

HIGHLANDS ELEMENTARY SCHOOL PARENT ADVISORY COUNCIL

(the "Society")

**RESOLUTIONS OF THE
MEMBERS OF THE SOCIETY**

RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The existing purpose of the Society's Constitution be amended by adding paragraphs 3, 4 and 5 to the Society's Constitution as attached hereto as Schedule "A"; and
2. The existing Bylaws of the Society be amended by deleting the existing Bylaws and replacing the existing Bylaws with the Bylaws attached hereto as Schedule "A".

DATED at North Vancouver, British Columbia the 21st day of November, 2001.

HIGHLANDS ELEMENTARY SCHOOL
PARENT ADVISORY COUNCIL

By:



Alison Brown, President/Director

DEC 17 2001

FORM 10
(Sections 66 and 67)

Howell
25 JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

HIGHLANDS ELEMENTARY SCHOOL PARENT ADVISORY COUNCIL

PROVINCE OF BRITISH COLUMBIA

SOCIETY ACT

Certificate of Incorporation
No. S-16968

COPY OF RESOLUTION

The following is a copy of a special resolution passed in accordance with the Bylaws of the Society on November 21, 2001.

“RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The existing purpose of the Society’s Constitution be amended by adding paragraphs 3, 4 and 5 to the Society’s Constitution as attached hereto as Schedule “A”; and
2. The existing Bylaws of the Society be amended by deleting the existing Bylaws and replacing the existing Bylaws with the Bylaws attached hereto as Schedule “A”.”

DATED the 21 day of November, 2001.

HIGHLANDS ELEMENTARY SCHOOL
PARENT ADVISORY COUNCIL

By:



Alison Brown, President/Director

- Note:
- (a) No special resolution has effect until accepted by the Registrar of Companies.
 - (b) Send, in duplicate, to the Registrar of Companies.
Mailing Address: P.O. Box 9431 Stn. Prov. Govt., Victoria, B.C., V8W 9V3
Location Address: 2nd Floor, 940 Blanshard Street, Victoria, B.C.
Telephone number: (250) 356-8673
together with applicable fee

SCHEDULE "A"

HIGHLANDS ELEMENTARY SCHOOL PARENT ADVISORY COUNCIL CONSTITUTION AND BYLAWS

1. Name:
The name shall be the Highlands Elementary School Parent Advisory Council.

2. Purpose:
 - (a) To foster communication between parents and the Highlands Elementary School;
 - (b) To encourage the growth of educational excellence at the Highlands Elementary School;
 - (c) To work for physical, social, cultural, educational, avocational and recreational improvement within the community surrounding the Highlands Elementary School; and
 - (d) To co-operate and consult with other agencies and organizations toward the more effective implementation and administration of these objectives.

3. In the event of a wind-up or dissolution of the Highlands Elementary School Parent Advisory Council and following payment of all outstanding debts, the Highlands Elementary School Parent Advisory Council shall transfer all of its remaining property and assets to a charitable institution having similar objectives and purposes within British Columbia or to the Minister of Finance (British Columbia).

4. The purpose of the Highlands Elementary School Parent Advisory Council shall be carried out without purpose of gain for its members, and any profits or other accretions to the Highlands Elementary School Parent Advisory Council shall be used for promoting its purposes.

5. Sections 3, 4 and 5 of this Constitution are unalterable in accordance with the *Societies Act*.

BYLAWS

Part 1 – Interpretation:

1. In these bylaws, unless the context otherwise requires,
 - (a) “directors” means the directors of the Society for the time being;
 - (b) “registered address” of a member means his address as recorded in the register of members;
 - (c) “School” means Highlands Elementary School;
 - (d) “Societies Act” means the Societies Act of the province of British Columbia from time to time in force and all amendments to it; and
 - (e) “Society” means the Highlands Elementary School Parent Advisory Council
2. The 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 persona and a corporation.

