

SCHEDULE A

Proposed Gifted Children's Association of BC's Constitution and Bylaws for Approval at the Annual General Meeting of September 19, 2018

CONSTITUTION OF THE GIFTED CHILDRENS' SOCIETY OF BRITISH COLUMBIA (GCABC)

1. The name of the Society is: The Gifted Children's Association of British Columbia (GCABC)
2. The purposes of the Society are to:
 - 2.1 help parents meet the needs of gifted and talented children,
 - 2.2 develop awareness and support within the community concerning the needs of gifted and talented children,
 - 2.3 foster parent support groups; to encourage the sharing of informational and educational materials; to promote parent growth, understanding, and skills in assisting the development of gifted and talented children,
 - 2.4 promote appropriate programs within the educational system,
 - 2.5 promote interchange and dialogue with persons and organizations working in the field of education of gifted and talented children, and
 - 2.6 maintain a data base of research and literature in the field of education of gifted and talented children, including alternate models for teaching such children, education and child rearing in general, and to offer resources in those areas to educational systems and institutions.

BY-LAWS OF GIFTED CHILDRENS ASSOCIATION OF BC

Part I – Definitions and Interpretation

- 1.1 In these bylaws:
 - “Act” means the *Societies Act* of British Columbia as amended from time to time;
 - “Board” means the Directors of the Society;
 - “Bylaws” means these bylaws as altered from time to time by special resolution;
 - “Director” means the Directors of the Society for the time being;
 - “General meeting” means an annual general meeting or an extraordinary general meeting of the Society.
 - “Rules” means those policies which the Board enacts in compliance with these bylaws and the Act.
 - “Society” means the Gifted Children's Association of British Columbia

SCHEDULE A

“Special Resolution” means a resolution passed by not less than two-thirds of the members who voted in respect of that resolution.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Consent Resolutions in Lieu of Annual General Meeting

1.4 Any reference in these Bylaws to an annual general meeting of members will refer equally to resolutions executed by all of the voting members in lieu of holding an annual general meeting.

Part II – Members

No Gain for Members

2.1 The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.

Application for Membership

2.2 The members of the Society are the applicants for incorporation of the society, and those persons who subsequently have become members in accordance with these bylaws, and, in either, have not ceased to be members.

2.3 A person may apply to the Board or designate and upon acceptance by the Board or designate, the person becomes a member.

2.4 Membership begins when the member is appointed by the Board and ends when the membership is terminated pursuant to these bylaws and associated rules.

Duties of Members

2.5 Every member shall uphold the Constitution of the Society and comply with these by-laws.

2.6 Members should attend general meetings and exercise their right to vote on proposed resolutions.

2.7 Members are responsible for paying the annual fee as determined from time to time by the Board.

Rights and duties of Members

2.8 Members shall, have the right to:

SCHEDULE A

- (a) access the Register of Members on 14 days' notice unless the Board passes a resolution to prohibit access if it considers that disclosure to be harmful,
- (b) request that the Board call an Extraordinary general meeting, and
- (c) make proposals/motions for consideration at a general meeting.

2.9 Members shall not represent the Society through public comment without permission to speak on behalf of the Society by the Board.

Amount of membership dues

2.10 The Board may determine the annual membership fees, if any.

Member not in good standing

2.11 All members are in good standing except a member who has failed to pay their current annual membership fee, or other subscription or debt due and owing by them to the Society.

2.12 A member who is not in good standing:

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.13 A person shall cease to be a member of the Society:

- (a) by delivering their resignation in writing to the Board or by mailing or delivering it to the address of the Society,
- (b) on being expelled, or
- (c) on having been a member not in good standing for a period of 90 days.

2.14 A member may be expelled by a special resolution of the members passed at a general meeting.

- (a) The notice of special resolution for expulsion shall be delivered to the person who is the subject of the proposed resolution for expulsion and must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (b) The person who is the subject of the proposed special resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote
- (c) The vote shall be by secret ballot.

