

VANCOUVER WALDORF SCHOOL SOCIETY - Notice of 2017 Annual and Extraordinary General Meeting

Notice is hereby given that the 2017 Annual and Extraordinary General Meeting (“AGM”) of the Vancouver Waldorf School Society (the “Society”) will be held at the Vancouver Waldorf School, 2725 St. Christophers Road, North Vancouver, on Wednesday, October 25th, 2017 at 7:00 p.m. for the following purposes:

- confirming Society membership;
- considering reports, financial statements and the report from the accounting review engagement for the year ended June 30th, 2017;
- approving amendments to the Society’s Constitution and By-Laws;
- appointing up to 6 Full Members to fill vacancies on the Board of Trustees; and
- conducting other business that may properly come before the meeting.

The *Societies Act* (British Columbia) requires us to include the text of any Special Resolution in the notice of meeting. The resolution to amend the Society’s Constitution and By-Laws is a Special Resolution, and the resolution will be as follows: **“The Amended and Restated Constitution and By-Laws of the Vancouver Waldorf School Society, in the forms presented to the Meeting, are hereby approved.”**

You are currently a Full Member of the Society and we welcome your attendance at the AGM. Full Members appoint nine of the fourteen Trustees who make up the Board of Trustees (“BoT”). Three Trustees are appointed by Faculty and the remaining two may be appointed by the BoT. Full Members can nominate candidates for Board positions. As of the date of this year’s AGM, there will be six Society appointed Trustee positions to be filled. Currently, all four of the existing Trustees whose terms expire at the AGM intend to seek re-appointment.

The BoT ensures that: the Vancouver Waldorf School is managed in a financially and legally responsible manner; the governance structure is effectively serving the delivery of the education while adhering to the philosophical principals; the Society’s Constitution is upheld; the actions of the Society and the BoT comply with the Society’s By-Laws; and applicable laws are adhered to in the employment of staff and in the operation of the school.

Please consider the duties and responsibilities required of the Board and a Trustee of the Society. If you are a Full Member of the Society and would like to nominate a Full Member for appointment to the BoT, please complete a Trustee nomination form. Please submit it to the Society’s Secretary c/o the Grade School reception no later than 3 p.m. five days prior to the date of the AGM. The Trustee nomination form is available from the “VWS Society” section of the School’s website (www.vws.ca/about/vws-society) or from the Grade School’s reception. The nomination form must be signed by two Full Members of the Society and include a short biography of the Nominee for circulation in advance of the AGM. Nomination forms that do not include signatures of two Full Members cannot be accepted.

Dated this 28th day of September, 2017.

On Behalf of the Board of Trustees
VANCOUVER WALDORF SCHOOL SOCIETY
Eric Doherty, Chair

2017 VWSS Annual and Extraordinary General Meeting – Wednesday, October 25th, 2017

The 2017 annual and extraordinary general meeting (AGM) of the Vancouver Waldorf School Society (VWSS) will be held on Wednesday, October 25th, 2017 at 7:00 p.m. in the gymnasium at the grade school, 2725 St. Christophers Road. As required by our By-Laws, the formal notices of the meeting have been sent to current Full & Honorary Members of the VWSS. The minutes from the 2016 Annual General Meeting held on October 26th, 2016, are attached, and a form of proxy that Full Members may use to vote in the event they will not be at the AGM can be found [here](#).

The VWSS is the not-for-profit society that operates the Vancouver Waldorf School. At present, the Board of Trustees expects that the principal formal business to be conducted at the AGM will be to: (a) confirm the VWSS Members; (b) receive and consider the Report of the Board of Trustees and the VWSS financial statements for the 2016/2017 financial year; (c) approve the re-appointment of Manning Elliot LLP for the 2017/18 review engagement; (d) approve the revised VWSS Constitution and By-Laws; and (e) appoint up to six Full Members to fill vacancies on the Board of Trustees. Additional matters to be addressed at the AGM may arise before the AGM. If in the future the Board becomes aware of any other items of business to be addressed at the AGM, we will circulate an additional communication as soon as is possible in advance of the meeting describing the matter. The existing matters of business are further discussed below.

Confirmation of Members

The VWSS By-Laws require that all Members of the VWSS be confirmed at the AGM. The names of all Members will be entered into the minutes of the AGM, and from that point on those individuals will become Members of the VWSS, and will remain Members for so long as they continue to comply with the Membership criteria set out in the By-Laws, including the payment of the annual Membership fee. See “*Becoming a Member and Maintaining Membership*” below.

Annual Report and Financial Statements; Re-Appointment of Manning Elliot

As required by our By-Laws, copies of the financial statements for the VWSS’s most recently completed financial year will be sent to Members in advance of the AGM. The financial statements have been reviewed by our external accountants, Manning Elliot LLP, and we will be seeking approval to re-appoint Manning Elliot to similarly review and report on the financial statements for the upcoming financial year. In addition, as required by the *Societies Act* (British Columbia), we will be sending Members the VWS Annual Report prepared in respect of the 2016/2017 financial year. We will also be circulating both of these documents so that they can also review them and ask any questions they may have. The Board will take questions at the AGM on the financial statements and Annual Report, and in order to ensure you receive the information you request the Board also invites everyone to submit questions of a financial nature in advance via email to chairbot@vws.ca.

Amendments to Constitution and By-Laws

The Constitution and By-Laws of the VWSS are the documents that set out the purposes of the VWSS and, when read in conjunction with the governing legislation, set out the rules and restrictions on the VWSS's ability to carry on its business. The Constitution and By-Laws have not been updated since 2010, and the Board identified a review and refresh of them as a task to be completed as part of our Strategic Planning process. In addition, the old *Society Act* which previously governed the VWSS was repealed and replaced with the new *Societies Act*, which requires that we make certain amendments to our Constitution and By-Laws. Accordingly, the Board reviewed these documents and on September 13, 2017 approved placing the attached revised VWSS Constitution and By-Laws to the Members for approval at the AGM.

Also attached to this communication is a “blackline” of each of these documents, which shows the changes we are proposing from their current versions. You will see from the blacklining that there are a significant number of changes. The majority of them are clean-up matters, inserting definitions, fixing redundancies, clarifying conflicting information and removing unnecessary sections. A number of other changes are intended to reflect the way proceedings of Members and Trustees actually work. There are also changes we included which we believe are improvements in the way the VWSS functions, and some are required as a result of the change in legislation. There are too many changes to discuss each one in detail, and we are hopeful that the reasons for most of them will be apparent. We would, however, like to highlight some amendments to each of the Constitution and By-Laws that represent substantive changes from what currently exists, and our thinking behind the changes.

