

## BYLAWS OF L'ASSOCIATION DES PARENTS DE L'ÉCOLE CÔTE DU SOLEIL

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

### PART 1 – INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
  - a. "AGM" means the annual general meeting of the Association;
  - b. "Association" means l'Association des Parents de l'École Côte du Soleil (A.P.É.C.S.);
  - c. "Comité de partenaires" means the committee created under Bylaw D-400-18 adopted by the Conseil Scolaire Francophone de la Colombie-Britannique on June 21, 2008;
  - d. "Comité de partenaires Delegate" means a Director elected by the members of the Association as the Parents' representative on the "Comité de partenaires de l'École Côte du Soleil";
  - e. "Directors" means the Directors of the Association for the time being;
  - f. "General meeting" means a meeting of the members of the Association;
  - g. "Member" means a person who became a member in accordance with these bylaws and has not ceased to be a member;
  - h. "Officers" means the President, Vice President, Secretary, Treasurer, "Comité des partenaires" Delegate and the members at large of the Association;
  - i. "Parent" means, in respect of a student or a child registered at l'École Côte du Soleil;
    - i. the guardian of the student or child; or
    - ii. the person legally entitled to custody of the student or child; or
    - iii. the person who usually has the care and control of the student or child.
  - j. "Registered address" of a member means his address as recorded in the register of members;
  - k. "Term" means the time between the annual general meeting and the immediate next annual general meeting;
  - l. "School" means École Côte du Soleil.
2. Definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

### PART 2 – MEMBERSHIP

4. The members of the Association 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.
5. All parents of students registered at École Côte du Soleil are eligible to be members of the Association including administration and staff members who are parents of a student attending the school.
6. A parent becomes a member by filling the application form provided by the school.
7. Every member shall:
  - a. Uphold the constitution and comply with these Bylaws;
  - b. Attend general meetings whenever possible;
  - c. Be supportive to the School and its programs and services;
  - d. Inform the School's Secretary or his designate of his up-to-date address and email address (if any) for the purposes of receiving notices from the Association.
8. A person shall cease to be a member of the Association:
  - i. by delivering or emailing his resignation in writing to the Secretary of the Association or by mailing it to the address of the Association;
  - ii. on his or her death; or
  - iii. when he or she no longer has any children registered at the school.
9.
  - (1) A member may be expelled by special resolution passed at a general 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 general meeting before the special resolution is put to a vote.
10. All members are members in good standing, they must be the parent of a child registered at École Côte du Soleil.

### PART 3 - MEETINGS OF MEMBERS

11. (1) A minimum of 6 general meetings of the Association shall be held each school year at a time and location decided by the Directors, in accordance with the Societies Act.  
  
(2) The Directors may permit means, other than in person, by which members may participate in meetings, including videoconferencing or conference call. The Directors may also permit hybrid meetings, to give members the option to participate either in person or electronically.
12. (1) Notice of a general meeting must specify the place, day and hour of the meeting and the principal items on the agenda.  
(2) Notice of a general meeting shall be provided to members no less than 5 days prior to the meeting date.  
(3) 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.
13. An annual general meeting shall be held no later than October 15 of each school year.
14. The Directors, on the requisition of 10 % or more of the voting members, must convene a general meeting, in accordance with the Societies Act.
15. The Association's working language is primarily French. Translation of written documents into English may be provided and oral translation into English will be provided at the Association's general meetings upon request.

### PART 4 - PROCEEDINGS AT GENERAL MEETINGS

16. The Morin Rules of Order shall guide the proceedings of all meetings of the Association.
17. Procedure at an **annual general meeting** is as follow:
  - i. Adoption of the agenda;
  - ii. Ratification of the minutes of the last annual general meeting;
  - iii. Acceptation of the submission of the financial statement;
  - iv. Report of the Directors;
  - v. Report of the auditor, if any;
  - vi. Election of the Directors and Officers;
  - vii. Appointment of auditor if required;
  - viii. Other business that, under these bylaws, ought to be conducted at the AGM or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting;
  - ix. Adjournment of the meeting.
18. Procedure at a **general meeting** is as follow:
  - i. Adoption of the agenda;
  - ii. Adoption of the minutes of the last general meeting;
  - iii. Directors' reports;
  - iv. School principal's report;
  - v. Questions relating to the reports;
  - vi. New business;
  - vii. Adjournment of the meeting.
19. (1) A quorum is 3 members present or such greater number as the members may determine at a general meeting; one member has to be appointed by one director of the Association.  
(2) 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.  
(3) 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.
20. If within 30 minutes from the time appointed for a general meeting a quorum is not present:
  - a. the meeting if convened on the requisition of members, shall be terminated; or