SCHEDULE A

2.15 A person who is expelled by special resolution shall have no right to appeal.

Part III – Meetings of Members

Time and place of a General Meeting

- 3.1 A general meeting must be held at the time and place the Board determines.
- 3.2 The Board may, whenever it determines, convene an extraordinary meeting of the Society.

Notice of General Meeting

- 3.3 A notice of a General Meeting must include the text of any special resolution to be submitted to the meeting.
- 3.4 Notice of a General Meeting shall be given at least 30 days in advance, by any one of the following methods:
- (a) mail to the last known address,
 - (b) email to the last known email address, or
 - (c) other form of communication commonly in use by the Society.
- 3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Chair of a General Meeting

- 3.6 The Board may appoint any of the following individuals to preside at a general meeting:
- (a) the President or Vice-President of the Society, or
 - (b) one of the other Directors present at the meeting, if both the President and Vice-President are unable to preside as the Chair.
- 3.7 If there is no individual entitled under these Bylaws who is able to preside as the Chair of a General Meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.

Quorum required

- 3.8 The quorum for the transaction of business at a General Meeting is six (6) voting members.
- 3.9 Business, other than the appointment of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

SCHEDULE A

Lack of quorum at commencement of meeting

- 3.10 If, within 30 minutes from the time set for holding a General Meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the request of a member or members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.11 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by Chair

- 3.12 The Chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.13 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.14 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary,
 - (b) determine that there is a quorum,
 - (c) approve the agenda,
 - (d) approve the minutes from the last general meeting,
 - (e) deal with unfinished business from the last general meeting,
 - (f) if the meeting is an Annual General Meeting:
 - (i) receive the Directors' report on the financial statements of the society for the previous financial report, and the auditor's report, if any, on those statements,

SCHEDULE A

- (ii) receive any other reports of Board activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint Directors, and
 - (iv) appoint an auditor if required.
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting,
- (h) terminate the meeting.

Methods of voting

3.15 At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting.

(a) Voting by secret ballot requires each member in good standing in attendance receive a ballot prepared, distributed and collected by the Secretary of the Society, received and counted by the Chair and Treasurer.

(b) After the vote is recorded a motion to destroy the ballots is in order.

Announcement of result

3.16 The Chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the Minutes of the meeting.

Proxy voting

3.17 Proxy voting shall not be permitted.

Matters decided at General Meeting by ordinary resolution

3.18 A matter to be decided at a General Meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Filing of Annual Report

3.19 Filing to the Registrar of Companies shall occur no later than 30 days after the Annual General Meeting.

Part IV – Extraordinary General Meetings (EGM)

Members can request an Extraordinary General Meeting

4.1 Members can request an extraordinary general meeting if they have the signatures of at least 10% of the members in good standing. The request must state the required business in 200 words or less and must be sent to the Directors. Within 21 days of

SCHEDULE A

receipt, the Board must call for the meeting, which shall be held within 60 days of receipt.

Notice

- 4.2 Notice of an extraordinary general meeting shall be given at least 30 days in advance, by any one of the following methods:
- (a) mail to the last known address;
 - (b) email to the last known email address;
 - (c) any other means of communication commonly in use by the Society.

Quorum

- 4.3 The quorum of the Extraordinary General Meeting shall be six (6) voting members.

Members may make proposals

- 4.4 Members may make a proposal for consideration at an extraordinary general meeting and it must be added to the Agenda if it has the signatures of at least 5% of the voting members, and not less than two signatures. The proposal must be expressed in 200 words or less and must be delivered to the Secretary at least 7 days before the Notice of Meeting is to be sent. If a valid proposal is received, the Board of Directors must add it to the Agenda unless the same or substantially the same proposal was considered in either of the previous two calendar years before the current years.

Setting voting thresholds to pass a Special Resolution

- 4.5 A Special Resolution may be approved with a two-thirds majority of voting members.