Constitution

- The new *Societies Act* states that the Constitution can only contain the name and purposes of the VWSS, so we removed sections 3 and 4 and moved them to the end of the By-Laws. In addition, the new *Societies Act* says that By-Laws cannot contain “unalterable” provisions, so we cleaned these sections up in the By-Laws and confirmed that they are no longer unalterable.

By-Laws

- We revised the By-Laws to give Honorary Members the same rights, including voting rights, as Full Members. Currently Honorary Members not allowed to vote or otherwise participate in the affairs of the VWSS unless they also become Full Members. This distinction seems unnecessary. Honorary Membership is intended to reward extraordinary contribution to the VWSS over a sustained period of time, and we feel Honorary Members should be entitled to engage in Society business on the same basis as Full Members without requiring them to pay an annual \$10 membership fee.
- We cleaned up the process for applying for Membership in the VWSS, as it was confusing and problematic. We included a requirement that applications for Membership be submitted at least 5 days before a general meeting; this is to assist with orderly meetings and is consistent with the deadlines for submitting proxies and nominating Trustees. We clarified that Full Membership starts when the membership is confirmed at a general meeting, and ends immediately prior to the next AGM unless it is renewed prior to the AGM.
- We have limited the reduced \$1.00 membership fee for additional family members to additional family members who live in the same household as the person that paid the initial \$10.00. This adds certainty, as previously the By-Laws just referred to “family members”.

- We allowed for Membership to be confirmed at any general meeting of Members, not just an annual general meeting of Members. This will allow everyone to become a Member and vote at extraordinary meetings that may be held between AGMs.
- We included the ability to revoke an Honorary Membership if 75% or more of the Members vote to do so. This would be an unusual step and is included to protect the VWSS if in the future someone granted Honorary Membership engaged in some sort of conduct that made it in our best interests to sever their connection with the VWSS.
- We included a requirement that all Trustee appointments will be voted on by way of ballot, not show of hands. Public voting on individual nominees can be sensitive, and we believe this will allow Members to vote freely without being unduly influenced by inter-personal relationships or worries of social repercussions.
- We clarified that the Board will be responsible for the allocation of terms between elected Trustees. The prior By-Laws were silent on this issue, and this reflects the current practice.
- We removed the ability for a Trustee to be appointed by acclamation. We believe it is good governance to require that all Trustees must be approved by an Ordinary Resolution of the Members, regardless of the number of vacancies on the Board.
- We removed the statement that “all books of account and other records of the VWSS shall be open for inspection by any Trustee or Member at any reasonable hour”. This is overly-broad and unworkable, both from a practical perspective and pursuant to applicable privacy laws.
- The previous By-Laws contemplated that we would appoint an auditor to examine the books of the VWSS. This is not required under applicable legislation and the VWSS has not historically obtained an audit report on its financial statements. An audit offers the highest level of comfort, but is extremely expensive and generally not undertaken unless there is a legal requirement to do so. The VWSS ordinarily obtains a review engagement report from its outside accountants, which is one step down from an audit but we feel sufficient for our purposes and permitted under the *Societies Act*. We have left in the flexibility to obtain an audit report in any particular year, in the event we wanted to do so.

As noted earlier, this is not an exhaustive summary of the proposed changes, but we believe it describes the most significant ones. We do encourage you to read the attached revised Constitution and By-Laws carefully in their entirety, and we will have time at the AGM set aside to answer questions on them in advance of the vote. In order to pass, the motion to amend the Constitution and By-Laws must be approved by a Special Resolution, or at least 2/3rds of the votes cast at the AGM.

Appointment of Trustees

According to the VWSS By-Laws, the Board of Trustees must consist of a minimum of 6 and a maximum of 14 members, appointed as follows:

- (a) three Trustees are appointed by school faculty;
- (b) two Trustees may be appointed by the incumbent Board; and
- (c) up to nine Trustees are appointed by the full Members of the VWSS.

The three Faculty-appointed Trustees will be announced at the AGM. If applicable, the two Board appointees will also be announced at the AGM.

There are currently seven Trustees appointed by VWSS Members – Walter Daroshin, Eric Doherty, Rebeka Eriksson, Cloe Gow-Jarrett, Eric Lee, Jennifer Williams and Geoff Woodfield. Four of the current Member-appointed Trustees, Eric Doherty, Eric Lee, Rebeka Eriksson and Geoff Woodfield, have terms that expire at this AGM. Consequently, at the AGM this year six Trustee positions will be open for appointment. Each of Eric Doherty, Eric Lee, Rebeka Eriksson and Geoff Woodfield have advised that they currently intend to stand for re-appointment. Other Full Members are invited to stand for appointment as well. The terms of the individual appointed Trustees will be determined by the Board after the AGM.

Under the VWSS By-Laws, only Full Members are eligible for appointment to the Board of Trustees at the AGM. Therefore, if you want to stand for appointment as a Trustee at the AGM you must apply for Membership prior to the AGM. See “*Becoming a Member and Maintaining Membership*” below. Also, the VWSS By-Laws state that only Full Members are entitled to nominate persons for appointment as Trustees at the AGM. If you are already a Full Member of the Society and wish to nominate someone as a Trustee, you may download a nomination form [here](#). The VWSS By-Laws require that nomination forms for new Trustees must be submitted no later than 3 p.m. five days prior to the Annual General Meeting.

In an effort to assist the Members in their decision making, prior to the AGM we intend to circulate a list of the people that have submitted the nomination forms by the deadline and therefore will be standing for appointment to the Board of Trustees. We encourage nominees to attach to their nomination form a brief personal statement that we would include in the list, to give the community some brief background information on the nominees prior to the AGM.

Becoming a Member and Maintaining Membership

Currently, only Full Members of the VWSS are entitled to vote at the AGM. In addition, only Full Members are entitled to stand for appointment as Trustees at the AGM or nominate people for appointment to the Board at the AGM.

If you are not a member of the VWSS please consider joining. Full Membership allows you to participate in the appointment of Trustees and in such other business as may come before the Society from time to time. It is important you apply to become a member prior to the AGM, because according to our existing By-Laws you cannot become a Full Member unless your membership is confirmed at an AGM. Applying for membership is simple. You may download a membership application form [here](#). Membership costs only \$10 plus an additional \$1 for each family member who wishes to join. Under our existing By-Laws applications for membership can be submitted any time prior to the AGM, but to help us have an efficient AGM we ask that membership applications forms be submitted no later than five days prior to the AGM.

