which she/he acts as the proxy. The instrument appointing the proxy must be presented to the Chair of a general meeting before or at the time when the vote is to be cast by the person appointed. An instrument appointing the proxy may be in the following form or in any other form that the Trustees approve:

The Vancouver Waldorf School Society

I, \_\_\_\_\_, of the City of \_\_\_\_\_, in the Province of \_\_\_\_\_ being a Full Member of The Vancouver Waldorf School Society, hereby appoint \_\_\_\_\_, of the City of \_\_\_\_\_, Province of \_\_\_\_\_ also a Full Member of the Society, as my proxy to vote for me and on my behalf at the general meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_. The proxy holder is authorized to vote at her/his discretion upon any matter that may properly be brought before the said meeting and any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

- 4.12 A proxy may be revoked by instrument in writing executed by the Full Member and presented to the Chair before or at the time when the vote is to be cast by the person appointed. Upon such presentation the proxy is revoked. A vote given by a proxy shall be effective notwithstanding the revocation, by death or otherwise, of the authority, providing the Society has not received notice of the revocation within the time and in the manner herein specified.

**PART 5      TRUSTEES AND OFFICERS**

- 5.1      The Trustees may exercise all the powers and do all the acts and things that the Society may exercise and do and which are not by the 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;
  - c)      and rules, not being inconsistent with these By-Laws, which are made from time to time by the Society at a general meeting.
- 5.2      The Board of Trustees shall be composed of a maximum of fourteen Trustees and a minimum of six Trustees.
- 5.3      Three Trustees shall be Faculty members who, holding Full Membership in the Society, shall be appointed by Faculty. The terms of the three Faculty Trustees will be one, two, and three year terms respectively. Faculty may determine whether it will seek a Trustee to be representative of the Early Childhood School, Grade School, or High School and Faculty may at its discretion determine the term of each of these representative Trustees provided that at all times the three positions are assigned a one year term, a two year term, and a three year term.
- 5.4      In addition, a maximum of nine Trustees, who shall be Full Members of the Society, shall be selected by Full Members and shall serve the following terms:
- a)      Two Trustees – three year terms,
  - b)      Four Trustees – two year terms; and
  - c)      Three Trustees – one year terms.
- 5.5      Two Trustees, who shall be Full Members of the Society, shall be appointed by the incumbent Trustees. The Trustees so appointed will each serve a two-year term and her/his appointments shall be announced at the Annual General Meeting. In the event that the appointed Trustees are unable to serve a two-year term, the Trustees may appoint other Trustees to serve the remainder of the two-year terms.
- 5.5.2      Ex Officio Trustees shall be confirmed through indication within her/his job description as approved by the Trustees. Ex Officio Trustees may hold the position of an Officer of the Society, however shall not be entitled to vote. There shall be no limit on the number of Ex Officio Trustees.
- 5.6      An election may be by acclamation.
- 5.7      If no successor is elected, the person previously elected or appointed may continue to hold their Office.
- 5.8      No rule made by the Society in a general meeting will invalidate a prior act of the Trustees that would have been valid had that rule not been made.
- 5.9      The Trustees shall appoint a Chair, Secretary, and Treasurer and such other Officers of the Society as the Trustees may deem appropriate. Persons appointed to hold Office for the Society must also be Trustees.
- 5.10      Trustees shall hold Office for the terms set forth in 5.3, 5.4, and 5.5, and shall be eligible to serve further consecutive terms.

