

**BYLAWS OF
VANCOUVER COLLEGE ALUMNI ASSOCIATION
(the “Society”)**

Society Number _____

1.

Interpretation

1.1. Definitions

Without limiting Section 1.2, in these Bylaws, unless the context requires otherwise:

- (a) “**Board**” means the directors of the Society.
- (b) “**Bylaws**” means these bylaws, as amended from time to time.
- (c) “**Chair**” means the chair of the Board, appointed in accordance with Article 12 and, subject to Section 12.3, with the duties described in Section 12.2(a).
- (d) “**Interpretation Act**” means the *Interpretation Act*, R.S.B.C. 1996, c. 238, as amended, restated or replaced from time to time, and includes its regulations.
- (e) “**President**” means the chief executive officer of the Society, appointed in accordance with Article 12 and, subject to Section 12.3, with the duties described in Section 12.2(c).
- (f) “**Secretary**” means the secretary of the Society, appointed in accordance with Article 12 and, subject to Section 12.3, with the duties described in Section 12.2(e).
- (g) “**Societies Act**” means the *Societies Act*, S.B.C. 2015, c. 18, as amended, restated or replaced from time to time, and includes its regulations.
- (h) “**Treasurer**” means the treasurer of the Society, appointed in accordance with Article 12 and, subject to Section 12.3, with the duties described in Section 12.2(f).
- (i) “**Vice-Chair**” means the vice-chair of the Board, appointed in accordance with Article 12 and, subject to Section 12.3, with the duties described in Section 12.2(b).
- (j) “**Vice-President**” means the vice-president of the Society, appointed in accordance with Article 12 and, subject to Section 12.3, with the duties described in Section 12.2(d).

1.2. Definitions in Societies Act Apply

The definitions in the Societies Act apply to these Bylaws.

1.3. Interpretation Act Applies

The Interpretation Act applies to the interpretation of these Bylaws as if these articles were an enactment.

1.4. Conflict with Societies Act or Other Enactments

Subject to Section 1.1, if a provision in these Bylaws is inconsistent with the Societies Act or any other enactment of British Columbia or Canada, such provision shall have no effect. If there is a conflict between a definition of the Societies Act and a definition or rule in the Interpretation Act relating to a term used in these Bylaws, the definition in the Societies Act will prevail in relation to the use of the term in these Bylaws.

1.5. Interpretation

In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include the other gender and a Society.

2.

Members

2.1. Members of the Society

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 case, have not ceased to be members.

The Society has two classes of Members: Active Members and Honorary Members.

Active Members of the Society are individuals who attended the school for at least one year. No Individual may become an active member of the Society until his class has graduated from the school. Active members have voting status.

Honorary Members of the Society are individuals who have been nominated by the Board of the Society and elected by a vote of the Board of Directors of Vancouver College School (“**Vancouver College**”). Generally, the criterion for nomination and election is someone who has been associated with the school and has rendered valuable and distinguished service to Vancouver College or the Society. Honorary Members have no voting status.

2.2. Application for Membership

A person may apply to the Board or its designates for membership in the Society and upon acceptance by the Board or its designates the person becomes a member.

2.3. Duties of Members

Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.4. Membership not Transferable

The membership in the Society is not transferable.

2.5. Termination of Membership

The membership of a member in the Society terminates when:

- (a) the member's term of membership, if any, expires;
- (b) the member resigns;
- (c) the member, in case of an individual, dies or, in case of another person, dissolves;
or
- (d) the member is expelled in accordance with these Bylaws or the Societies Act.

Any fees, dues or assessments owing by a member at the time of termination of membership shall remain due and owing to the Society.

2.6. Discipline and Expulsion

A member may be disciplined or expelled by special resolution for any reason which is deemed by the Board to be in the best interest of the Society including, without limitation:

- (a) violating any provisions of the Societies Act, the constitution, these Bylaws or any rules or policies adopted by the Society from time to time;
- (b) carrying out any conduct which the Board considers to be detrimental to the Society; and
- (c) for any other reason that the Board considers to be reasonable, having regard to the purposes of the Society.

Disciplining a member may include a suspension of membership rights. Before a member is disciplined or expelled, the Society must send to the member a written notice of the proposed discipline or expulsion, including reasons, and give the member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.

3.

Meetings of Members

3.1. Annual General Meetings

Except for the year in which the Society is incorporated, and unless the holding of an annual general meeting is deferred in accordance with the Societies Act, the directors of the Society must call annual general meetings so that an annual general meeting is held in each calendar year.

3.2. Resolution Instead of Annual General Meeting

An annual general meeting is deemed to have been held if all matters that must, under the Societies Act or these Bylaws, be dealt with at that meeting (including the presentation to the members of the financial statements and auditor's report, if any) are dealt with in a resolution and all of the voting members consent in writing to the resolution on or before the date on which the annual general meeting must be held in accordance with Section 3.1.

3.3. Calling of General Meetings

Subject to Section 3.1, the Board may at any time call a general meeting of members at such date, time and location in British Columbia as may be determined by the Board. A general meeting may be held at a location outside British Columbia agreed on by every voting member before the meeting.