If you are a member, don't forget to renew your membership. Under the VWSS By-Laws all Full Members are required to pay an annual membership fee of \$10 plus an additional \$1 for each additional family member who also wishes to remain a Member. Unless you have already paid your annual fees since the last AGM, please ensure you do so prior to the AGM to preserve your Membership status. Again, to assist with a smooth meeting we ask these annual fees be submitted no later than five days prior to the AGM.

Thank you for your time, and we look forward to seeing you on October 25th.

On behalf of the VWS Board of Trustees
Eric Doherty, Chair

**THE VANCOUVER WALDORF SCHOOL SOCIETY
ANNUAL AND EXTRAORDINARY GENERAL MEETING
AGENDA**

Wednesday, 25 October, 2017 7:00 – 8:30 pm

- A. Approve Agenda**
 - B. Announcements and Acknowledgements**
 - C. Confirmation of Society Membership**
 - D. Approve Minutes of October 26, 2016 Annual General Meeting**
 - E. Presentation of Annual Report and Financial Statements**
Receive Annual Report and Statement of Financial Position (Balance Sheet) and Revenue & Expense Statement for Financial Year Ending 30 June 2017. There will be an opportunity for questions.
 - F. Re-Engagement of Manning Elliott LLP for the 2017 – 2018 Financial Year**
Re-Engagement of Manning Elliott LLP. Please note: Manning Elliott does not undertake an audit; rather it conducts a Review Engagement and produces a Review Engagement Report.
 - G. Approve Amended Vancouver Waldorf School Society Constitution and By-Laws**
 - H. Confirmation of Trustees**
 - I. Other Business**
- Closing**

**VANCOUVER WALDORF SCHOOL SOCIETY
Annual General Meeting
Wednesday, October 26, 2016 7:00 p.m.**

Present: *see attached list of members present*

1. MEETING CALLED TO ORDER

Eric Doherty, the Chairman of the Board of Trustees of the Vancouver Waldorf School Society, called the Meeting to order.

The Chairman advised that Rebeka Eriksson would act as Secretary of the Meeting.

There was a motion to approve the previously-circulated Meeting agenda. It was unanimously approved.

Phil Fertey made a statement thanking the members of the Strategic Planning and Visioning Committee for all their work in crafting the updated Vision, Mission and Values and the 2016/2017 Strategic Plan.

2. CONFIRMATION OF SOCIETY MEMBERSHIP; QUORUM

The Chairman read aloud the names of and confirmed the 106 Full Members of the Society. The Chairman advised that 80 of the 106 Full Members were present in person or by proxy, and therefore a quorum was present at the Meeting and the meeting was properly constituted for business.

3. APPROVAL OF MINUTES OF OCTOBER 28, 2015 ANNUAL GENERAL MEETING

The Chairman advised the Meeting that the minutes of the last meeting of the Society, which was the annual general meeting held on October 28, 2015, were available for inspection and the Chairman noted that unless there were any questions arising from the minutes, they would be taken as read and confirmed. There were no questions.

4. APPOINTMENT OF FERDINAND VONDRUSKA AS AN HONORARY MEMBER

The Chairman advised that he had been asked by a number of Members to move to appoint Ferdinand Vondruska as an honorary member of the Society, the highest honour the Society can give. Phil Fertey and Walter Daroshin gave some reflections on Ferdinand's lengthy history with and extensive contributions to the School. The Chairman then asked for a motion to appoint Ferdinand Vondruska as an Honorary Member of the Vancouver Waldorf School Society. The motion passed unanimously.

5. PRESENTATION OF ANNUAL REPORT AND FINANCIAL STATEMENTS

The Chairman presented the 2015/2016 annual report of the Society to the Members, and Geoff Woodfield, the Treasurer of the Society, presented the Society's financial statements for the financial year ended June 30, 2016, together with the notes thereon and the review engagement report of Manning Elliott LLP. He then took questions and comments from a number of Members. After discussion the Chairman advised that unless there were any further questions arising out of the annual report or financial statements, they would be considered to be received as submitted to the Meeting. There were no further questions.

6. RE-ENGAGEMENT OF MANNING ELLIOTT LLP FOR THE 2016-2017 FINANCIAL YEAR

The Chairman made a motion that the Board of Trustees be authorized to engage Manning Elliott LLP to provide the review engagement report on the financial statements for the Society's financial year ended June 30, 2017. The motion was unanimously approved.

7. APPOINTMENT OF TRUSTEES

The Chairman advised that Phil Fertey, Lorna Fortin and Blanka Ponec would be the Faculty appointees to the Board. The Chairman thanked Lori Johnston, whose term expired, for her service. The two Board-appointed positions remain vacant for the time being. There were 6 nominations received for the 7 available Society-appointed positions (the terms of Jennifer Williams and Geoff Woodfield having not yet expired). The terms of the individuals appointed at the Meeting will be determined by the Board.

The Chairman introduced a motion to have the vote on the appointment of Trustees by way of ballot, and the motion was unanimously approved. After a recess to tabulate the results, the Chairman announced that the following persons were appointed to the Board:

Walter Daroshin
Eric Doherty
Rebeka Eriksson
Chloe Gow-Jarrett
Eric Lee
Rick Li

Therefore, the Board now consists of Walter Daroshin, Eric Doherty, Rebeka Eriksson, Phil Fertey, Lorna Fortin, Chloe Gow-Jarratt, Blanka Ponec, Eric Lee, Rick Li, Jennifer Williams and Geoff Woodfield.

8. CONCLUSION OF MEETING

A motion to conclude the Meeting was passed at approximately 9:20 p.m.

LIST OF MEMBERS IN ATTENDANCE

See attached

SOCIETIES ACT (BRITISH COLUMBIA)
VANCOUVER WALDORF SCHOOL SOCIETY
CONSTITUTION

1. The name of the Society is "The Vancouver Waldorf School Society."
2. The purposes of the Society are:
 - (a) to establish, maintain and operate a Waldorf School in North Vancouver, British Columbia or at such other location within the greater Vancouver area as the Society may, from time to time, determine;
 - (b) to conduct the affairs of the School in accordance with the principles of education enunciated by Rudolf Steiner and to rely upon and draw inspiration from the life work of Rudolf Steiner as contained in his lectures and teachings known as "Anthroposophy" and from the educational principles which are derived from this source. This provision of the Constitution of the Society shall be unalterable;
 - (c) to raise funds to enable the Society to carry out its stated purposes by charging fees, soliciting and receiving money and property, both real and personal, by gift, contribution, bequest, devise or otherwise and including and entering into of any arrangements with any governmental authorities including Federal, Provincial, Municipal, Local or otherwise as may seem conducive to the Society's objectives or any of them, and to obtain from any such authority any rights, privileges and concessions that the Society may think it is desirable to obtain and to carry out, exercise and comply with any such arrangement, right, privilege and concession;
 - (d) to affiliate with and support any Societies, Associations, Companies or Institutions having objectives similar to those of this Society;
 - (e) to do all such lawful things as are incidental or conducive to the attainment of the purposes of the Society;
 - (f) to purchase, lease, take in exchange or otherwise acquire, for its own use or otherwise, lands or rights or interests therein, whether vacant, improved or otherwise, together with any buildings, structures or fixtures that may be on such lands or any part thereof and to erect thereon buildings, structures or fixture;
 - (g) to sell, rent or lease to others any lands or rights or interests therein, owned or controlled by the Society and not required by the Society for its own use; and

- (h) to charge or mortgage the property of the Society or any part thereof at any time or from time to time to secure any unpaid balance of the purchase price of property purchased by the Society or for moneys advanced to the Society as a loan.