Part V – Board and Directors

Statutory Qualifications

- 5.1 Directors must meet the qualifications set out in s.44 of the Act and amendments thereto.

Additional Qualifications

- 5.2 A Director must be a member of the Society in good standing.

Duties of a Director

- 5.3 A Director has a duty of loyalty and a duty of care for the best interests of the Society. He or she shall act in accordance with the Act and its Regulations, and in accordance with these Bylaws. All actions by a Director shall be made with the view to achieving the purpose of the Society as described in its Constitution. A Director cannot abdicate or be relieved of these duties.

Powers of the Board

SCHEDULE A

5.4 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Board, and
- (d) no rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Liability of a Director

5.5 The Directors shall have such liability and limitations on liability as set out in sections 59 and 60 of the Act and amendments thereto.

Conflicts of interest

5.6 If a Director has a direct or indirect material interest in a contract or transaction with the Society or in a matter considered by the Board, they must fully disclose the nature and extent of the interest, abstain from voting, leave the Board meeting when the matter is being discussed unless asked to provide information, and be absent when voting occurs, and the Director is prohibited from taking any action intended to influence the discussion or the vote.

Number of Directors on Board

5.7 There shall be no less than three Directors on the Board.

Election or appointment of Directors

5.8 At each Annual General Meeting, members in good standing must elect or appoint members of the Board.

5.9 Directors shall serve until the next Directors are elected at a subsequent annual general meeting:

- (a) Directors may be nominated for election by the Board,
- (b) Directors may be nominated for election from the floor at the Annual General Meeting provided that the nominee has submitted to the Board three days' prior a written summary of the nominee's qualifications and reasons for running for the position, and
- (4) election of Directors shall be by simple majority.

Consent to Act

SCHEDULE A

5.10 Directors must confirm that they consent to act as a Director by either accepting the office or signing a written Consent to Act form.

Directors may fill casual vacancy on Board

5.11 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.

Term of appointment of Director filling casual vacancy

5.12 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removal of a Director

5.15 A Director may be removed from his or her office by:

- (a) Special Resolution, or
- (b) resolution of the Board in accordance with these bylaws, with notice to the Director.

5.16 The Board may, by resolution, remove a Director for any of the following reasons:

- (a) a failure on the part of the Director to attend Board meetings more than five times in a school year,
- (b) if a Director is a member who is not in good standing,
- (c) if the Director does not meet the qualifications set out in s.44 of the Act and amendments thereto,
- (d) if the Director has not acted in accordance with their duty of loyalty and duty of care for the best interests of the Society,
- (e) if the Director has failed to adhere to the Bylaws and rules of the Society or the Act regarding conflicts of interest, or
- (f) for any other reason that calls into question the Director's fitness to continue as a Director.

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

Part VI – Board Meetings

Calling meetings of the Board

6.1 The Board may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

SCHEDULE A

6.2 The President shall chair all meetings of the Board unless the Board otherwise decides.

6.3 A Board meeting may be called by the President or by any two other Directors.

Notice of Board meetings

6.4 A least 2 days' notice by email of a Board meeting must be given unless all of the Directors agree to a shorter notice period or an alternative notice method.

Proceedings valid despite omission to give notice

6.5 The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Quorum of Directors

6.6 The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.

Others in attendance

6.7 Any other person may attend Board meetings with the unanimous previous approval of the Board of at least five days.

Agenda of Directors' meetings

6.8 The President and Secretary shall prepare a draft agenda for circulation prior to each Board meeting, and the agenda shall contain the following standing items:

- (a) approval of the agenda,
- (b) approval of the Minutes of the last Directors' meeting,
- (c) business arising from the Minutes,
- (d) reports,
- (e) new business,
- (f) adjournment.

Committees

6.9. (1) The Board must develop terms of reference for committees consisting of such persons as they think fit and may name the committee.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Board and shall report every act or thing done in exercise of those powers to the Board.