3.4. Notice of General Meeting

The Society shall give not less than 7 days written notice of the date, time and location of a general meeting to its members. Notice of a 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 and must include the text of any special resolution to be submitted to the meeting.

3.5. Waiver of Notice

A person entitled to notice of a general meeting may, in any manner, waive that person's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.6. Accidental Omission

The accidental omission to send a notice of a general meeting to a member or the non-receipt of any notice by a member or any of the persons entitled to receive notice does not invalidate any proceedings at the general meeting.

3.7. Other Persons may Attend General Meetings

Other than the auditor, if any, under Section 14.8, the directors, the Chair, if any, the Vice-Chair, if any, the Secretary, if any, any lawyer for the Society, and any other person invited by the Board are entitled to attend a general meeting, but if any of those persons attends a general meeting, that person is not to be counted in the quorum and is not entitled to vote at the meeting, unless that person is a voting member or proxy holder entitled to vote at the meeting.

4.

Proceedings at General Meetings

4.1. Ordinary Business at General Meeting

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) the approval of minutes of previous general meetings;
- (c) consideration of any financial statements of the Society presented to the meeting;
- (d) consideration of the report, if any, of the directors, President, Treasurer or auditor;
- (e) election or appointment of directors;
- (f) appointment of an auditor, if any; and
- (g) business arising out of a report of the directors not requiring the passing of a special resolution.

4.2. Matters to be Decided by Ordinary Resolution and Special Majority

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matters is required by the Societies Act or the Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution. The majority of votes required for a special resolution to be passed at a general meeting is two-thirds of the votes cast by the voting members, whether cast in person or by proxy.

4.3. Chairing General Meetings

The following individual is entitled to preside as chair at a general meeting:

- (a) the Chair, if any;
- (b) if the Chair is unable or unwilling to act as chair of the general meeting, the Vice-Chair, if any; or

- (c) one of the other directors present at the general meeting, if both the Chair and the Vice-Chair are unable or unwilling to act as chair of the general meeting.

4.4. Selection of Alternate Chair of General Meeting

If there is no individual entitled under Section 4.3 who is able or willing to preside as 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 chair the meeting.

4.5. Quorum Necessary

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 voting members is present.

4.6. Quorum for General Meetings

The quorum for the transaction of business at a general meeting is three voting members. If the Society has fewer voting member than the quorum provided for above, the quorum for the transaction of business at a general meeting is all of the voting members.

4.7. Lack of Quorum

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 general meeting convened by 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 the quorum for that meeting.

4.8. Quorum Ceases to be Present

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 a quorum present or the meeting is adjourned or terminated.

4.9. Adjournments

The chair of a general meeting may, or if so directed by ordinary resolution, 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.

4.10. Notice of Adjourned General Meetings

It is not necessary to give any 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 10 days or more, notice of the continuation of the adjourned meeting must be given.

4.11. Participation by Telephone or other Communications Medium

A person who is entitled to participate in, including vote at, a general meeting may participate in person or by telephone or other communications medium if all of the persons participating in the meeting, whether in person, by telephone or other communications medium, are able to communicate with each other. Notwithstanding the foregoing, the Society is not obligated to take any action to facilitate the use of a communications medium at a general meeting. A member who participates in a meeting in a manner contemplated in this Section 4.11 is deemed for all purposes of the Societies Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

4.12. Order of Business at General Meeting

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 directors' activities and decisions since the previous annual meeting;
 - (iii) elect or appoint directors; and

- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

4.13. Motions Need not be Seconded

No motion proposed at a general meeting need be seconded unless the chair of the meeting rules otherwise and the chair of any general meeting is entitled to propose or second a motion.

4.14. Number of Votes

Each voting member has only one vote.

4.15. Methods of Voting

At a general meeting, voting shall 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, two 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.

4.16. Secret Ballots

Subject to Section 4.17, if a secret ballot is duly demanded or directed at a general meeting:

- (a) the secret ballot must be taken:
 - (i) at the meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and
 - (ii) in the manner, at the time and at the place that the chair of the meeting directs;
- (b) the result of the secret ballot is deemed to be a resolution of and passed at the meeting at which the secret ballot is demanded; and
- (c) the demand for the secret may be withdrawn by the persons who demanded it.

4.17. Demand for a Secret Ballot on Adjournment

A secret ballot demanded at a general meeting on a question of adjournment must be taken immediately at the meeting.

4.18. Chair Must Resolve Dispute

In case of any dispute as to the admission or rejection of a vote given on a secret ballot, the chair of the meeting must determine the dispute, and his or her determination made in good faith is final and conclusive.

4.19. Demand for a Secret Ballot Not to Prevent Continuation of Meeting

The demand for a secret ballot at a general meeting does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

4.20. Casting Vote

In case of an equality of votes, the chair of a general meeting does not have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a voting member.

4.21. Declaration of Result

The chair of a general meeting must declare to the meeting the outcome of each vote and that outcome must be recorded in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the chair or demanded under Section 4.16, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against a resolution.