Part 2 - Membership

4. Parents and guardians of all children attending the School have the right to apply to the directors at any time for membership in the Society for the period until the Society’s next Annual General Meeting and on acceptance by the directors these persons shall be members of the Society. All members aged 16 or older shall be considered adult members and are entitled to one vote each at General Meetings of the Society.
5. Participation in programs or activities outside of the regular School curriculum shall be open to all persons. Participation shall be by registration accompanied by the payment of such fees as may be set from time to time by the directors of the Society.

6. 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.
7. Every member shall uphold the constitution and comply with these bylaws.
8. The amount of the annual membership dues shall be determined by the directors of the Society from time to time.
9. A person shall cease to be a member of the Society:
 - (a) on the day immediately following the date of any Annual General Meeting of the Society unless such person has been elected as a director at that Annual General Meeting;
 - (b) on the member's death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 12 consecutive months.
10. 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; or
 - (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.
11. All members are in good standing except a member who has failed to pay his current annual membership fee, if any, 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.

Part 3 – Directors

12. The directors of the Society shall be the President, Vice-President, Secretary, Treasurer, Fundraising Co-ordinator and the Past President of the Society. In addition, the members of the Society may by resolution at an Annual General Meeting increase the number of directors for the ensuing year by designating further officers or members to be directors of the Society. These persons, except the Past President, shall be elected from within and by the members of the Society and shall be deemed to be the directors of the Society.
13. The process of election of the directors is as follows:
 - (a) the directors shall be elected by the members at the Annual General Meeting preceding each school year;
 - (b) the directors shall retire from the office held at each Annual General Meeting when their successors shall be elected;
 - (c) voting may be by a show of hands or by ballot, as the outgoing directors decide;
 - (d) separate elections shall be held for each office to be filled; and
 - (e) an election may be by acclamation.
14. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, otherwise lawfully directed or required to be exercised or done by the Society in a General Meeting, but subject, nevertheless, to the provisions of:
 - (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a General Meeting.
15. No rule, made by the Society in a General Meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

16. If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
17. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
18. The members may by special resolution remove a director before the expiration of his term of office.
19. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 4 – Proceedings of Directors

20. The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
21. The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be 3 of the directors then in office.
22. The President shall be chairperson of all meetings of the directors; but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairperson, but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
23. A director may at any time, convene a meeting of the directors by giving 2 days written notice to all other directors at the director's registered address.
24. The directors may delegate any, but not all, of their powers to the Executive Committee as they think fit.
25. For a 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 or directors for the meeting to be duly constituted, if a quorum of the directors is present.

26. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of any meeting of the directors and may, at any time withdraw the waiver, and until the waiver is withdrawn:
 - (a) no notice of meetings of directors shall be sent to that director; and
 - (b) any and all meetings of the directors of the Society, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.
27. Questions arising at any meeting of the directors shall be decided by a majority of votes.
28. Each director in good standing present at the meeting of the directors is entitled to one vote.
29. Voting is by show of hands.
30. Voting by proxy is not permitted.
31. In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a director and the proposed resolution shall not pass.
32. No resolution proposed at a meeting of directors need be seconded and the chairperson of a meeting may move or propose resolution.
33. 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.

Part 5 – Executive Committee

34. The directors of the Society are deemed to comprise the Executive Committee of the Society.

35. The Executive Committee shall exercise the powers delegated to it by the directors of the Society and shall conform to any rules that may from time to time be imposed on it by the directors.

Part 6 – Proceedings of Executive Committee

36. The principal of the School is an ex officio member of the Executive Committee and has the right to attend any meeting of the Executive Committee but does not have the right to vote on any questions arising at any meetings of the Executive Committee.
37. The Executive Committee may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
38. The Executive Committee may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be 3 of the Executive Committee then in office.
39. The President shall be chairperson of all meetings of the Executive Committee; but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairperson, but if neither is present the Executive Committee present may choose one of their number to be chairperson at that meeting.
40. Any member of the Executive Committee may at any time, convene a meeting of the Executive Committee by giving 2 days written notice to all other members of the Executive Committee at the member's registered address.
41. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes.
42. Each member of the Executive Committee in good standing present at the meeting of the Executive Committee is entitled to one vote.
43. Voting is by show of hands.