VANCOUVER WALDORF SCHOOL SOCIETY

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 - (c) to raise funds to enable the Society to carry out its stated purposes by charging fees, soliciting and receiving money and property, both real and personal, by gift, contribution, bequest, devise or otherwise and including and entering into of any arrangements with any governmental authorities including Federal, Provincial, Municipal, Local or otherwise as may seem conducive to the Society's objectives or any of them, and to obtain from any such authority any rights, privileges and concessions that the Society may think it is desirable to obtain and to carry out, exercise and comply with any such arrangement, right, privilege and concession;
 - (d) to affiliate with and support any Societies, Associations, Companies or Institutions having objectives similar to those of this Society;
 - (e) to do all such lawful things as are incidental or conducive to the attainment of the purposes of the Society;
 - (f) to purchase, lease, take in exchange or otherwise acquire, for its own use or otherwise, lands or rights or interests therein, whether vacant, improved or otherwise, together with any buildings, structures or fixtures that may be on such lands or any part thereof and to erect thereon buildings, structures or fixture;
 - ~~(g) to sell, rent or lease to others any lands or rights or interests therein, owned or controlled by the Society and not required by the Society for its own use; and;~~
(g) to sell, rent or lease to others any lands or rights or interests therein, owned or controlled by the Society and not required by the Society for its own use; and

~~(h)~~ to charge or mortgage the property of the Society or any part thereof at any time or from time to time to secure any unpaid balance of the purchase price of property purchased by the Society or for moneys advanced to the Society as a loan.

~~3. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society, nor to prevent the payment of interest on money lent or the payment of reasonable and proper rent for premises demised or let by any member to the Society, but not members of the Board of Directors of the Society, other than a teacher of any kindergarten or school of the Society, shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and no remuneration or other benefit in or money's worth shall be given by the Society to any member of such Board of Directors except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Society. Provided that the provision last aforesaid shall not apply to any payment to any company in which such member of the Board of Directors may be a shareholder and such member of the Board of Directors shall not be bound to account for any share of profits he may receive in respect of such payment. This provision of the Constitution of the Society is unalterable.~~

~~4. Upon winding up and dissolution of the Society the assets remaining, after all debts have been paid or provided for, shall be paid, transferred and delivered to one or more schools within Canada that are members of the Waldorf School Association of North America, or, failing that then to a charitable institution within Canada. This provision of the Constitution of the Society is unalterable.~~

(h)

Document comparison by Workshare Compare on September-27-17 9:36:18 AM

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Rendering set	Standard

Legend:	
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Format change	
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Moved cell	
Split/Merged cell	
Padding cell	

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Deletions	6
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	12

BY-LAWS OF THE VANCOUVER WALDORF SCHOOL SOCIETY

PART 1 **INTERPRETATION**

1.1 In these By-Laws, unless the context otherwise requires:

- (a) “**Accounting Firm**” has the meaning set out in Section 10.3;
- (b) “**Board**” and “**Board of Trustees**” means the Board of Trustees of the Society as it may be composed from time to time, but for the purposes of these By-Laws does not include Ex Officio Trustees;
- (c) “**Faculty**” means teaching staff employed by the Vancouver Waldorf School;
- (d) “**Majority**” means at least sixty percent of the Members personally present and entitled to vote at a general meeting of Members;
- (e) “**Members**” means collectively the Full Members and the Honorary Members admitted to membership in the Society pursuant to these By-Laws that have not ceased to be members, and “**Member**” means any one of them;
- (f) “**Officer**” means an officer of the Society;
- (g) “**Ordinary Resolution**” means a resolution passed by a Majority of votes cast at a general meeting of Members;
- (h) “**School**” means the Vancouver Waldorf School;
- (i) “**Societies Act**” means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (j) “**Society**” means the Vancouver Waldorf School Society;
- (k) “**Special Resolution**” means a resolution passed by at least 75% of votes cast at a meeting of Members, except with respect to a resolution to remove a Trustee from office prior to the expiry of his or her term, in which case Special Resolution means a resolution passed by at least 2/3 of the votes cast at a general meeting of Members; and
- (l) “**Trustees**” means the trustees of the Society that may be in office from time to time, but for the purposes of these By-Laws does not include Ex Officio Trustees, and “**Trustee**” means any one of them.

PART 2 **MEMBERSHIP**

2.1 There shall be two categories of membership in the Society:

- (a) *Full Membership.* Full Membership shall be open to all parents or guardians of children currently enrolled in the school, current Faculty and staff, alumni students of the school, alumni parents or guardians of the school, alumni Faculty or staff of the school, and those who otherwise support the school through donations of human and/or financial resources; and

- (b) *Honorary Membership.* Honorary Membership is granted by the Members and is intended to recognize extraordinary contribution over an extended period of time to the Society and/or the School.
- 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, plus \$1.00 for each additional applicant for Full Membership that resides in the same home. A person becomes a Full Member upon acceptance of the application by the Trustees, which shall be confirmed at the next general meeting of the Members. Applications for Full Membership must be submitted to the Secretary at least 5 days before the date of the general meeting at which the Full Membership is being confirmed. Full Membership shall be valid until immediately before the commencement of the next Annual General Meeting of the Members that is held after the person becomes a Full Member. For greater certainty, once it is obtained Full Membership extends only until immediately before the commencement of the next Annual General Meeting, and Full Members that wish to continue as Full Members at and after the next Annual General Meeting must submit the membership applications and pay the annual membership fees in accordance with these By - Laws prior to that next Annual General Meeting of the Members.
- 2.3 Honorary Members shall be appointed by Ordinary Resolution. No membership fees shall be payable by Honorary Members.
- 2.4 Each Member shall be entitled to one vote on all matters to be voted on at a general meeting of Members.
- 2.5 Every Member shall uphold the Constitution and comply with these By-Laws.
- 2.6 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;
 - (c) in the event that the criteria set forth in 2.1 above are no longer satisfied; or
 - (d) immediately before the commencement of the next Annual General Meeting, unless the Full Member's Membership has been renewed in accordance with Section 2.2.
- 2.7 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; or
 - (c) if the Members pass a Special Resolution revoking such Honorary Membership.
- 2.8 All Members are in good standing until they cease to be Members.