4.22. Retention of Ballots

The Society must, for at least three months after a general meeting, keep each ballot cast on a secret ballot, and, during that period, make them available for inspection during statutory business hours by any voting member entitled to vote at the meeting. At the end of such three month period, the Society may destroy such ballots.

4.23. No Proxies

A voting member may not appoint a proxy holder.

5.

Requisitions of General Meetings and Proposals

5.1. Requisition of General Meetings

- (a) 10% of the voting members in good standing may requisition the directors to call a general meeting for the purposes stated in the requisition.
- (b) A requisition may be made may be made in a single document or may consist of several documents in similar form, and must:

- (i) contain the names of, and be signed by, not fewer than 10% of the members in good standing;
 - (ii) must state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting;
 - (iii) must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society; and
 - (iv) must be sent to each individual listed in the Society's register of directors.
- (c) Promptly after the Society receives a requisition in accordance with Section 5.1(b), the directors must call a general meeting, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition, and the Society must send, with the notice of the meeting, the text of the statement referred to in Section 5.1(b)(ii).
- (d) If, within 21 days after the date of the Society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting. A general meeting called under this Section 5.1(d) must be called within 60 days after the expiry of such 21 day period, and called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.
- (e) Unless otherwise resolved by ordinary resolution at the general meeting called under this Section 5.1, the Society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

5.2. Members' Proposals

- (a) 5% or a minimum of two voting members, whichever is greater, may send to the Society a notice of a matter that such members propose to have considered at an annual general meeting.
- (b) A proposal sent to the Society pursuant to Section 5.2(a) must contain the names of and signed by, not fewer than the number of voting members set forth in Section 5.2(a).
- (c) If the Society receives a proposal pursuant Section 5.2(a) at least seven days before notice of the annual general meeting is sent, it must include with such notice:

- (i) such proposal;
 - (ii) the names of the members submitting such proposal; and
 - (iii) a statement in support of such proposal if the members submitting such proposal request that the statement be included in with the notice, provided that such proposal and statement together, must not exceed 200 words in length.
- (d) The Society need not comply with Section 5.2(c), if substantially the same proposal was considered at a general meeting held in either of the two previous calendar years before the calendar year in which the annual general meeting referred to in Section 5.2(c) is to be held.

6.

Directors

6.1. Number of Directors

The Society shall have at least 11 directors and no more than 18 directors. At least one director must be ordinarily resident in British Columbia. The number of directors shall be set by ordinary resolution. The Board shall be comprised of the following persons:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Members at Large (4-11 members)¹
- (f) School Principal (non-voting)
- (g) Advancement Officer (non-voting)
- (h) Representative of Vancouver College Board of Directors (non-voting),

all of whom, except for the School Principal, Advancement Officer and Representative of Vancouver College Board of Directors, must be Active Members.

6.2. Individuals not Qualified to be Directors

An individual is not qualified to be a director of the Society if the individual is:

- (a) less than 17 years of age;
- (b) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
- (c) an undischarged bankrupt; or
- (d) convicted in British Columbia or elsewhere of an offence in connection with the promotion, formation or management of a Society or unincorporated entity, or of an offence involving fraud, unless:
 - (i) the court orders otherwise,
 - (ii) 5 years have elapsed since the last to occur of:
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the conclusion of the term of any imprisonment; and
 - (D) the conclusion of the term of any probation imposed, or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

6.3. Director not Qualified must Resign

A director who is not, or who ceases to be, qualified be a Director must promptly resign.

6.4. Employment of Directors

A majority of the directors shall not receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for service, other than remuneration for being a director.

6.5. Remuneration and Reimbursement of Directors

The Society shall not pay a director remuneration for being a director. Subject to Section 6.4 and the Societies Act, the Society may pay remuneration to a director for services provided by the director to the Society in another capacity. The Society may reimburse a director for reasonable expenses necessarily incurred by the director in performing the duties of a director.

6.6. Validity of Acts of Directors

An act of a director or of the Society is not invalid merely because:

- (a) a defect in the director's designation, election or appointment or in the qualifications of that director;
- (b) fewer than the required number of directors have been designated, elected or appointed;
- (c) the residency requirements for the directors have not been met, or
- (d) the majority of the directors, contrary to Section 6.4 or the Societies Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for service.

6.7. Directors' Acts not Invalidated

No member's resolution invalidates a prior act of the directors that would have been valid if that resolution had not been made.

7.

Election, Appointment, Removal and Changes of Directors

7.1. Election and Term of Directors

At each annual general meeting, the members entitled to vote for the election or appointment of directors, shall elect or appoint the directors. Each director shall be elected to hold office until the close of the first annual general meeting after such director is elected, at which time, each such director shall retire as a director, but, if qualified, shall be eligible for re-election.