- 5.11.1 The Trustees whose terms of Office have expired shall retire from Office at the next Annual General Meeting when their successors shall be selected in accordance with the provisions set forth in this Section. The Trustees may at any time and from time to time appoint a person as Trustee to fill a vacancy on the Board of Trustees. The Trustees so appointed shall hold Office only until the conclusion of the next Annual General Meeting of the Society following expiry of their term of Office but are eligible for selection at the meeting.
- 5.11.2 Nominations for Trustee will be submitted and will be supported by two Full Members of the Society in writing in a form approved by the Trustees to the Secretary of the Society. Nominations will be closed five days prior to the Annual General Meeting.
- 5.11.3 Unless a ballot is demanded by a Full Member entitled to vote and is approved by a majority, defined as sixty percent of the Full Members personally present and entitled to vote, the Society shall select Trustees by a consensus process whenever possible evidenced by a show of hands. When consensus is not reached, those opposing the proposed nominee shall be granted an opportunity to voice their position, after which a second attempt at consensus evidenced by a show of hands shall take place. If consensus cannot be reached after two attempts, a proposed resolution shall be decided by a show of hands of Full Members. Unless a ballot has been demanded and approved, a declaration by the Chair of a general meeting that a nominee has on show of hands been either carried or lost, and an entry to that effect is the evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the selection of the nominee.
- 5.11.4 Results of the Trustee selection process will be announced at the Annual General Meeting.
- 5.12 No act of proceeding of the Trustees is invalid only by reason of their being less than the maximum prescribed number of Trustees in Office.
- 5.13 The Full Members may by special resolution remove a Trustee before the expiration of her/his term of Office and may by ordinary resolution elect a successor to complete the term of Office.
- 5.14 No Trustee shall be remunerated for acting as a Trustee, but a Trustee shall be reimbursed for expenses necessarily and reasonably incurred by her/him while engaged in the affairs of the Society.
- 5.15 A Trustee may be removed from Office by ordinary resolution of the Full Members if she/he fails to attend at least one meeting of the Trustees in any 12 month period of her/his term of Office.

**PART 6      PROCEEDINGS OF THE BOARD OF TRUSTEES**

- 6.1      The Trustees may meet together at the places that they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit. Trustees shall from amongst their members appoint a Chair to preside over meetings of the Trustees. If at a meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting, the Trustees shall choose one of their members to be Chair of that meeting. Any two Trustees may at any time, and the Secretary on the request of any two Trustees, shall convene a meeting of the Trustees.
- 6.2      The Trustees may delegate any, but not all, of their powers to one or more committees consisting of a Trustee or such other persons as they think fit. A Committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Trustees and shall report every act or thing done in exercise of those powers to the earliest meeting of the Trustees to be held next after it has been done.
- 6.3      A Trustee who may be absent from British Columbia may send or deliver to the Secretary a waiver of notice of any meeting of the Trustees. This waiver may be by letter, telegram, telex, email or cable addressed to the Secretary at the address of the Society. The Trustee may at any time withdraw the waiver it submitted. Until the waiver is withdrawn:
- a)      no notice of meeting of Trustees need be sent to that Trustee; and
  - b)      any and all meetings of the Trustees, notice of which has not been given to that Trustee, shall be valid and effective, if a quorum of the Trustees is present.
- 6.4      Resolutions arising in a meeting of Trustees shall be decided through consensus whenever possible evidenced by a show of hands. When consensus is not reached, those opposing the resolution shall be granted an opportunity to voice their position, after which a second attempt at consensus evidenced by a show of hands shall take place. If consensus cannot be reached after two attempts, a resolution shall be decided by a show of hands of Trustees, unless a ballot is demanded by a Trustee and is approved by a simple majority, defined as fifty percent plus one, of the Trustees personally present. Unless a ballot is so demanded and approved, a declaration by the Chair of the meeting that a resolution has on show of hands been either carried or lost, and an entry in the minutes of the meeting to that effect is the evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the resolution. In case of an equality of votes the Chair does not have a second or casting vote.
- 6.5      No resolution proposed at a meeting of Trustees need be seconded and a Chair at a meeting may move or propose a resolution.
- 6.6      A resolution in writing signed by all the Trustees and placed with the minutes of the Trustees is as valid and effective as if regularly passed at a meeting of Trustees.
- 6.8      A simple majority of the Trustees in Office, defined as fifty percent plus one, shall constitute a quorum for the transaction of business at a meeting of Trustees.
- 6.8.1    Ex Officio Trustees shall not be included in the determination of either the maximum number of Trustees or in the determination of quorum.

