

Constitution of the Pacific Montessori Society

1. The name of the Society is Pacific Montessori Society.
2. The purposes of the Society are:
 - a) To operate a private, not-for-profit, non-denominational Montessori school, preschool and daycare where students may obtain an education of the highest quality according to the findings of Dr. Maria Montessori and subsequent modern educational research. This includes, but is not limited to:
 - a) Education of students both within school grounds and at approved alternate locations;
 - b) Extracurricular activities for students and families of students;
 - c) Preschool, daycare and before school and after school;
 - d) Fundraising for school activities and for other charitable purposes; and,
 - e) Community use of school facilities based on policies approved by the directors.
 - b) To operate or facilitate a private, non-profit Montessori training centre for prospective Montessori teachers, for parents of Montessori students, and interested public.
 - c) To acquire and hold/maintain, build upon, or lease and equip lands and/or premises for the efficient operation of the school and training centre.
 - d) To expand the knowledge of Montessori schooling in the community and the Province, and to encourage the expansion of Montessori philosophy and practice.
 - e) To advance education as a charitable organization, including the provision of reasonable and sustainable education bursaries and discounts as approved by the directors.

Bylaws of Pacific Montessori Society (the “Society”)

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

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.

“**Registered address**” of a member means his address as recorded in the register of members.

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.

PART 2 – MEMBERS

Membership

2.1 Parents/guardians are members of the Society in good standing upon payment of tuition fees and when their children are placed in the school in September.

2.2 Staff employed by the Society are members of the Society as long as they are employed by the Society and in good standing.

Membership tied to student regular attendance

2.3 Parents/guardians (as shown on the Selkirk Montessori School registration form) are members in good standing as long as their child(ren) is/are in regular attendance at the school and their tuition is up to date.

Duties and obligations of members

2.4 Every member shall uphold the constitution and comply with these by-laws.

2.5 Every member shall adhere to the Code of Conduct.

2.6 Members should attend general meetings and vote on proposed resolutions.

Rights of members

- 2.7 Access to view the school directory.
- 2.8 Right to complain in a court of law if the Society is believed to be operating in a manner oppressive or unfairly prejudicial to the member.
- 2.9 Right to requisition a Special or Extraordinary general meeting be held by the Board of Directors.
- 2.10 Right to make proposals for consideration at an Annual General Meeting (AGM) or Special or Extraordinary General Meeting (EGM)

Membership dues

- 2.11 The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society

Termination of membership

- 2.12 A person shall cease to be a member of the Society:
 - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on his death or incapacitation;
 - (c) if the board determines the member is in violation of the Code of Conduct;
 - (d) or in the case of the dissolution of the Society;
 - (e) on being expelled;
 - (f) on having been a member not in good standing for 12 consecutive months; or
 - (g) no longer having a child in regular attendance at the school.

Expulsion from membership

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

Member in good standing

- 2.14 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
- 2.15 A voting 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.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1 General meetings of the Society shall be held at such time and place as the directors decide. The directors must call annual general meetings so that an annual general meeting is held in each calendar year.

Ordinary business at a General Meeting

- 3.2 At the General Meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any; and,
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business at the General Meeting

- 3.3 A notice of the General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Notice of special business

- 3.4 The directors may, whenever they think fit, convene an extraordinary general meeting.
- (a) 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.
 - (b) All members are entitled to receive a Notice of Meeting regardless of whether they having voting rights.
 - (c) notice period must be a minimum of 21 days with information distributed

Chair of a General Meeting

- 3.4 The following individual is entitled to preside as the Chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the Chair;
 - (b) if the Board has not appointed an individual to preside as the Chair or the individual appointed by the Board is unable to preside as the Chair,
 - i. the Vice-Chair,
 - ii. one of the other directors present at the meeting, if both the Chair and Vice-Chair are unable to preside as the Chair.

Alternate Chair of general meeting

- 3.5 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

- 3.6 Business, other than the election 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 3 voting members is present.
- 3.7 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 requisition of 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

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

Adjournments by Chair

- 3.9 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 business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.10 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

- 3.11 3.13 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 year, and the auditor's report, if any, on those statements.
 - ii. receive any other reports of staff and directors' activities and decisions since the previous annual general meeting,
 - iii. elect or appoint directors, and
 - iv. appoint an auditor;
 - v. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - vi. terminate the meeting.

Special Resolutions

- 3.12 The text of any Special Resolution must be made available to the members in the same timeframe as the Notice of Meeting.
- 3.13 Special resolutions require a minimum threshold of 66% majority of voting members to pass.

Methods of voting

- 3.14 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 or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.15 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 is not permitted

- 3.16 Proxy voting is not permitted.
- 3.17 Voting methods including mail-in ballots, advance voting, indirect/electronic voting, and other forms may be permitted if included in the notice of the General Meeting.