7.2. Consent to be a Director

No designation, election or appointment of an individual as a director is valid unless:

- (a) that individual consents to be a director in writing to be a director of the Society;
or
- (b) or the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

7.3. Failure to Elect or Appoint Directors

If:

- (a) the Society fails to hold an annual general meeting, and all the members who are entitled to vote at an annual general meeting fail to pass the resolution contemplated by Section 3.2 on or before the date by which the annual general meeting is required to be held under Section 3.2 or
- (b) the members fail, at the annual general meeting or in the resolution contemplated by Section 3.2, to elect or appoint any directors;
- (c) then each director then in office continues to hold office until the earlier of:
- (d) the date on which such director's successor is elected or appointed; and
- (e) the date on which such director otherwise ceases to hold office under the Societies Act or these Bylaws.

7.4. Places of Retiring Directors Not Filled

If, at any general meeting at which there should be an election or appointment of directors, the places of any of the retiring directors are not filled by that election or appointment, those retiring directors who are not re-elected or re-appointed and who are asked by the newly elected or appointed directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Bylaws until further new directors are elected or appointed at a general meeting convened for that purpose. If any such election, appointment or continuance of directors does not result in the election or continuance of the number of directors set pursuant to these Bylaws the number of directors of the Society is deemed to be set at the number of directors actually elected, appointed or continued in office.

7.5. Directors May Fill Casual Vacancies

The Board may, at any time, appoint an individual qualified to be a director 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 such director's term of office. 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 ceasing to be a director created the vacancy.

7.6. Remaining Directors Power to Act

The directors may act notwithstanding any vacancy in the Board, but if the Society has fewer directors in office than the minimum number of directors set pursuant to these Bylaws, the directors may only act for the purpose of appointing directors up to that number or of calling a general meeting for the purpose of filling any vacancies on the Board or, subject to the Societies Act, for any other purpose.

7.7. Ceasing to be a Director

A director ceases to be a director when:

- (a) the director's term of office expires;
- (b) the director dies or resigns;
- (c) the director is removed from office pursuant to Section 7.10; or
- (d) the director otherwise ceases to hold office in accordance with these Bylaws.

7.8. Resignation of Directors

A director who intends to resign must give the resignation to the Society in writing, and the resignation takes effect on the later of the following;

- (a) the receipt by the Society of the written resignation;
- (b) if the written resignation states that the resignation is to take effect on a specified date, specified date and time, or on the occurrence of a specified event:
 - (i) if a date is specified, the beginning of the day on the specified date;
 - (ii) if a date and time are specified, that date and time; or
 - (iii) if an event is specified, the occurrence of that event.

7.9. Removal of Director

A director of a society may be removed from office by special resolution. In that event, the members entitled to vote may elect, or appoint by ordinary resolution, an individual as director to fill the resulting vacancy. If the members do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint a director to fill that vacancy. An individual elected or appointed pursuant to this Section 7.10 shall serve as director for the balance of the term of the removed director.

8.

Powers and Duties of Directors

8.1. Powers and Function of Directors

Subject to the Societies Act and these Bylaws, the Board shall manage or supervise the management of the activities and internal affairs of the Society.

8.2. Duties of Directors

A director of the Society must, when exercising the powers and performing the functions of a director, act with a view to the purposes of the Society and must:

- (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 individual would exercise in comparable circumstances;
- (c) act in accordance with the Societies Act; and
- (d) subject to Sections 8.2(a) and 8.2(c), act in accordance with these Bylaws.

8.3. Appointment of Attorney of Society

The Board exclusively may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Society for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bylaws and excepting the power to fill vacancies in the Board, to change the membership of, or fill vacancies in, any committee of the Board, or to appoint or remove senior managers appointed by the directors) and for such period, and with such remuneration and subject to such conditions as the Board may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board thinks fit. Any such attorney may be authorized by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in such attorney.

8.4. Delegation by Directors

For greater certainty, the powers of the Board under this Article 8 may be exercised by a director, senior manager, committee or other delegate, direct or indirect, of the Board authorized by the Board to exercise such powers.

9.

Disclosure of Interest of Directors and Senior Managers

9.1. Definitions

For the purposes of this Article 9:

- (a) “**Disclosable Interest**” means a direct or indirect material interest in a Matter; and
- (b) “**Matter**” means:
 - (i) a contract or transaction, or a proposed contract or transaction, of the Society; or
 - (ii) a matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that director’s or senior manager’s duty or interest as a director or senior manager of the Society;

- (iii) but does not include a contract or transaction, or proposed contract or transaction, or matter that relates to:
 - (A) reimbursement of a director by the Society of the director's expenses;
 - (B) indemnification of or payment to a director under these Bylaws or the Societies Act;
 - (C) the purchase or maintenance of insurance for the benefit of a director.

9.2. Disclosure of Interest and Conduct by Director

A director who has a Disclosable Interest in a Matter must:

- (a) disclose fully and promptly to the other directors the nature and extent of the Disclosable Interest;
- (b) abstain from voting on a Board resolution or from consenting to a consent resolution of the Board in respect of the Matter;
- (c) leave the Board meeting, if any, when the Matter is discussed, unless asked by the other directors to be present to provide information, and when the other directors vote on the Matter; and
- (d) refrain from any action intended to influence the discussion or vote by the other directors.