PART 3 MEETINGS OF MEMBERS

- 3.1 General meetings of the Society shall be held at the times and places that the Trustees decide in accordance with the Societies Act.
- 3.2 The general meeting at which the ordinary business referred to in Section 4.1 below is dealt with is deemed to be an Annual General Meeting. Every general meeting other than an Annual General Meeting is an Extraordinary General Meeting.

- 3.3 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.
- 3.4 The Trustees may, when they think fit, convene an Extraordinary General Meeting.
- 3.5 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.
- 3.6 Notice of the time and place of any general meeting shall be mailed or delivered, in accordance with these By-Laws and the Societies Act, at least 21 days before the date of an Annual General Meeting and 14 days before the date of any other general meeting.
- 3.7 Extraordinary General Meetings of the Members for any purpose may be requisitioned by Members in accordance with and subject to compliance with the provisions of the Societies Act.
- 3.8 A quorum for any general meeting of the Members shall be ten percent of the Members.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

- 4.1 At a general meeting of the Members the following business is ordinary business:
 - (a) the adoption of rules of order;
 - (b) the consideration of any financial statements presented at the meeting;
 - (c) the consideration of the reports, if any, of the Trustees and the Accounting Firm;
 - (d) the election of the Trustees
 - (e) the appointment of an Accounting Firm; and
 - (f) business arising out of a report of the Trustees not requiring the passing of a Special Resolution.

Business which is not ordinary business is special business.

- 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 Members, shall be terminated; but in any other cases shall stand adjourned to a day, time and place in the next week determined by the Trustees, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present shall constitute a quorum.
- 4.4 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.
- 4.5 The Chair of the Society or, in the absence of or at the direction of the Chair, one of the other Trustees present, shall preside as chair of a 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 Member and the proposed resolution shall not pass.
- 4.7 Unless otherwise required by these By-Laws, the Societies Act or otherwise under applicable law, all resolutions of the Society, including the election of Trustees, shall require Majority approval. Resolutions of the Society, with the exception of the election of Trustees, shall be reached by a show of hands, unless a ballot is demanded by a Full Member entitled to vote and the demand is approved by a Majority. Voting on the election of Trustees shall be undertaken by way of ballot.
- 4.8 Where a resolution is being reached by way of show of hands, it shall be reached by consensus, where possible. When consensus is not reached, those opposing the proposed resolution shall be granted an opportunity to voice their position, after which a second show of hands shall take place, and the proposed resolution shall be decided by the results of such second show of hands.
- 4.9 A declaration by the chair of a general meeting that a resolution has, on either a show of hands or ballot, been either carried or lost, and an entry in the minutes of the meeting to that effect is the conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the resolution.
- 4.10 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.
- 4.11 No resolution proposed at a meeting need be seconded and the chair of a general meeting may move or propose a resolution.
- 4.12 A 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 and shall be signed by the Member granting the proxy. No person shall act as proxy unless she/he is a Member 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 shall 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 Member of The Vancouver Waldorf School Society, hereby appoint _____, of the City of _____, Province of _____, also a 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 _____, _____.

- 4.13 A proxy may be revoked by instrument in writing executed by the Member that granted the proxy and presented to the chair of the general meeting before or at the time when the vote is to be cast. 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, provided 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 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 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, and/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 A maximum of nine Trustees, who shall be Members of the Society, shall be elected by 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.

The allocation of terms between the elected Trustees shall be at the discretion of the Board of Trustees.

- 5.5 Up to two Trustees, who shall be Members of the Society, may be appointed by the incumbent Trustees. The Trustees so appointed (if any) will each serve a two-year term.

- 5.6 Ex Officio Trustees may be appointed and removed by the Trustees at their discretion from time to time. Ex Officio Trustees shall not be entitled to vote at meetings of Trustees. Ex Officio Trustees may be employed by the Society, and the Pedagogical Manager, Business Manager and Community & Resource Development Manager (or their equivalent positions) shall, unless otherwise determined by the Trustees, be entitled to attend Trustee meetings as Ex Officio Trustees. There shall be no limit on the number of Ex Officio Trustees.

- 5.7 The terms of Trustees will be deemed to have expired at the conclusion of the Annual General Meeting held in the final year of their term, regardless of the date when they were appointed as Trustees. Trustees shall be eligible for re-election to further consecutive terms.

- 5.8 The Trustees may at any time and from time to time appoint persons as Trustees to fill vacancies 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 held after the date of their appointment, but are eligible for election at the meeting.
- 5.9 Nominations for Trustee must be submitted in writing in a form approved by the Trustees to the Secretary of the Society and supported by two Members of the Society. Nominations will be closed five days prior to the Annual General Meeting.
- 5.10 Voting on the election of Trustees will be undertaken in accordance with Section 4.7 of the By-Laws, and the results of the Trustee election process will be announced at the Annual General Meeting.
- 5.11 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.
- 5.12 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.
- 5.13 The Members may by Special Resolution remove a Trustee before the expiration of her/his term of office.
- 5.14 No Trustee shall be remunerated for acting as a Trustee, but a Trustee may be reimbursed for expenses necessarily and reasonably incurred by her/him while engaged in the affairs of the Society.

PART 6 PROCEEDINGS OF THE BOARD OF TRUSTEES

- 6.1 The Trustees may meet together at the times and places that they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit. The Chair of the Board of Trustees shall act as chair of meetings of the Board of Trustees, but if the Chair is absent from a meeting, or elects not to act as chair of a meeting, the Trustees shall from amongst their members appoint a chair to preside over the meeting. At the request of any two Trustees, the Secretary shall convene a meeting of the Trustees.
- 6.2 The Trustees may delegate any of their powers to one or more committees consisting of one or more Trustees or such other persons as they think fit, provided that such delegation shall not absolve the Trustees from their responsibilities pursuant to the Society's Constitution, these By-Laws, the Societies Act or otherwise under applicable law. 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 All Trustees present will be given reasonable opportunity to express their views, for or against, on any motions presented at a meeting of Trustees. The Trustees will attempt to reach consensus on such motions, but motions shall be decided, after reasonable discussion, by a majority of the Trustees present at the meeting and entitled to vote on such motions. Motions shall be voted on by way of show of hands, unless a ballot is demanded by a Trustee and is approved by a simple majority of the Trustees personally present at the meeting. Unless a ballot is demanded and approved, a declaration by the Chair of the meeting that a motion has on show of hands been either carried or lost, and an entry in the minutes of the meeting to that effect is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the motion. In case of an equality of votes the Chair does not have a second or casting vote.
- 6.4 No motion proposed at a meeting of Trustees need be seconded and a Chair at a meeting may move or propose a motion.