- b. in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least 3 members present.
- 21. The President of the Association or in his absence the Vice President, or in the absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting.
- 22. If at a general meeting:
  - c. There is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
  - d. The President and all the other Directors present are unwilling to act as Chairperson;
  - e. The members present shall choose one of their number to be Chairperson.
- 23. Any resolution proposed at general meeting needs to be seconded and the Chairperson of a meeting may move or propose a resolution.
- 24. (1) An ordinary resolution needs a majority of the votes in favour of the resolution (50 % plus one) to pass.  
 (2) In the case of a tie vote, the chairperson does not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 25. A special resolution needs not less than 66 % of the votes in favour of the resolution to pass.
- 26. A member present at a general meeting is entitled to one vote.
- 27. Voting is by show of hands unless otherwise determined by the members.
- 28. Voting by proxy is not permitted. Members need to be present to vote.

## **PART 5 – DIRECTORS AND OFFICERS**

- 29. The Directors may exercise all such powers and do all such acts and things as the Association may exercise and do, which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of:
  - a. All laws affecting the Association;
  - b. These bylaws, and
  - c. Rules, not being inconsistent with these bylaws, which are made from time to time by the Association in a general meeting.
- 30. A rule made by the Association in a general meeting does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 31. The number of Directors shall be seven (7) plus “Comité de Partenaires” Designate or such number as may be determined from time to time by special resolution passed at a general meeting, but at no time the number of Directors shall be less than three (3).
- 32. (1) The Directors shall retire from office at each annual general meeting when their successors are elected.  
 (2) If no successor is elected, the person previously elected or appointed can continue to hold office if they choose to.
- 33. The Directors shall be elected at the annual general meeting for one term.
- 34. (1) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy.  
 (2) A Director so appointed holds office until the next annual general meeting.
- 35. Any elected Director who misses four (4) consecutive general meetings without cause may stand as a written resignation.
- 36. (1) The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his term in office and may elect, by majority vote, a successor to serve until the next AGM.  
 (2) The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.  
 (3) The person who is subject of the proposed resolution for removal shall be given an opportunity to be heard in person at the general meeting before the special resolution is put to vote.
- 37. An act or proceeding of the Directors is not invalid merely because there is less than the prescribed number of Directors in office.
- 38. The President, Vice President, Secretary, Treasurer, the “Comité de partenaires” Delegate and the 3 members at large are the Directors of the Association and shall be elected at the annual general meeting.
- 39. (1) The Directors may at any time appoint a Director to fill any Officer vacancy.  
 (2) Any Officer so appointed shall serve the unexpired Officer term of the Officer he is replacing.
- 40. A person shall not hold the office of President for more than two consecutive years unless no other participant is available or wishes to take on the Role.
- 41. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.

## **PART 6 – PROCEEDINGS OF DIRECTORS**

42. (1) The Directors may meet together at such places as they think fit for the transaction of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Association and these Bylaws.  
(2) The meetings may be held in whole or in part, by telephone or other communications medium if all participating in the meeting are able to communicate with each other.
43. The quorum necessary for the transaction of business shall be the majority of the Directors in office.
44. The President is the Chairperson of all meetings of the Directors unless the Directors otherwise decide.
45. The Directors, at any time, and the Secretary, on the request of two Directors, may convene a meeting of the Directors.
46. The Directors reserves the right to create and/or dissolve committees so as to fulfill the purposes of the Association as stated in its Constitution.
47. (1) The Directors may delegate any, but not all, of their powers to committees as they see fit. (2) A committee so formed in the exercise of the powers so delegated must 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 earliest meeting of the Directors to be held next after it has been done.
48. In the case of the first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly-elected or appointed Director for the meeting to be duly constituted.
49. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice which may be a letter, facsimile or email, of any meeting of the Directors and may at any time withdraw the waiver and until the waiver is withdrawn:
  - a.No notice of meeting of Directors shall be sent to that Director, and
  - b.Any and all meetings of the Directors, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
50. (1) Questions arising at any meeting of the Directors and committee shall be decided by a majority of votes.  
(2) In the case of a tie vote, the Chairperson does not have a second or casting vote.
51. A resolution proposed at a meeting of Directors or committee needs to be seconded, and the Chairperson of a meeting may move or propose a resolution.
52. 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 Directors
53. A Director who misses four (4) consecutive meetings without cause may be deemed to have tendered written resignation in accordance with Bylaw 38.