9.3. Disclosure of Interest and Conduct by Senior Manager

A senior manager who has a Disclosable Interest in a Matter must:

- (a) disclose fully and promptly to the Board the nature and extent of the Disclosable Interest;
- (b) if the Matter is to be the discussed at a Board meeting at which the senior manager is present, leave the Board meeting, if any, when the Matter is discussed, unless asked by the Board to be present to provide to provide information, and when the Board votes on the Matter; and
- (c) refrain from any action intended to influence the discussion or vote by the Board.

9.4. Evidence of Disclosure

A disclosure under Sections 9.2 or 9.3 must be evidenced in at least one of the following records:

- (a) the minutes of a Board meeting;
- (b) a consent resolution by the Board; or
- (c) a record addressed to the Board that is delivered to the delivery address or mailed by registered mail to the mailing address, of the registered office of the Society.

9.5. Exceptions

If all of the directors have disclosed a Disclosable Interest in a Matter, any or all of the directors may vote on a Board resolution or consent to a consent resolution of the Board in respect of the Matter and Sections 9.2(b) to 9.2(d) do not apply.

9.6. Obligation to Account for Profits

A director or senior manager who has a Disclosable Interest must pay to the Society an amount equal to any profit made by the director or senior manager as a consequence of the Society entering into or performing a contract or transaction unless:

- (a) the director or senior manager discloses the Disclosable Interest in the contract or transaction in accordance with, and otherwise complies with Sections 9.2 or 9.3, as applicable, and, after the disclosure, the contract is approved by a resolution of the Board; or
- (b) the contract or transaction is approved by a special resolution after the nature and extent of the director's or senior manager's interest in the contract or transaction has been fully disclosed to the members.

9.7. Validity of Contracts

Subject to the Societies Act, the fact that a director or senior manager is in any way, directly or indirectly, materially interested in a contract or transaction that the Society has entered into or proposes to enter into does not make the contract or transaction void.

10.

Proceedings of Directors

10.1. Board Meetings

The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit, and meetings of the Board held at regular intervals may be held at the place, at the time and on the notice, if any, that the Board may by resolution from time to time determine. The Board shall meet at least quarterly.

10.2. Voting at Meetings

Questions arising at any Board meeting are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote. No motion proposed at a Board meeting need be seconded unless the chair of the meeting rules otherwise.

10.3. Chair of Meetings

Meetings of Board are to be chaired by:

- (a) the Chair, if any;
- (b) in the absence of the Chair, the Vice-Chair, if any; or
- (c) any other director chosen by the directors if:
 - (i) neither the Chair nor the Vice-Chair is present at the meeting within 15 minutes after the time set for holding the meeting;
 - (ii) neither the Chair nor the Vice-Chair is willing to chair the meeting; or
 - (iii) the Chair and the Vice-Chair have advised the Secretary, if any, or any other director, that they will not be present at the meeting.

10.4. Meetings by Telephone or Other Communications Medium

A director may participate in a meeting of the Board or of any committee of the Board in person or by telephone or other communications medium if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director who participates in a meeting in a manner contemplated by this Section 10.4 is deemed for all purposes of the Societies Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

10.5. Calling of Meetings

A director may, and the Secretary, if any, on the request of a director must, call a Board meeting at any time.

10.6. Notice of Meetings

Other than for meetings held at regular intervals as determined by the Board pursuant to Section 10.1, reasonable notice of each Board meeting, specifying the place, day and time of that meeting must be given to each of the directors by any method set out in Section 16.1 or orally or by telephone.

10.7. When Notice Not Required

It is not necessary to give notice of a meeting of the Board to a director if:

- (a) the meeting is to be held immediately following a general meeting at which that director was elected or appointed or is the Board meeting at which that director is appointed; or
- (b) the director has waived notice of the meeting.

10.8. Meeting Valid Despite Failure to Give Notice

The accidental omission to give notice of any Board meeting to any director, or the non-receipt of any notice by any director, does not invalidate any proceedings at that meeting.

10.9. Waiver of Notice of Meetings

A director may, in any manner, waive that director's entitlement to notice of a Board meeting or may agree to reduce the period of that notice. Attendance of a director at a Board meeting is a waiver of that director's entitlement to notice of the Board meeting unless that director attends the Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the Board meeting is not lawfully called.

10.10. Quorum

The quorum necessary for the transaction of the business of the Board may be set by the Board and, if not so set, is deemed to be set at a majority of the directors then in office.

10.11. Consent Resolutions in Writing

A resolution of the Board or of any committee of the Board consented to in writing by all of the directors entitled to vote on it, whether by signed document, fax, email or any other method of transmitting legibly recorded messages, is as valid and effective as if it had been passed at a Board meeting or of the committee of the Board duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in that manner is effective on the date stated in the resolution or, if no date is stated in the resolution, on the latest date stated on any counterpart. A resolution of the Board or of any committee of the Board passed in accordance with this Section 10.11 is deemed to be a proceeding at a Board meeting or of the committee of the Board and to be as valid and effective as if it had been passed at a Board meeting or of the committee of the Board that satisfies all the requirements of the Societies Act and all the requirements of these Bylaws relating to Board meetings or of a committee of the Board.