**PART 7      DUTIES OF OFFICERS**

- 7.1      The Trustees shall elect all Officers of the Society for terms of one year. A vacancy in the Office because of death, resignation, removal, or disqualification or otherwise shall be filled by the Trustees.
- 7.2      Subject to the control of the Trustees, the Chair shall have general supervision, direction and control of the business affairs of the Society, shall preside at all meetings of Trustees and shall have such other powers and duties as may be described from time to time from the Trustees.
- 7.3      Subject to the control of the Trustees, the Secretary shall:
- a)      conduct the correspondence of the Society;
  - b)      issue notice of meetings of the Society and Trustees;
  - c)      keep minutes of all meetings of the Society and Trustees;
  - d)      have custody of all records and documents of the Society;
  - e)      have custody of the common seal of the Society;
  - f)      maintain a register of Members, and of parents and guardians of children enrolled in the Society's school; and
  - g)      shall discharge such other duties of the Office as may be prescribed by the Trustees.
- 7.4      Subject to the control of the Trustees, the Treasurer shall:
- a)      control the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Society;
  - b)      control Bank, Credit Union, or any other accounts holding or dispersing of the funds of the Society by removing or assigning signatories on such accounts;
  - c)      report to the Trustees whenever requested to do so to provide an account of all or any aspects of the financial matters under her/his control; and
  - d)      perform all other duties prescribed from time to time by the Board of Trustees.
- 7.5      The Offices of Secretary, Treasurer, and Chair shall be held by different persons.
- 7.6      In the absence of the Secretary from a meeting, the Trustees shall appoint another person to act as Secretary at that meeting.

**PART 8      SEAL**

- 8.1      Trustees may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.2      The Common seal shall be affixed only when authorized by the Chair, Secretary, or Treasurer of the Society.

**PART 9      BORROWING**

- 9.1      In order to carry out the purposes of the Society, the Trustees 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 without limiting the generality of the foregoing, by the issue of debentures, mortgages, bills of exchange or other instruments.
- 9.2      No debenture shall be issued without the sanction of a special resolution.

**PART 10     ACCOUNTS AND RECORDS**

- 10.1     The Trustees shall cause true accounts to be kept of all sums of money received and expended by the Society and of the matters in respect of which such receipt and expenditure takes place and of all property, credits and liabilities of the Society.
- 10.2     All books of account and other records of the Society shall be open for inspection of any Trustees or Member at any reasonable hour.
- 10.3     The Trustees shall at every Annual General Meeting lay before the Society a statement of the income and expenditures of the Society during the preceding year and a balance sheet covering the same together with a report of the Trustees as to the state and progress of the Society. A copy of such statement, balance sheet and report shall be sent to every Full Member with a notice of the Annual General Meeting.
- 10.4     Auditors shall be appointed at each Annual General Meeting to examine the accounts of the Society for the ensuing year.
- 10.5     An auditor may be removed by an ordinary resolution and no Trustee, Member, Officer or employee of the Society shall be an auditor.
- 10.6     An auditor must be promptly informed in writing of their appointment or removal.

**PART 11     NOTICES TO MEMBERS**

- 11.1     A notice may be given to a Member, either personally or sent by mail or other form of written communication, charges prepaid, to the address shown in the records of the Society.
- 11.2     A notice sent by mail shall be deemed to have been given on the second day following that 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 and put in a Canadian Post Office receptacle.

**PART 12     BY-LAWS**

- 12.1     On being admitted to Membership, each Member is entitled to, and the Society shall give her/him without charge, a copy of the Constitution and By-Laws of the Society.
- 12.2     These By-Laws shall not be altered or added to except by special resolution.