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 must occur within the timelines specified by the Societies Act and Regulation.

PART 4 – SPECIAL OR EXTRAORDINARY GENERAL MEETINGS (SGM or EGM)

Members can requisition a Special or Extraordinary General Meeting

- 4.1 Members can requisition a special or extraordinary general meeting if they have the signatures of at least 10% of the voting members. The requisition must state the required business in 200 words or less and must be sent to each of the directors. Within 21 days of receipt, the Board of Directors must issue a call for the meeting to be held within 60 days. Failing to do so, the members may call the meeting themselves. The Society must reimburse to the requisitioner(s) any costs incurred, unless the meeting decides otherwise.

Notice

- 4.2 A Special or Extraordinary General Meeting will have the same in terms of notice and voting rights for a General Meeting.

Quorum

- 4.3 The Quorum of the Special or Extraordinary General Meeting is the same as the quorum for a General Meeting.

Setting voting thresholds to pass a Special Resolution

- 4.4 The voting threshold to pass a Special Resolution is the same for a General Meeting.

Members may make proposals:

- 4.5 Members of the Society can make a proposal for consideration at a 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 received 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 proposal was considered in either of previous 2 calendar years before the current year.

PART 5 – DIRECTORS

- 5.1 The minimum age of a director to 18 years old. A director cannot be incapable (as found by a court of law), an undischarged bankrupt or convicted of certain criminal offenses relating to fraud in the past five years without a pardon.
- 5.2 A director may be a Society member or a member of the greater community.

Duties of a director:

- 5.3 Every director in exercising his or her powers and discharging their duties to the Society shall;
- (a) Act honestly and in good faith with a view to the best interests of the Society;
 - (b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - (c) Act in accordance with the Societies Act and its Regulations, and in accordance with the bylaws of the Society.
 - (d) Ensure that their actions are made with a view to achieving the purpose of the Society as described in the Constitution.
 - (e) A director cannot abdicate or be relieved of these duties

Powers of a director:

- 5.4 The responsibility of governing the Society lies with the Board of Directors as a whole.

Liability of a Director:

- 5.5 Directors may be held liable for breach of duty and negligence and/or improper distributions from the Society, e.g., can only spend the funds of the Society on its purposes or for services received. Indemnification is mandatory in certain circumstances, optional in others, and prohibited where not acting in good faith.

Conflict 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 in considered by the Board of Directors, he/she 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. Furthermore, a director is prohibited from taking any action intended to influence the discussion or the vote.

Number of Directors on Board

- 5.7 The Society must have no fewer than 3 directors and no more than 11 directors.

Election or appointment of directors

- 5.8 Those seeking to be elected to the Board of Directors must provide a written submission expressing interest and a copy of their resume directly to the Board of Directors no later than noon on June 30th preceding the Annual General Meeting.

- 5.9 Late submissions will be considered invalid and will not be accepted.
- 5.10 Each submission to the Board of Directors must be accompanied by a letter of support from a non-related Society member and must be delivered to the Board of Directors no later than noon on June 30th preceding the Annual General Meeting.
- 5.11 At each Annual General Meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint members of the Board, excluding ex-officio directors.

Term of Office and Term Limit of a Director

- 5.1 The term of office for all elected members of the Board of Directors is three years.
- 5.2 Directors may serve for multiple terms, if duly elected. *(Revised: November 14, 2019)*
- 5.3 The Head of School shall be a Director so long as they continue to hold the position of Head of School.
- 5.4 The Head of School may delegate their position and responsibilities as Director to another senior staff member by proposing the delegation in writing to the Board. The delegation is not effective unless and until approved by the Board.

Consent to Act

- 5.12 Directors must confirm that they consent to act as a director by either accepting the office, or signing a written Consent to Act form.

Insurance

- 5.13 The Society shall purchase and maintain insurance for the Directors and Officers of the Society against any liability incurred by the Directors and/or Officers in their capacity as a Director or Officer of the Society.

Indemnification of Directors and Officers

- 5.14 The Society may indemnify a Director or Officer of the Society, a former Director or Officer of the Society, or a Member who acts or acted at the Society's request as a Director or Officer, or in a similar capacity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the Director, Officer or Member in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of the Society.
- 5.15 The Society may advance money to a Director, Officer or Member referred to in the previous subsection for the costs, charges and expenses of an action or proceeding referred to in the previous subsection.

- 5.16 The Society shall not indemnify a Director, Officer or Member unless;
- (a) They acted honestly and in good faith with a view to the best interests of the Society; and,
 - (b) If the matter is criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

Directors may fill casual vacancy on Board

- 5.17 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

- 5.18 A Director appointed to the Board of Directors holds office only until the conclusion of the next Annual General Meeting but is eligible for re-election at the meeting provided they have complied with 5.8 and 5.10.