- 6.5 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.
- 6.6 A simple majority of the Trustees then in office shall constitute a quorum for the transaction of business at a meeting of Trustees.
- 6.7 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 appoint a Chair, Secretary, and Treasurer and such other Officers of the Society as the Trustees may deem appropriate from time to time. Officers may be removed from office by a resolution passed by a simple majority of the full Board of Trustees.
- 7.2 Subject to the control of the Trustees, the Chair shall preside at all meetings of Trustees and shall have such other powers and duties as may be prescribed from time to time from the Trustees.
- 7.3 Subject to the control of the Trustees, the Secretary shall be responsible for discharging the obligations of the Secretary as set out in these By-Laws and such other duties as may be prescribed from time to time from 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.

PART 8 SEAL

- 8.1 The Trustees may, at their discretion, 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, notes, mortgages, bills of exchange or other instruments.

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 The Trustees shall at every Annual General Meeting lay before the Society financial statements of the Society for the preceding year prepared in accordance with the Societies Act and applicable accounting principles then in effect, together with the report thereon prepared by the Accounting Firm pursuant to Section 10.3 below, as well as a report of the Trustees as to the state and progress of the Society. A copy of such financial statements and reports shall be sent to every Member prior to the Annual General Meeting.
- 10.3 An accounting firm (“**Accounting Firm**”) shall be appointed at each Annual General Meeting to examine the accounts of the Society for the ensuing year and provide a review engagement report on the Society’s annual financial statements for that year. The Trustees may, in their discretion, instruct the Accounting Firm to provide an audit report on the financial statements for any particular year in place of a review engagement report.

PART 11 GENERAL

- 11.1 The income and property of the Society, howsoever derived, shall be applied solely towards the promotion of the purposes of the Society as set forth in its Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Society. Provided, however, that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any Member of the Society in return for any services actually rendered to the Society, nor to prevent the payment of interest on money lent or the payment of reasonable and proper rent for premises demised or let by any Member to the Society. No Trustee, other than a Trustee that is also a member of Faculty, shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and no remuneration or other benefit in or money's worth shall be given by the Society to any member of such Board of Trustees except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Society. This provision was previously unalterable.
- 11.2 Upon winding up and dissolution of the Society the assets remaining, after all debts have been paid or provided for, shall be paid, transferred and delivered to one or more schools within Canada that are members of the Association of Waldorf Schools of North America (or its successor entity), or, failing that, to a charitable institution within Canada. This provision was previously unalterable.
- 11.3 These By-Laws shall not be altered or added to except by Special Resolution.

BY-LAWS OF THE VANCOUVER WALDORF SCHOOL SOCIETY

PART 1 ~~PART 1~~ INTERPRETATION

1.1 ~~1.1~~ — In these By-Laws, unless the context otherwise requires:

- (a) “Accounting Firm” has the meaning set out in Section 10.3;
- (b) ~~a) “Trustee” means a trustee of the Vancouver Waldorf School Society;~~ “Board” and “Board of Trustees” means the Board of Trustees of the Society as it may be composed from time to time, but for the purposes of these By-Laws does not include Ex Officio Trustees;
- (c) ~~b) “Faculty”~~ ” means teaching staff employed by the Vancouver Waldorf School;
- (d) “Majority” means at least sixty percent of the Members personally present and entitled to vote at a general meeting of Members;
- (e) “Members” means collectively the Full Members and the Honorary Members admitted to membership in the Society pursuant to these By-Laws that have not ceased to be members, and “Member” means any one of them;
- (f) “Officer” means an officer of the Society;
- (g) “Ordinary Resolution” means a resolution passed by a Majority of votes cast at a general meeting of Members;
- (h) “School” means the Vancouver Waldorf School;
- (i) ~~e) “Society Societies Act”~~ ” means the Society Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
- ~~d) —”~~
- (j) “Society” ” means the Vancouver Waldorf School Society;
- (k) “Special Resolution” means a resolution passed by at least 75% of votes cast at a meeting of Members, except with respect to a resolution to remove a Trustee from office prior to the expiry of his or her term, in which case Special Resolution means a resolution passed by at least 2/3 of the votes case at a general meeting of Members; and
- (l) “Trustees” means the trustees of the Society that may be in office from time to time, but for the purposes of these By-Laws does not include Ex Officio Trustees, and “Trustee” means any one of them.

PART 2 ~~PART 2~~ MEMBERSHIP

2.1 ~~2.1~~ — There shall be two categories of membership in the Society:

- (a) ~~1- Full Membership in the Vancouver Waldorf School Society.~~ Full Membership shall be open to all parents or guardians of children currently enrolled in the school, current ~~faculty or~~ Faculty and staff, alumni students of the school, alumni parents or guardians of the school, alumni ~~faculty~~ Faculty or staff of the school, and those who

otherwise 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; and~~

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~~

(b) Honorary Membership. Honorary Membership is granted by the Members and is intended to recognize extraordinary contribution over an extended period of time to the Society and/or the School.

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~~ Application for Membership in a form approved by the Trustees and paying an annual membership fee of \$10.00, plus \$1.00 for each additional applicant for Full Membership that resides in the same home. A person becomes a Full Member upon acceptance of the application by the Trustees, which shall be confirmed at the next general meeting of the Members. Applications for Full Membership must be submitted to the Secretary at least 5 days before the date of the general meeting at which the Full Membership is being confirmed. Full Membership shall be valid until immediately before the commencement of the next Annual General Meeting of the Members that is held after the person becomes a Full Member. For greater certainty, once it is obtained Full Membership extends only until immediately before the commencement of the next Annual General Meeting, and Full Members that wish to continue as Full Members at and after the next Annual General Meeting must submit the membership applications and pay the annual membership fees in accordance with these By -Laws prior to that next Annual General Meeting of the Members.

2.3 Honorary Members shall be appointed by Ordinary Resolution. No membership fees shall be payable by Honorary Members.

2.4 ~~2.3~~ Each ~~Full~~ Member shall be entitled to one vote on all matters to be voted on at a general meeting of Members.