## **PART 7 – DUTIES OF OFFICERS AND DIRECTORS**

54. The President is:
  - a.The Chief Executive Officer of the Association;
  - b.The chief spokesperson for the Association; and
  - c.The supervisor of other Directors or Officers.
55. The President shall:
  - a.Preside all meetings of the Association;
  - b.Provide to all members notice of all meetings;
  - c.Make sure that an agenda is prepared and distributed in advance to the members for all meetings of the Association;  
Present a monthly report at general meeting;
  - d.Keep minutes of all meetings digitally of the Association and Directors;
  - e.Keep an accurate copy of the Constitution and Bylaws digitally, and make copies available to members upon request.
  - f.Take such actions or ensure that such actions are taken by others to achieve the objectives and purposes of the Association;
  - g.Have custody of all records of the Association except those required to be kept by the treasurer;
  - h.Conduct the correspondence of the Association;
  - i. The President shall maintain a record of the full name, residence address and email address (if any) of the members, the date on which the person is admitted as a member and the date on which the person ceases to be a member;
  - j. Present an annual report at the annual general meeting;
  - k.Authorize the Vice-President to attend to any duties; and
  - l. Be a signing officer of the Association.

56. The Vice President shall:
  - a. Assist the President in the performance of its duties;
  - b. Accept extra duties as required;
  - c. Carry out the duties and exercise the powers of the President during any absence of the President; and
  - d. Be a signing officer of the Association.
57. The Secretary shall:
  - a. Record written minutes of any or all meetings;
  - b. Once approved, distributes minutes to the members of the Association in a timely matter;
  - c. Can be a signing officer of the Association; and
  - d. Monitors emails sent to the Association's email address.
58. The Treasurer shall:
  - d. Administer and be responsible for the monies in the accounts of the Association;
  - e. Keep financial records including books of account as are necessary to comply with the Society Act and the Bylaws of the Association;
  - f. Render financial statements to the Directors, members and others when required; and
  - g. Be a signing officer of the Association.
59. The "Comité de partenaires" Delegate shall:
  - a. Attend all meetings of the "Comité de partenaires";
  - b. Represent, speak, and vote on behalf of the Association at the Comité de partenaires meetings;
  - c. Request and take direction from the members and the Directors;
  - d. Report to members and Directors the nature of the discussions and the decisions taken by the "Comité de partenaires";
  - e. Attend general and Directors meetings as directed by the members or the Directors.
60. Other Directors shall:
  - a. Participate to the decision making process of the Association;
  - b. Chair committees and accept extra duties as required;
  - h. Be signing officers if needed.
61. Any one of the positions of the Directors may be shared by a maximum of two (2) persons.
62. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.
63. (1) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.  
(2) If a Secretary-Treasurer holds office, the total number of Directors must not be less than 5 or the greater number that may have been determined under Bylaw 33.
64. The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.
65. A Director shall:
  - a. Act honestly, in good faith and in the best interest of the Association; and
  - b. Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.
66. Directors shall ensure that all reports, including financial reports, required by law to be prepared by the Association for the annual general meeting are prepared.
67. The Directors shall ensure that all financial and other reports that have to be filed after the annual meeting are filed as required by the Society Act and Income Tax Act or other law.
68. The Directors shall ensure the Association has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.
69. The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
  - a. All money received and disbursed by the Association;
  - b. Every asset and liability of the Association; and
  - c. Every other transaction affecting the financial position of the Association.
70. A Director who is directly or indirectly interested in a proposed contract, transaction or other potential conflict of interest with the Association shall disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of the Societies Act.

71. A Director deemed by other Directors to be in a conflict of interest as determined by a majority vote of Directors may be restricted from voting on such proposed contract or transaction

## **PART 8 – AUDITOR**

72. This part applies only if the Association is required or has resolved to have an auditor.
73. The first auditor must be appointed by the Directors, who must also fill all vacancies occurring in the office of auditor.
74. At each annual general meeting, the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
75. An auditor may be removed by ordinary resolution.
76. An auditor must be promptly informed in writing of the auditor's appointment or removal.
77. A Director or an employee of the Association shall not be the auditor of the Society.
78. The auditor may attend general meetings.

