

Society Act Constitution for Brentwood Nursery Society

1. The name of the Society is: Brentwood Nursery School Society, normally conducting business and commonly known as: Brentwood Preschool.
2. The purposes of the Society are:
 - a) To operate a non-profit early childhood education facility for preschool-aged children;
 - b) To give children guidance in group participation;
 - c) To assist children to develop manual skills, and to develop socially, emotionally and intellectually;
 - d) To promote active participation by the families in the organization and operation of the facility;
 - e) To help families toward a better understanding of their children;
 - f) To provide a meeting of families and teachers for mutual instruction and exchanges of ideas and experiences;
 - g) To print, publish and distribute printed material and literature related to the attainment of the Society's purposes;
 - h) To enter into any contracts or arrangements with any person, corporation, or governmental agency that may seem conducive to the above Society's purposes;
 - i) To raise money for carrying out the Society's purposes, and without limiting the generality of the foregoing, to raise funds through subscriptions, membership fees, donations, gifts, and governmental or private grants;
 - j) To purchase, sell, lease and (or) hold such property, equipment, and materials that are deemed necessary to accomplish the Society's purposes;
 - k) To do all such things as are necessary and conducive to the attainment of the above purposes or any of them.
3. 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 the 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 the aforesaid provision, then such funds shall be given or transferred to some other organizations, provided however that such organization, a charitable corporation, or a charitable trust recognized by the Canada Revenue Agency as being qualified under the provision of the Income Tax Act of Canada from time to time in effect.
4. 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.
5. Paragraphs 3, 4, and 5 of the Constitution are unalterable in accordance with the Society Act.

BY-LAWS

Here set forth, in numbered clauses, are the By-laws providing for the matters referred to in Section 6(1) of the Society Act and any other By-laws.

PART 1 – Interpretation

1. (1) In these By-laws, unless the context otherwise requires,
 - a) “directors” means the directors of the Society for the time being and commonly referred within the Society as “executive directors”;
 - b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) “registered address” of a member means his or her address as recorded in the register of members;
 - d) “term” means the time between the annual general meeting and the immediate next annual general meeting;
 - e) “officer term” means the time between the first directors meeting following an annual general meeting and the first directors’ meeting following the immediate next annual general meeting or if officers are elected at the annual general meeting, “officer term” has the same meaning as “term”.
2. Words importing the singular may include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 - Membership

3. 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 By-laws, and in either case, have not ceased to be members.
4. A person whose child or children, or who is legal guardian for such a child or children enrolled may become a member. For purposes of casting votes, a family’s membership may only be counted as a single casting vote per child enrolled and registered in the Preschool.
5. Every member shall uphold the constitution and comply with these By-laws.
6. The Directors may determine the membership dues, if any and fees, if any.
7. A person shall cease to be a member of the Society
 - a) By delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or

- b) At the time the member's child or children cease to be enrolled in the Society's facilities, unless the cessation is due to the closing of the Society's facilities, or
 - c) Upon the member's death, or
 - d) On being expelled, or
 - e) On having been a member not in good standing for a period of time prescribed by the Directors
8. (1) A member may be expelled by a special resolution of the Executive Board of Directors passed at an Executive Board Meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Executive Board Meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his or her current annual or monthly membership fee or other subscription or debt due and owing by him to the Society.

PART 3 – Meetings of Members

10. General meetings of the Society shall be held at such time and place, in accordance with the Society Act as the Directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The Directors may, whenever they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
- (2) 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.

PART 4 – Proceedings at General Meetings

14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.
15. Special business is
 - a) All business at an extraordinary general meeting except the adoption of rules of order, and
 - b) All businesses that is transacted at annual general meeting, except,
 - i. The adoption of rules of order,
 - ii. The consideration of the financial statements,
 - iii. The report of the directors,
 - iv. The report of the auditor, if any.
 - v. The election of directors,
 - vi. The appointment of the auditor, if required, and such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) 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.

(3) A quorum is 51% of members present or such greater number as the members may determine at general meeting.
17. If within 30 minutes for the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned next meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to By-aw 19, either one of the co-presidents of the Society, the co-vice-presidents, or in the absence of these, one of the other directors present shall preside as chairperson of a general meeting.

19. If at a general meeting
 - a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b) the president and all the other directors present are unwilling to act as chairperson, the members presents shall choose one of their number to be chairperson

20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting
 - (3) Except as died in this by-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) Any resolution proposed at a meeting must be seconded and the chairperson of a meeting may move or propose a resolution.
 - (2) In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote which he/she may be entitled as a member and the proposed resolution shall not pass.

22. (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands, unless the members otherwise decide.
 - (3) Voting by proxy is not permitted.

23. There shall be no corporate members.

PART 5 – Executive Committee: Directors and Officers

24. (1) The Directors 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 by 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 by-laws, and

- c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- (2) 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
- (3) The Executive Directors Committee of the Society comprise of two co-presidents, two co-vice-presidents, one secretary, one treasurer, two treasurer's assistants, two registrars, and one class representative from each of the four classes in the Society.
- a) Executive Directors must be selected from the general membership.
 - b) New Executive Directors may be nominated by any member of the Society in general, by any serving Director, or be self-nominated.
 - c) Howsoever nominated, an Executive Director nominee must stand for a vote of the majority of the general membership at the regularly scheduled annual general meeting to be held no later than two months after the start of the Society's school year
 - d) No Employee of the Society, though they may be members of the Society, may become an Executive Director or Officer.
- (4) The Executive Directors Committee solely at its discretion may from time to time and from place to place invite the participation of a Community Advisor(s).
- a) The function of a Community Advisor may be
 - i) to provide an arms-length perspective and voice to reflect upon considerations of the business and conduct of the Society in general;
 - ii) to provide specific advice in an area of expertise for a limited time attached to a specific project or objective;
 - iii) to provide a continuity of corporate history and reflection for the Executive Directors Committee as well as for the Society in general; and
 - iv) to provide guidance in ongoing and forward planning and visioning projects and processes of the Society.
 - b) A Community Advisor may not be a member in standing and therefore does not cast a vote in the proposals and considerations of the Executive Directors Committee or in the proposals and considerations of the Society in general.
 - c) A Community Advisor shall participate for a duration of time determined at the sole discretion of the Executive Board Committee.

d) No Community Advisor shall be remunerated for being or acting as an Advisor but an Advisor may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

e) The participation of such a Community Advisor carries no executive powers and no such powers shall be delegated to any Community Advisor.