2.5 ~~2.4~~ Every Member shall uphold the Constitution and comply with these By-Laws.

2.6 ~~2.5~~ A person shall cease to be a Full Member of the Society:

(a) ~~a)~~ by delivering or mailing her/his written resignation to the Secretary of the Society,

~~b) on her/his death; or~~

(b) on her/his death;

(c) ~~e)~~ in the event that the criteria set forth in 2.1 above are no longer satisfied ~~2.5.1~~
; or

(d) immediately before the commencement of the next Annual General Meeting, unless the Full Member's Membership has been renewed in accordance with Section 2.2.

2.7 A person shall cease to be an Honorary Member of the Society:

(a) ~~a)~~ by delivering or mailing her/his written resignation to the Secretary of the Society;

~~b) on her/his death~~

(b) on her/his death; or

(c) if the Members pass a Special Resolution revoking such Honorary Membership.

2.8 ~~2.6~~ — All Full Members are in good standing until they cease to be Full Members.

PART 3 ~~PART 3~~ MEETINGS OF MEMBERS

3.1 ~~3.1~~ — General meetings of the Society shall be held at the ~~time~~ times and ~~place~~ places that the Trustees decide in accordance with the ~~Society~~ Societies Act.

~~Act that the Trustees decide.~~

3.2 ~~3.2~~ — The general meeting at which the ordinary business referred to in Section 4.1 below is dealt with is deemed to be an Annual General Meeting. Every general meeting other than an Annual General Meeting is an Extraordinary General Meeting.

3.3 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.

3.4 ~~3.3~~ — The Trustees may, when they think fit, convene an Extraordinary General Meeting.

3.5 ~~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 ~~3.6~~ — Notice of the time and place of any general meeting shall be mailed or delivered, in accordance with these By-Laws and the Societies Act, at least 21 days before the date of ~~the~~ an Annual General Meeting and 14 days before the date of any other general meeting.

3.7 ~~3.7~~ — Extraordinary General Meetings of the Full Members for any purpose may be ~~called at any time~~ requisitioned by Members in accordance with and subject to compliance with the provisions of the Societies Act.

~~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.~~

3.8

~~3.9~~ A quorum for any general meeting of the ~~Full~~ Members shall be ten percent of the ~~Full~~ Members.

~~PART 4~~ PROCEEDINGS AT GENERAL MEETINGS

~~4.1~~ Special

~~3.9~~ At a general meeting of the Members the following 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, ordinary business:~~

~~(a)~~ the adoption of rules of order~~;~~;

~~(b)~~ the consideration of ~~the any~~ financial statements~~, report of the Trustees, the report of the auditor if any,~~ presented at the meeting;

~~(c)~~ the consideration of the reports, if any, of the Trustees and the Accounting Firm;

~~(d)~~ 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.~~

~~(e)~~ the appointment of an Accounting Firm; and

~~(f)~~ business arising out of a report of the Trustees not requiring the passing of a Special Resolution.

Business which is not ordinary business is special business.

3.10

~~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.

3.11

~~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~~ a day, time and place in the next week at determined by the ~~same time and place~~ Trustees, 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 shall 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.~~

3.12

~~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.

3.13

The Chair of the Society or, in the absence of or at the direction of the Chair, one of the other Trustees present, shall preside as chair of a general meeting.

3.14 ~~4.6~~—In case of an equality of votes the ~~Chair~~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.

3.15 ~~4.7~~—~~Decisions~~Unless otherwise required by these By-Laws, the Societies Act or otherwise under applicable law, all resolutions of the Society, including the election of Trustees, shall require Majority approval. Resolutions of the Society, with the exception of the ~~approval~~election of ~~nominated~~ Trustees, shall be reached by a show of hands, unless a ballot is demanded by a Full Member entitled to vote and the demand is approved by a Majority. Voting on the election of Trustees shall be undertaken by way of ballot.

3.16 Where a resolution is being reached by way of show of hands, it shall be reached by consensus, where possible. When consensus is not reached, those opposing the proposed resolution shall be granted an opportunity to voice their position, after which a second show of hands shall take place, and the proposed resolution shall be decided by the results of such second show of hands.

3.17 ~~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~~A declaration by the chair of a general meeting that a resolution has, on either a show of hands or ballot, been either carried or lost, and an entry in the minutes of the meeting to that effect is the conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in ~~favour~~favor of or against the resolution.

3.18 ~~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~~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.~~

3.19 ~~4.10~~—No resolution proposed at a meeting need be seconded and the ~~Chair~~chair of a general meeting may move or propose a resolution.

~~4.11~~—~~A Full~~A 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~~and shall be signed by the Member granting the ~~appointed~~proxy. No person shall act as proxy unless she/he is a Member 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~~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~~shall 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~~ also a 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 ~~AAAAAAAA day of AAAAAAA, AAAAA~~ _____ day of _____.

~~4.12~~ A proxy may be revoked by instrument in writing executed by the ~~Full~~ Member that granted the proxy and presented to the ~~Chair~~ chair of the general meeting 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~~ provided the Society has not received notice of the revocation within the time and in the manner herein specified.

~~PART 5~~ **TRUSTEES AND OFFICERS**

3.20 ~~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~~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) ~~a) All Laws~~all laws affecting the Society;
- (b) ~~b) These~~these By-Laws; and
- (c) ~~c) and~~ rules, not being inconsistent with these By-Laws, which are made from time to time by the Society at a general meeting.

3.21 ~~5.2~~—The Board of Trustees shall be composed of a maximum of fourteen Trustees and a minimum of six Trustees.

3.22 ~~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, and/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.

3.23 ~~5.4~~—~~In addition, a~~ maximum of nine Trustees, who shall be ~~Full~~ Members of the Society, shall be ~~selected~~ elected by ~~Full~~ Members and shall serve the following terms:

- (a) ~~a)~~Two Trustees — three year terms,
- (b) ~~b)~~Four Trustees — two year terms; and
- (c) ~~c)~~Three Trustees — one year terms.

The allocation of terms between the elected Trustees shall be at the discretion of the Board of Trustees.

3.24 ~~5.5~~—~~Two~~Up to two Trustees, who shall be ~~Full~~ Members of the Society, ~~shall~~may be appointed by the incumbent Trustees. The Trustees so appointed (if any) 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.~~

3.25 ~~5.5.2~~ Ex Officio Trustees ~~shall be confirmed through indication within her/his job description as approved~~may be appointed and removed by the Trustees at their discretion from time to time. Ex Officio Trustees ~~may hold the position of an Officer of the Society, however~~ shall not be entitled to vote at meetings of Trustees. Ex Officio Trustees may be employed by the Society, and the Pedagogical Manager, Business Manager and Community & Resource Development Manager (or their equivalent positions) shall, unless otherwise determined by the Trustees, be entitled to attend Trustee meetings as Ex Officio Trustees. 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~~
3.26 Society The terms of Trustees will be deemed to have expired at the conclusion of the
Annual General Meeting held in the final year of their term, regardless of the date when they
were appointed 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~~
Trustees shall be eligible for re-election to ~~serve~~ further consecutive terms.