11.

Executive and Other Committees

11.1. Appointment and Powers of Executive Committee

The Board may, by resolution, appoint an executive committee consisting of the director or directors that the Board consider appropriate, and this committee has, during the intervals between meetings of the Board, all of the directors' powers, except:

- (a) the power to fill vacancies on the Board;
- (b) the power to change the membership of, or fill vacancies in, any committee of the Board; and
- (c) such other powers, if any, as may be set out in that resolution or any subsequent Board resolution.

11.2. Appointment and Powers of Other Committees

The Board may, by resolution:

- (a) appoint one or more committees (other than the executive committee) consisting of the director or directors or other individuals who the Board considers appropriate;
- (b) delegate to a committee appointed under Section 11.2(a) any of the directors' powers, except:
 - (i) the power to fill vacancies on the Board;
 - (ii) the power to change the membership of, or fill vacancies in, any committee of the board, and
 - (iii) the power to appoint or remove senior managers appointed by the Board; and
- (c) make any delegation referred to in Section 11.2(b) subject to the conditions set out in the resolution.

11.3. Obligations of Committee

Any committee appointed under Section 11.1 or 11.2, in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the Board; and

- (b) report every act or thing done in exercise of those powers as the Board may require.

11.4. Powers of Board

The Board may, at any time, with respect to a committee appointed under Sections 11.1 or 11.2:

- (a) revoke or alter the authority given to a committee, or override a decision made by a committee, except that the revocation or alteration of a committee's authority does not invalidate a prior act of that committee that would have been valid if the revocation or alteration had not occurred;
- (b) terminate the appointment of, or change the membership of, a committee; and
- (c) fill vacancies on a committee.

11.5. Committee Meetings

Subject to Section 11.3(a) and unless the Board otherwise provides in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under Section 11.1 or 11.2:

- (a) the committee may meet and adjourn as it thinks proper;
- (b) the committee may elect a chair of its meetings but, if no chair of the meeting is elected, or if at any meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the members of the committee may choose one of their number to chair the meeting;
- (c) a majority of the members of a committee constitutes a quorum of the committee; and
- (d) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting has no second or casting vote.

11.6. Standing Committees

Unless otherwise determined by the Board, the following shall serve as standing committees of the Society:

- (a) the Nomination Committee;
- (b) the Reunion Committee;
- (c) the Homecoming Football Game Committee;

- (d) the Golf Tournament Committee;
- (e) the Hockey Tournament Committee;
- (f) the Alumni Football Tournament Committee;
- (g) the Fishing Derby Committee; and
- (h) the Basketball Tournament Committee.

12.

Senior Managers

12.1. Appointment of Senior Managers

The Board may appoint a Chair and a Vice-Chair from among the directors. The Board may further appoint a President, a Secretary, a Treasurer and such other senior managers who need not be directors as the Board may determine. Except as otherwise provided herein, a senior manager may but need not be a director and one person may hold more than one office.

12.2. Senior Manager Positions and Functions

- (a) **Chair** – If appointed, the Chair shall, when present, preside at all general meetings, the Board and of any committees constituted by the Board, sign all instruments which require the Chair's signature in accordance with the Bylaws or otherwise, represent the Society at public or official functions, and have such other powers and duties as may from time to time be assigned to the Chair by the Board.
- (b) **Vice-Chair** – If appointed, the Vice-Chair shall be vested with all the powers and perform all the duties of the Chair in the absence of the Chair or upon the inability or unwillingness of the Chair to act.
- (c) **President** – If appointed, the President shall, subject to the authority of the Board, be charged with the day-to-day management and supervision of the activities and affairs of the Society and such other powers and duties as specified by the Board.
- (d) **Vice-President** – If appointed, the Vice-President shall, subject to the authority of the Board, be charged with assisting the President in the day-to-day management and supervision of the activities and affairs of the Society and such other powers and duties as specified by the Board, and shall perform all of the duties and exercise all the powers of the President in the President's absence.
- (e) **Secretary** – If appointed, the Secretary shall attend all general meetings of the Board except where the chair of the meeting determines that it is inappropriate for the Secretary to attend due to the nature of the matter being discussed. At such

meetings, the Secretary shall record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give or cause to be given all notices required to be given to the members, directors, members of committees and auditors, if any. The Secretary shall be the custodian of the corporate seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society, which the Secretary shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall sign such documents, contracts or instruments in writing as require the Secretary's signature and shall perform such other duties as may from time to time be determined by the Board or as are incidental to the office of the Secretary.

- (f) **Treasurer** – If appointed, the Treasurer shall, keep proper accounting records in compliance with the Societies Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society. The Treasurer shall render to the Board whenever required an account of all transactions involving the Society and of the financial position of the Society and the Treasurer shall have such other powers and duties as the Board may specify.
- (g) **Other Senior Managers** – The powers and duties of all other senior managers of the Society appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes. Any of the powers and duties of a senior manager to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

12.3. Senior Manager Duties and Powers

- (a) Notwithstanding Section 12.2, but subject to the Societies Act, the Board may from time to time:
 - (i) specify duties of senior managers;
 - (ii) delegate powers to manage the activities and affairs of the Society to senior manager ; and
 - (iii) vary, add to or limit such duties and powers.
- (b) The duties of directors set forth in Section 8.2 apply in relation to a senior manager as if the senior manager were a director of the Society.