44. Voting by proxy is not permitted.
45. In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member of the Executive Committee and the proposed resolution shall not pass.
46. No resolution proposed at a meeting of Executive Committee need be seconded and the chairperson of a meeting may move or propose resolution.

Part 7 – Duties of Officers

47. The President:
 - (a) is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties; and
 - (b) shall preside at all meetings of the Society, of the directors and of the Executive Committee if present.
48. The Vice-President shall carry out the duties of the President during the President's absence.
49. The Secretary shall:
 - (a) keep minutes of all meetings of the Society, the directors and the Executive Committee;
 - (b) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (c) maintain the register of members, directors and officers;
 - (d) conduct the correspondence of the Society; and
 - (e) issue notices of meetings of the Society, the directors and the Executive Committee.

50. The Treasurer shall:
- (a) keep such financial records, including books of account, as are necessary to comply with the Societies Act; and
 - (b) render financial statements to the Executive Committee, directors, members and others when at each General Meeting.
51. The Fundraising Co-ordinator shall:
- (a) organize all fundraising events of the Society; and
 - (b) report to the Executive Committee, directors and members regarding fundraising events.
52. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Meetings of Members

53. A quorum of the Society at any Annual or General Meeting shall be at least 5 members present in person.
54. The meetings of the Society shall be conducted in accordance with Roberts Rules of Order.
55. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
56. General Meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
57. The directors may, whenever they think fit, convene a General Meeting at such time and place, in accordance with the Societies Act.

58. 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.
59. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that General Meeting.
60. The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

Part 9 – Proceedings at General Meetings

61. Special Business is:
 - (a) all business at an Extraordinary General Meeting except the adoption of rules or order; and
 - (b) all business, that is transacted at an Annual General Meeting, except:
 - (i) the adoption of the rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) such other business as, under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

62. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a meeting at a time when a quorum is not present.
63. If at any time during a 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.
64. If within 30 minutes from the time appointed for a meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated, but 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.
65. The President shall be the chairperson of all meetings of the Society; but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairperson, but if neither is present any other director present may be chairperson at that meeting.
66. If at a meeting:
 - (a) there is no President, Vice-President, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the President and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairperson.
67. A meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
68. Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
69. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

70. No resolution proposed at a meeting needs to be seconded and the chairperson of the meeting may move or propose a resolution.
71. In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
72. A member in good standing present at a meeting of members is entitled to one vote.
73. Voting is by show of hands.
74. Voting by proxy is not permitted.

Part 10 – Finances

75. The Council shall present to the members of the Society at the Annual General Meeting, a Financial Statement showing the income and expenditures, assets and liabilities of the Society during the preceding fiscal year. Such Financial Statement shall be signed by two or more officers of the Society or by its Auditor.
76. All books and records of the Society shall be open to any member's inspection at any reasonable time.
77. The Society shall not exercise borrowing powers.

Part 11 – Auditor

78. This Part applies only where the Society is required or has resolved to have an auditor.
79. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
80. At each Annual General Meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.
81. An auditor may be removed by ordinary resolution.

82. An auditor shall be informed forthwith in writing of appointment or removal.
83. No director and no employee of the Society shall be an auditor.
84. The auditor may attend General Meetings.

Part 12 – Notice to Members

85. A written notice, in accordance with the Societies Act, may be given to a member personally, by facsimile, by electronic mail, by regular mail to the member's registered address or by posting a notice at the School of any Annual General Meeting or any General Meeting.
86. Any written notice sent in accordance with section 85 is deemed to have been given on the day that the notice is sent, delivered or posted.
87. Notice of an Annual or any General Meeting shall be given to:
 - (a) every member shown on the register of members on the day notice is given;
 - (b) the auditor, if Part 10 applies; and
 - (c) no other person is entitled to receive a notice of an Annual or any General Meeting.

Part 13 – Bylaws

88. On being admitted to membership, a member is entitled to and the Society shall give the member if requested, without charge, a copy of the constitution and bylaws of the Society.
89. These bylaws shall not be altered or added to except by special resolution.