3.27 ~~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
persons as Trustee Trustees to fill a vacancy vacancies on the Board of Trustees. The Trustees so appointed
shall hold Office office only until the conclusion of the next Annual General Meeting of the
Society ~~following expiry~~ held after the date of their ~~term of Office~~ appointment, but are eligible for
~~selection~~ election at the meeting.

3.28 ~~5.11.2~~ Nominations for Trustee will must 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 and supported by two Members 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 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.~~

3.29 Voting on the election of Trustees will be undertaken in accordance with Section 4.7 of
the By-Laws, and the results of the Trustee election process will be announced at the Annual
General Meeting.

3.30 ~~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 office.

3.31 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.

3.32 ~~5.13~~ The Full Members may by special resolution 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.~~ term of office.

3.33 ~~5.14~~ No Trustee shall be remunerated for acting as a Trustee, but a Trustee
shall may 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

3.34 ~~6.1~~ — The Trustees may meet together at the times and places that they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit. The Chair of the Board of Trustees shall act as chair of meetings of the Board of Trustees, but if the Chair is absent from a meeting, or elects not to act as chair of a meeting, the 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~~ chair to preside over the meeting. At the request of any two Trustees, the Secretary shall convene a meeting of the Trustees.

3.35 ~~6.2~~ — The Trustees may delegate any, ~~but not all,~~ of their powers to one or more committees consisting ~~of a Trustee of one or more Trustees~~ or such other persons as they think fit, provided that such delegation shall not absolve the Trustees from their responsibilities pursuant to the Society's Constitution, these By-Laws, the Societies Act or otherwise under applicable law. 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~~ All Trustees present will be given reasonable 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~~ express their views, for or against, on any motions presented at a meeting of Trustees. The Trustees will attempt to reach consensus on such motions, but motions shall be decided, after reasonable discussion, by a majority of the Trustees present at the meeting and entitled to vote on such motions. Motions shall be voted on by way of show of hands, 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 at the meeting. Unless a ballot is ~~so~~ demanded and approved, a declaration by the Chair of the meeting that a ~~resolution~~ motion has on show of hands been either carried or lost, and an entry in the minutes of the meeting to that effect is ~~the~~ conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the ~~resolution~~ motion. In case of an equality of votes the Chair does not have a second or casting vote.

3.37 ~~6.5~~ — No ~~resolution~~ motion proposed at a meeting of Trustees need be seconded and a Chair at a meeting may move or propose a ~~resolution~~ motion.

3.38 ~~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.

3.39 ~~6.8~~ — A simple majority of the Trustees ~~in Office, defined as fifty percent plus one,~~ then in office shall constitute a quorum for the transaction of business at a meeting of Trustees.

3.40 ~~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.~~ The Trustees shall appoint a Chair, Secretary, and Treasurer and such other Officers of the Society as the Trustees may deem appropriate from time to time. Officers may be removed from office by a resolution passed by a simple majority of the full Board of Trustees.

3.42 ~~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~~ prescribed from time to time from the Trustees.

3.43 ~~7.3~~ Subject to the control of the Trustees, the Secretary shall: be responsible for discharging the obligations of the Secretary as set out in these By-Laws and such other duties as may be prescribed from time to time from the Trustees.

~~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.~~

3.44 ~~7.4~~ Subject to the control of the Trustees, the Treasurer shall:

(a) ~~a)~~ control the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Society;

(b) ~~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) ~~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) ~~d)~~ perform all other duties prescribed from time to time by the Board of Trustees.

3.45 ~~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 4 ~~PART 8~~ **SEAL**

4.1 ~~8.1~~ The Trustees may, at their discretion, provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

4.2 ~~8.2~~ The Common seal shall be affixed only when authorized by the Chair, Secretary, or Treasurer of the Society.

~~PART 9~~ **BORROWING**

~~4.3~~ ~~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, notes, mortgages, bills of exchange or other instruments.

~~9.2~~—~~No debenture shall be issued without the sanction of a special resolution.~~

PART 5 ~~PART 10~~ **ACCOUNTS AND RECORDS**

~~5.1~~ ~~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.~~

~~5.2~~ ~~10.3~~—The Trustees shall at every Annual General Meeting lay before the Society ~~a statement of the income and expenditures~~ financial statements of the Society ~~during the preceding year and a balance sheet covering the same together with~~ for the preceding year prepared in accordance with the Societies Act and applicable accounting principles then in effect, together with the report thereon prepared by the Accounting Firm pursuant to Section 10.3 below, as well as a report of the Trustees as to the state and progress of the Society. A copy of such ~~statement, balance sheet and report~~ financial statements and reports shall be sent to every ~~Full Member~~ with a notice of prior to the Annual General Meeting.

~~5.3~~ ~~10.4~~—~~Auditors shall be appointed at each Annual General Meeting to examine the accounts of the~~ An accounting firm (“Accounting Firm”) shall be appointed at each Annual General Meeting to examine the accounts of the Society for the ensuing year and provide a review engagement report on the Society’s annual financial statements for that year. The Trustees may, in their discretion, instruct the Accounting Firm to provide an audit report on the financial statements for any particular year in place of a review engagement report.

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.~~

PART 6 **GENERAL**

~~6.1~~—The income and property of the Society, howsoever derived, shall be applied solely towards the promotion of the purposes of the Society as set forth in its Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Society. Provided, however, that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any Member of the Society in return for any services actually rendered to the

Society, nor to prevent the payment of interest on money lent or the payment of reasonable and proper rent for premises demised or let by any Member to the Society. No Trustee, other than a Trustee that is also a member of Faculty, shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and no remuneration or other benefit in or money's worth shall be given by the Society to any member of such Board of Trustees except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Society. This provision was previously unalterable.

6.2 Upon winding up and dissolution of the Society the assets remaining, after all debts have been paid or provided for, shall be paid, transferred and delivered to one or more schools within Canada that are members of the Association of Waldorf Schools of North America (or its successor entity), or, failing that, to a charitable institution within Canada. This provision was previously unalterable.

6.3 ~~12.2~~—These By-Laws shall not be altered or added to except by ~~special resolution~~Special Resolution.

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