SCHEDULE A

- 6.10 Subject to the terms of reference, the committee shall determine its own procedure.
- 6.11 The members of a committee may meet and adjourn as they think proper.
- 6.12 (1) Questions arising at any meeting of the Board and committees of the Board shall be decided by a simple majority.
- (2) In case of a tie vote the President does not have a second or casting vote.
- 6.13 No resolution proposed at a meeting of the Board or committee of the Board need be seconded and the chairperson of a meeting may move or propose a resolution.
- 6.14 A resolution in writing, signed by all the Directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.

Part VII – Board Officers

Election or appointment to Board positions

- 7.1 The Board must elect, from among themselves, the following Board positions. A Director, other than the President may hold more than one position:
- (a) President,
 - (b) Vice-President,
 - (c) Secretary, and
 - (d) Treasurer.

Term of Board positions

- 7.2 The term of each officer shall be the same as the term for the Director

Role of President

- 7.3 The President shall preside as the Chair at all meetings of the Society and of the Board, unless the members or Board otherwise decide.
- 7.4 The President is the chief executive officer of the Society.

Role of Vice-President

- 7.5 The Vice-President shall carry out the duties of the President if the President is unable to act.

Role of Secretary

- 7.6 The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) conducting the correspondence of the Board,
 - (b) issuing notice of meetings of the Society and Board,
 - (c) keeping minutes of all meetings of the Society and Board,

SCHEDULE A

- (d) keeping records and documents of the Society in accordance with the Act,
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act, and
- (f) maintaining a current register of members.

7.7 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of Treasurer

7.8 The treasurer is responsible for doing, or making necessary arrangements for, the following:

- (a) keeping such financial records, including books of account as are necessary to comply with the Act,
- (b) preparing the Society's financial statements, and
- (c) receiving and banking monies collected from the members or other sources.

Part VIII – Remuneration of Directors and Signing Authority

Employment of Directors

8.1 Directors may be employees or provide services under contract to the Society, provided that a majority of the Board is not employed or under contract for services.

Signing Authority

8.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by the President, together with one other Director,
- (b) if the President is unable to provide a signature, by the Vice-President together with one other Director,
- (c) if the President and Vice-President are both unable to provide signatures, by any 2 other Directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part IX – Borrowing

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

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

SCHEDULE A

- 9.3 The members may, by special resolution, restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

Part X – Liquidation

- 10.1 In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with social problems or organizations promoting the same purposes of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that any such organization referred to in this paragraph shall be a registered charity recognized by the Department of National Revenue, Taxation, as qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This provision was previously unalterable.

Part X – Record-Keeping Requirements

- 11.1 The Society will adhere to, and members shall have access to, the record-keeping requirements of the Act, including but not limited to records of:
- (a) certificate of incorporation, certified copies of the Constitution, Bylaws, statement of Directors and their addresses,
 - (b) all other documents provided by the registrar,
 - (c) orders regarding the society (court, tribunal or regulatory),
 - (d) register of Directors, including their contact information,
 - (e) consent to act forms of Directors,
 - (f) disclosure of interests of Directors,
 - (g) Registry of members, with contact information,
 - (h) minutes of members' meetings,
 - (i) written copies of ordinary and special resolutions,
 - (j) minutes of Board meetings,
 - (k) written copies of Board resolutions,
 - (l) financial statements including adequate accounting records for all fiscal years, including record of each transaction materially affecting the financial position of the society.
- 11.2 Members who are not Directors shall not have access to Confidential Accounting Records or Confidential Board Records of the Society.
- 11.3 The Society's records shall be stored either on paper or electronically at the registered office of the Society or at such other location as specified by resolution of the Board, and

SCHEDULE A

such location shall be made available to members. The records shall be available for inspection in accordance with the Act during business hours, on five business days' notice. The Board may charge fees to non-members for inspection of records, in accordance with the Act.