## **PART 9 - ELECTIONS**

79. (1) Nominations must be officially open seven (7) days before the Annual General Meeting.  
(2) Nominations can be presented to the Board in writing and signed by a member and by the nominee.  
(3) A member can nominate himself, but his nomination must be seconded by another member.
80. A member absent during the election may be elected if he has previously submitted a written or verbal acceptance of his nomination.
81. Before each election, the chairperson or the President of elections if one is nominated by the members present at the AGM, will ask for and accept any nominations from members present at the assembly.
82. The elections will be carried out by acclamation or by secret ballot. Means of voting by secret ballot during meetings held electronically (by videoconferencing or conference call) will be determined by the Directors, taking into account the chosen format and the technology available.
83. All voting members who are present at the Annual General Meeting are entitled to one vote.

## **PART 10 – COMITÉ DE PARTENAIRES**

84. The members of the Association shall elect representative(s) to the "Comité de partenaires" no later than October 15 of each year.
85. The number of representatives to be elected is part of the letter of agreement signed by all members of the "Comité de partenaires".
86. The representative(s) must be parent(s) of students enrolled in the school.
87. One of the representatives must be the "Comité de partenaires Delegate".
88. An employee of any school board in the province of British Columbia is not eligible to be elected or appointed as an Association's representative on the "Comité de partenaires".
89. The term of office of a representative is one year.

## **PART 11 - NOTICES TO MEMBERS**

90. Notice of a general meeting may be given to a member, either:
  - a. By email if the member provided an address for that purpose;
  - b. By mail to the member's registered address; or
  - c. Hand delivered.
91. Notice sent by mail or email shall be deemed to have been given on the second day following that on which the notice is sent, and in proving that notice has been given, it is sufficient to prove that the notice was sent to the address or email address provided by the member as required by these Bylaws.
92. Notice of a general meeting shall be given to:
  - i. Every member shown on the register of members on the day notice is given.

## **PART 12 - CODE OF CONDUCT**

93. The Association is not a forum for the discussion of individual school personnel, students, parents or other individual members of the school community.

94. A Director who is approached by a parent with a concern relating to an individual is in a privileged position and must treat such discussion with discretion, protecting the confidentiality of the people involved.
95. A parent who accepts a position as a Director of the Association shall:
  - a. Uphold the Constitution and Bylaws, policies and procedures of the Association;
  - b. Perform his/her duties with honesty and integrity;
  - c. Work to ensure that the well-being of the students is the primary focus of all decisions;
  - d. Respect the rights of all individuals;
  - e. Take direction from the members, ensuring that representation processes are in place;
  - f. Encourage and support parents and students with individual concerns to act on their own behalf and provide information on the process for taking forward concerns;
  - g. Work to ensure that issues are resolved through due process;
  - h. Strive to be informed and only pass on information that is reliable and correct to the best of his or her knowledge; and
  - i. Respect all confidential information.

## **PART 13 – BYLAWS**

96. On being admitted to membership, and upon request, each member is entitled to an electronic or hard copy of the Constitution and Bylaws of the Association.
97. These Bylaws shall not be altered or added to except by special resolution.
98. Amendments to the Constitution and Bylaws of the Association may be made by special resolution at an annual general meeting or special meeting\*, provided:
  - a. 14 days' notice of the meeting with specific amendments proposed is given to all members; and
  - b. A majority of not less than 66% of the votes cast by members present at the meeting is required to adopt the proposed amendments.
99. Upon winding up or dissolution of the Society:
  - j. Funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution or such charitable organization or organizations in British Columbia having a similar charitable purpose;
  - k. All funds from the gaming account shall be disbursed in accordance with the provisions of the Gaming Policy and Enforcement branch, Ministry of Public Safety and Solicitor General;
  - l. Records of the Society shall be placed under the jurisdiction of the school principal of École Côte du Soleil.
100. The purposes of the Association shall be carried out without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its purposes.
101. The Association is a not-for-profit organization with the goal of promoting French education and extra curricular activities for the students of École Côte du Soleil.