25. (1) The Co-presidents, the Co-vice-presidents, Secretary, and Treasurer shall be the Officers of the Society unless a greater number is appointed or determined by the members.

(2) An Officer must be a Director and ceases to be an Officer when he / she ceases to be a Director.

(3) There shall be fourteen (14) Directors or such number as determined by the members or appointed at the annual general meeting.

26. (1) The first Directors and subsequent Executive Directors shall retire at the annual general meeting.

(2) The Directors shall retire at the expiration of their term, when their successors will be elected.

a) a Director ceases to be a Director when he/she ceases to be a member.

(3) A Director shall be elected at the annual general meeting for one term.

(4) Unless otherwise provided by the members present at the annual general meeting, the Officers shall be elected by the Directors from among Directors at the first meeting of the Directors following the annual general meeting and in the manner approved by the Directors.

(5) Election procedures at the annual general meeting shall be determined by the members present.

(6) Officers shall serve for one officer term, upon election.

27. (1) The Directors may at any time appoint a member as a Director to fill a vacancy in the Executive Directors Committee

(2) The Directors may at any time appoint a Director to fill any Officer vacancy.

(3) A Director so appointed holds office until the next annual general meeting.

(4) Any Officer appointed by by-law 27(2) shall serve the unexpired officer term he/she is replacing.

28. (1) If a Director or Officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these by-laws.
- (2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
29. The members may by special resolution remove a director before the expiration of his/her office, and may elect a successor to the to the next annual general meeting.
30. No Director or Officer shall be remunerated for being or acting as a Director of Officer but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

PART 6 – Proceedings of Directors

31. (1) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meeting and proceedings, as they see fit.
- (2) 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.
- (3) The co-presidents shall be chairpersons of all meetings of the Directors, unless the Directors otherwise decide.
- (4) A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors.
32. (1) The Directors may delegate any, but not all, of their powers to 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 Directors, and shall report every act or thing done in exercise of those powers to the Directors.
33. Subject to the directions of the Directors, the committee shall determine its own procedures.
34. The members of a committee may meet and adjourn as they think proper.
35. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, a telegram, telex, cable or electronic mail, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

- a) No notice of meetings of Directors shall be sent to that Director, and
 - b) Any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
36. (1) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairperson(s) does not have a second or casting vote.
37. Any resolution proposed at a meeting of Directors or committee of Directors **needs to be** seconded and the chairperson(s) of a meeting may move or propose a resolution.
38. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of the Directors.

PART 7 – Duties of Officers

39. (1) The co-presidents shall preside at all meetings of the Society and of the Directors, unless the members of the Directors otherwise decide.
- (2) The co-presidents are the Chief Executive Officers of the Society.
- a) the co-presidents may jointly or severally conduct the business of that office at any one time, except at such time as there may be a matter for voting on a proposal where then each officer may have one vote according to his/her own conscience.
40. The co-vice presidents shall carry out the duties of the co-presidents during their absence.
41. The secretary shall
- a) conduct the correspondence of the Society,
 - b) issue notice of meetings of the Society and Directors,
 - c) keep minutes of all meetings of the Society and Directors,
 - d) have custody of all records and documents of the Society except those required to be kept by the treasurer,
 - e) have custody of the common seal of the Society, and
 - f) maintain the register of members.
42. The treasurer shall
- a) keep such financial records, including books of account, as are necessary to comply with the Societies Act, and
 - b) render financial statements to the Directors, members and others when required.
 - c) be given assistance in the dispatch of financial transactions for the Society by two Treasurer Assistants

43. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer should it become necessary from time to time, for example as in the case that a vacancy in any one of the offices of secretary or treasurer becomes vacant.

(2) Other officers, if any, shall perform such duties as the members decide.

(3) The Directors or members may add additional duties to any Director or Officer or transfer duties among Directors or Officers.

44. In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

PART 8 – Seal

45. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

46. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of a co-president and secretary or co-president and treasurer.

PART 9 – Borrowing

47. 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.

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

49. 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 10 – Contracts and Agreements

50. Directors may enter into human resource agreements that have the force of multiple years in effect.

PART 11 - Auditor

51. This part applies only where the Society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the auditor.
53. At each annual general meeting the Society shall appoint an auditor to hold office until he/she is re-elected or his successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be informed forthwith in writing of appointment or removal.
56. No Director and no employee of the Society shall be auditor.
57. The auditor may attend general meetings.

PART 11 – Notices to Members

58. A notice may be given to a member, either personally or by mail to him/her at his/her registered address.
59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted or sent electronically, 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, or sent via electronic mail to the address provide by the member at the time of registration.
60. (1) Notice of a general meeting shall be given to
 - a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of general meeting

PART 12 – By-Laws

61. After being admitted a member is entitled to a copy of the Constitution and By-laws upon paying the sum of \$5.00
62. These By-laws shall not be altered or added to except by special resolution.

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