12.4. Qualifications

An individual who is not qualified to be a director pursuant to Section 6.2 is not qualified to be a senior manager of the Society. One individual may hold more than one position as a senior

manager of the Society. Subject to Section 6.4 and the Societies Act, a director may be a senior manager of the Society.

12.5. Remuneration, Term of Office and Removal

Subject to Section 6.4 and the Societies Act, all appointments of senior managers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, or otherwise) that the Board thinks fit. Each senior manager shall serve at the pleasure of the Board and shall hold office until the earlier of:

- (a) being removed by the Board;
- (b) a successor being appointed by the Board;
- (c) the senior manager's resignation or death; or
- (d) no longer being qualified in accordance with Section 12.4;
- (e) provided however that such removal is without prejudice to any contractual rights, or rights under law, of the senior manager.

13.

Indemnification and Insurance

13.1. Definitions

For the purposes of this Article 13:

- (a) “**eligible party**” means a current or former director or senior manager of the Society, an individual who holds or held an equivalent position in a subsidiary of the Society.
- (b) “**eligible proceeding**” means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative by reason of such eligible party holding or having held a position of current or former director or senior manager of the Society or an equivalent position in a subsidiary of the Society is or may be joined as a party, or is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action.
- (c) “**expense**” includes costs, charges and expenses, including legal and other fees, but does not include penalties.
- (d) “**penalty**” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding.

- (e) “**representative**” means an heir or personal or other legal representative of an eligible party.

13.2. Indemnification

Subject to the Societies Act and Section 13.3, the Society may, and in the case of Section 13.2(c), shall:

- (a) indemnify an eligible party or a representative against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding;
- (b) pay the expenses actually and reasonably incurred by an eligible party or a representative in respect of an Eligible Proceeding:
 - (i) after the final disposition of such proceeding; or
 - (ii) as they are incurred in advance of the final disposition of an eligible proceeding provided the Society has first received from such eligible party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Societies Act or Section 13.3, the eligible party or the representative will repay the amounts advanced;
- (c) pay, after the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an Eligible Party (other than a current or former director or senior manager of a subsidiary of the Society or his/her heir or representative) in respect of such proceeding if the eligible party has not been otherwise reimbursed for such expenses and such party was not adjudged to have committed any fault or to have omitted to do anything that the eligible party ought to have done.

13.3. Indemnification Prohibited

Subject to the Societies Act, the Society shall not indemnify or pay the expenses of an eligible party or a representative in respect of an eligible proceeding if:

- (a) the eligible party did not act honestly and in good faith with a view to the best interests of the Society or a subsidiary of the Society, as the case may be;
- (b) the eligible proceeding is not a civil proceeding and the eligible party did not have reasonable grounds for believing that his or her conduct, in respect of which the eligible proceeding was brought, was lawful; or
- (c) such eligible proceeding is brought by or on behalf of the Society or a subsidiary of the Society unless the Supreme Court of British Columbia, on the application of the Society, approves the indemnification or payment of expenses.

13.4. Insurance

The Society may purchase and maintain insurance for the benefit of an eligible party or a representative of such eligible party against any liability that may be incurred by reason of the eligible party being or having been a director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

14.

Auditor

14.1. Application of this Part

This Part applies only where the Society is required to have an auditor or for as long as the Society has resolved by ordinary resolution to have an auditor.

14.2. Appointment of Auditors

The first auditor, if any, shall be appointed by ordinary resolution or by the Board, to hold office until the close of the first annual general meeting following the appointment. Each auditor, if any, subsequent to the first auditor shall be appointed at each annual general meeting, by ordinary resolution, to hold office until the close of the next annual general meeting. If a subsequent auditor is not appointed as required above, and the Society is required to have an auditor pursuant to Section 14.1, the auditor in office continues as auditor until a successor is appointed.

14.3. Remuneration of Auditors

The remuneration of the auditor shall be fixed by the Board.

14.4. Vacancy

If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under Section 14.5, the Board may appoint an auditor to hold office until the close of the next annual general meeting.

14.5. Removal of Auditors

The Society may, by ordinary resolution passed at a general meeting called for the purpose, remove its auditor before the expiration of the auditor's term of office, and must, by ordinary resolution passed at such general meeting, appoint a person as auditor for the remainder of the term of office of the auditor so removed.

14.6. Notice to Auditor Proposed to be Removed

Before calling a general meeting for the purpose of removing its auditor, the Society must send to the auditor a written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be sent, and a copy of all of the materials proposed to be

sent to the members in connection with the meeting. The Society must send to the auditor who is proposed to be removed the records referred to above at least 14 days before the date on which the notice of the meeting is sent. The auditor may send to the Society written representations respecting the auditor's proposed removal as auditor, and, if the Society receives those written representations at least 7 days before the date on which the notice of the meeting is sent, the Society must send a copy of those representations with the notice of the meeting.

