

VANCOUVER WALDORF SCHOOL SOCIETY - Notice of 2020 Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting (“AGM”) of the Vancouver Waldorf School Society (the “Society”) will be held virtually on Wednesday, October 28th, 2020 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, 2020;
- appointing up to 6 Members to fill vacancies on the Board of Trustees; and
- conducting other business that may properly come before the meeting.

You are currently a Member of the Society and we welcome your attendance at the AGM. Members appoint nine of the fourteen Trustees who make up the Board of Trustees (“BoT”). Up to three Trustees are appointed by Faculty and the remaining two may be appointed by the BoT. 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. The six existing Trustees whose terms expire at the AGM may 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 Member of the Society and would like to nominate a Member for appointment to the BoT, please complete a Trustee nomination form. Please submit it to the Society’s Secretary in person or via email (rireland@vws.ca) 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 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 Members cannot be accepted.

Dated this 2nd day of October, 2020.

On Behalf of the Board of Trustees
VANCOUVER WALDORF SCHOOL SOCIETY
Eric Doherty and Chloe Gow-Jarrett, Co-Chairs

2020 VWSS Annual General Meeting – Wednesday, October 28th, 2020

The 2020 annual general meeting (AGM) of the Vancouver Waldorf School Society (VWSS) will be held on Wednesday, October 28th, 2020 at 7:00 p.m. Given the current circumstances we are anticipating holding the meeting virtually, and further details on how to access the meeting will be provided as they become available. The formal notices of the meeting have been sent to current Members of the VWSS. The minutes from the 2018 Annual General Meeting held on October 30th, 2019, are attached, and a form of proxy that Members may use to vote in the event they will not be attending 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 2019/2020 financial year; (c) approve the re-appointment of Manning Elliot LLP for the 2020/2021 review engagement; and (d) appoint up to six Members to 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 2019/2020 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.

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) up to 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 Members of the VWSS.

There are currently nine Trustees appointed by VWSS Members – Walter Daroshin, Eric Doherty, Oleg Lights, Cloe Gow-Jarrett, Eric Lee, Fraser Charles, Eolo Parusel, Jennifer Williams and Geoff Woodfield. Six of the current Member-appointed Trustees, Chloe Gow-Jarrett, Eric Doherty, Eric Lee, Oleg Lights, Eolo Parusel and Fraser Charles, have terms that expire at this AGM. Consequently, at the AGM this year six Trustee positions will be open for appointment. Five of these six Trustees with expiring terms have indicated that they presently intend to stand for re-appointment. All Members are encouraged to stand for appointment if they are interested. The terms of the individual appointed Trustees will be determined by the Board after the AGM.

Under the VWSS By-Laws, only 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 Members are entitled to nominate persons for appointment as Trustees at the AGM. If you are already a 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

Only Members of the VWSS are entitled to vote at the AGM. In addition, only 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. 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. If you are not currently a member, it is important you apply to become a member prior to the 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 By-Laws all applications for membership must 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 Members are required to pay an annual membership fee of \$10 plus an additional \$1 for each additional family member residing in the same home 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, these annual fees must 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 28th.

On behalf of the VWS Board of Trustees
Eric Doherty and Chloe Gow-Jarrett, Co-Chairs

VANCOUVER WALDORF SCHOOL SOCIETY
Annual General Meeting
Wednesday, October 30, 2019 7:00 p.m.

1. MEETING CALLED TO ORDER

Eric Doherty, the Co-Chair of the Board of Trustees of the Vancouver Waldorf School Society, called the Meeting to order. He advised that he and Co-Chair Chloe Gow-Jarret would act as co-chairs of the meeting, with Chloe taking over later.

The Chair advised that Fraser Charles, the Secretary of the VWSS, would act as Secretary of the Meeting.

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

2. CONFIRMATION OF SOCIETY MEMBERSHIP; QUORUM

The names of the 118 Members of the Society were displayed and confirmed. The Chair advised that at least 25 of the 118 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 24, 2018 ANNUAL GENERAL MEETING

The Chair advised the Meeting that the minutes of the last meeting of the Society, which was the annual general meeting held on October 24, 2018, were available for inspection and the Chair noted that unless there were any questions arising from the minutes, they would be taken as read and confirmed. There were no questions.

4. PRESENTATION OF ANNUAL REPORT AND FINANCIAL STATEMENTS

The Chair presented the 2018/2019 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, 2019, together with the notes thereon and the audit report of Manning Elliott LLP. He then took questions and comments from a number of Members. After discussion the Chair 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.

5. RE-ENGAGEMENT OF MANNING ELLIOTT LLP FOR THE 2019/2020 FINANCIAL YEAR

The Chair 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, 2020. The motion was unanimously approved.

6. APPOINTMENT OF TRUSTEES

Chloe Gow-Jarret assumed the chair of the Meeting. The Chair advised that there were 5 nominations received for the 5 available Society-appointed positions (the terms of the other four Society-appointed trustees having not yet expired). The nominees were Walter Daroshin, Eric Doherty, Oleg Lights, Eolo Parusel and Geoff Woodfield.

Voting on the appointment of trustees was taken by ballot. After a recess to tabulate the results, the Chair announced that the following persons were appointed to the Board:

Walter Daroshin
Eric Doherty
Oleg Lights
Eolo Parusel
Geoff Woodfield

7. CONCLUSION OF MEETING

A motion to conclude the Meeting was passed at approximately 7:30 p.m.