Removal of a director:

- 5.19 The removal of a director for any reason other than noted below requires a special resolution to be passed by at least 66.7% of the members.
- 5.20 A director may be removed by a resolution of the Board of Directors if they fail to meet bylaw requirements. The director must be provided written notice at least 7 business days before the meeting to consider the resolution outlining the motion and reasons for the motion and must be provided an opportunity to withdraw from the Board of Directors or present information to the Board of Directors for consideration.

PART 6 – DIRECTORS' MEETINGS

Calling Directors' meeting

- 6.1 The Directors must meet at least once every two months during the school year, or more often as is required to ensure the effective governance of the Society.
- 6.2 A Directors' meeting may be called by the Chair or by any two other directors and the meeting notice must be provided in writing.

Notice of Directors' meeting

- 6.3 At least 5 days written notice of a Directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 6.4 The accidental omission to give notice of a Directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of Directors' meetings

- 6.5 The directors may regulate their meetings and proceedings as they think fit.

Quorum of Directors

- 6.6 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Others in attendance

- 6.7 The Head of School is expected to attend Directors' meetings unless a notice of regret is given in advance of the meeting. Directors' meetings are open to members of the Society in good standing.
- 6.8 In-camera meetings are only open to directors in good standing.

Agenda of Directors' meetings

- 6.9 The Agenda for Directors' meetings is the responsibility of the Chair. The Agenda contains standing items:
- (a) Approval of the Agenda
 - (b) Approval of Minutes of last Directors' meeting
 - (c) Business arising from the Minutes
 - (d) Reports: Financial, Educational, Human Resources, etc.
 - (e) Presentations
 - (f) New Business

- (g) Adjournment

PART 7 – SENIOR MANAGER

- 7.1 The Board of Directors may appoint one or more senior managers of the Society to exercise the directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.
- 7.2 The appointment of a senior manager does not of itself create any contractual rights, and the removal of a senior manager is without prejudice to any contractual rights, or rights under law, of the senior manager.
- 7.3 A person who is not qualified in accordance with these bylaws to be a director of the Society is not qualified to be a senior manager of the Society.
- 7.4 A Director of the Society may be a senior manager of the Society.

PART 8 – BOARD POSITIONS

Election or appointment to Board positions

- 8.1 Directors must elect, from among themselves, the following board positions. A director, other than the chair, may hold more than one position:
 - (a) chair
 - (b) vice-chair;
 - (c) secretary;
 - (d) treasurer;
 - (e) repair and maintenance director

Term of Board positions

- 8.2 The term of each position is a three-year term from election at a general meeting. If a director leaves before the end of their term, the board may choose to leave the position vacant or appoint a temporary director until the next general meeting at which time they must stand for election.

Role of the Chair

- 8.3 The Chair of the Board is responsible for supervising the other directors in the execution of their duties.

Role of Vice- Chair

8.4 The Vice-Chair of the Board is responsible for carrying out the duties of the chair if the chair is unable to act.

Role of Secretary

8.5 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of Secretary from meeting

8.6 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

8.7 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Role of Repair and Maintenance Director

8.8 The Repair and Maintenance Director is responsible for doing, or making the necessary arrangements for, the following:

- (a) To coordinate facility maintenance needs that exceed those capable of remedy by the school staff, its contractors, and/or those annual budgeted maintenance items deemed necessary by the Head of School or a senior member of staff designated by the Head of School and/or the Karen L. Colussi Foundation;
- (b) To develop and implement a long-term facility maintenance plan in conjunction with the Board of Directors and coordinate the budget for long-term maintenance issues

with the Head of School or a senior member of staff designated by the Head of School and/or the Board of Directors.

- (c) To oversee annual, or regularly recurring, building certifications and inspections as required by the Bond Documents.
- (d) To accept recommendations from the Head of School or a senior member of staff designated by the Head of School and take appropriate recommendations and concerns to the Board of Directors.

PART 9 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

9.1 The Pacific Montessori Society does not remunerate directors.

Signing authority

- 9.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the Chair, together with one other director,
 - (b) if the Chair is unable to provide a signature, by the vice-Chair together with one other director,
 - (c) if the Chair and vice-Chair 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 10 – RECORD-KEEPING REQUIREMENTS

- 10.1 The Society will adhere 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 directors' meetings;
- (k) written copies of directors' 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".

10.2 All the above documents are accessible by members.

10.3 The Society's records may be kept physically (paper) and must be stored by default at the registered office of the Society or at another location specified by a directors' resolution and notice posted at the registered office for members to see. The Society's records may be kept electronically at the registered office as long as they can be inspected and photocopied at the same place.

10.4 The Society is responsible for taking precautions to ensure that records are complete, safe, accurate and accessible.