14.7. Qualification and Independence of Auditor

A person appointed as auditor of the Society shall be qualified to act as an auditor and be independent of the Society within the meaning of the Societies Act.

14.8. Auditor to Attend General Meetings

The auditor of the Society is entitled, in respect of a general meeting, to each notice and other communication relating to the meeting to which a member is entitled, to attend the general meeting, and to be heard at the general meeting on any part of the business of the general meeting that deals with the financial statements of the Society or any other matter with respect to which the auditor has a duty or function. A member may, by written notice received by the Society at least 7 days before such general meeting, require the attendance of the auditor at a general meeting at which the financial statements of the Society are to be considered, or the auditor is to be appointed or removed. If the Society receives such written notice from a member, the Society must promptly inform the auditor, the auditor must attend the general meeting and the Society must pay the expenses of that attendance.

15.

Investments, Borrowing, Distributions and Disposal of Undertaking

15.1. Investments

The Society may invest its funds only in an investment in which a prudent investor might invest.

15.2. Borrowing

The Society may from time to time, if authorized by the Board:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board may determine;
- (b) issue bonds, debentures, notes or other evidences of debt obligations either outright or as security for any liability or obligation of the Society at any time, to any person and for any consideration that the Board may determine.
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and

- (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of the Society.

15.3. Restrictions on Distributions

The Society must not distribute any of its money or other property other than:

- (a) for full and valuable consideration;
- (b) in furtherance of the purposes of the Society;
- (c) to a qualified recipient; or
- (d) for a distribution required or authorized by the Societies Act.

15.4. Disposal of Undertaking

The Society must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless the Society has been authorized to do so by special resolution.

16.

Notices and Access to Records

16.1. Method of Giving Notice

Unless the Societies Act or these Bylaws provide otherwise, a record (including any notice, statement or report) required or permitted by the Societies Act or these Bylaws to be sent to a member, director, senior manager, auditor or other person may be sent by any of the following methods:

- (a) by mail:
 - (i) for a record mailed to a member, director or senior manager to that person's registered address; and
 - (ii) in any other case, the intended recipient's most recent mailing address known to the sender;
- (b) by delivery:
 - (i) for a record delivered to a member, director or senior manager at that person's registered address;
 - (ii) for a record delivered to the Society at the delivery address of the registered office of the Society, by leaving the record in a mail box or mail slot for that delivery address; and

- (iii) in any other case by leaving the record with the person or an agent of the person or, in case of a person other than an individual, by leaving the record in a mail box or mail slot for the address at which the person carries on activities or business; or
- (c) if the intended recipient has provided an email address or fax number for that purpose, by email or fax to that email address or fax number.

16.2. Deemed Receipt

A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Section 16.1 is deemed to be received by the person to whom it was mailed on the beginning of 5th day after the record is mailed. A record that is delivered to a person at the applicable address for that person referred to in Section 16.1 is deemed to be received by the person to whom it was delivered on the beginning of the 3rd day after the record is delivered. If the person has provided an email address or fax number to which records may be sent, a record sent to such email address or fax number is deemed to be received by that person on the beginning of the 3rd day after the record is emailed or faxed to that email address or fax number.

16.3. Certificate of Sending

A certificate signed by the Secretary, if any, or other senior manager of the Society stating that a record was sent as required by Section 16.1 is conclusive evidence of the fact.

16.4. Members entitled to Records

A member is entitled to receive, without charge, one copy of the current constitution and bylaws of the Society and the most recent financial statements of the Society.

16.5. No Access to Board Documents

A member is not entitled to inspect, or receive copies of, the minutes of Board meetings, Board consent resolutions (including in camera meeting minutes) and the accounting records of the Society (other than the financial statements), with the exception of those portions of any of the above records that evidence a disclosure of a director's or senior manager's interest in the Board minutes or consent resolutions in accordance with Section 9.4 or the Societies Act.

17.

Signatories

17.1. Signatories

Except for documents executed in the usual and ordinary course of the Society's activities, which may be signed by any senior manager or employee of the Society acting within the scope of his or her authority, the following are the only persons authorized to sign any document on behalf of the Society:

- (a) the Chair together with any other director;
- (b) if the Chair is unable to provide a signature, by the Vice-Chair together with any other director;
- (c) the President together with any other director; or
- (d) any individual appointed by resolution of the Board to sign the specific document, that type of document or documents generally on behalf of the Society;

Any document so signed may, but need not, have the corporate seal of the Society applied, if there is one.

17.2. Facsimile Signatures

The signature of any individual authorized to sign on behalf of the Society may, if specifically authorized by resolution of the board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

17.3. Seal

The Board may provide a common seal for the Society and shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed. The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed in the presence of the Chair and Secretary or President and Secretary.

18.

Provisions from the Society's Pre-Transition Constitution

18.1. Former Article 10 of the Pre-Transition Constitution

The Bylaws shall not be amended except by special resolution and the prior written consent of Vancouver College.

Dated the _____ day of January, 2018.