

SOCIETIES ACT  
CONSTITUTION

1. The name of the Society is L'Association des Parents de L'Ecole Bilingue de Vancouver.
2. The purposes of the Society are to:
  - (a) facilitate, promote, and carry out activities and programs which advance bilingual education in English and French for the students, parents, teachers and staff of L'Ecole Bilingue de Vancouver (the "School"), consistent with the law and legal requirements governing a charitable organization;
  - (b) collect, solicit and manage funds directed to the pursuit of advancing bilingual education at the School;
  - (c) advance the School's learning environment by providing supplementary funding for the acquisition, operation, and maintenance of materials, equipment, services, instructors, and off-site experiences that enhance the programs and educational services provided by the School;
  - (d) meet, consult, and advise the principal, teachers, and other staff of the School on parental views regarding activities, programs, and educational services provided by the School;
  - (e) to communicate with parents, facilitate communication between the parents and the School, and to promote co-operation and co-ordination between the homes of students and the School in pursuit of positive educational experiences;
  - (f) to assist parents in accessing the educational system and to advocate on behalf of parents and students, which may include participation in the District Parent Advisory Council or in the associations of other bodies representing parents and students in other schools in Vancouver and the Province of British Columbia;
  - (g) organize the activities and events, including fund raising events, of the Society;
  - (h) contribute to the effectiveness and success of the School by promoting the voluntary involvement of parents and other community members in programs, activities and services offered by the School; and

- (i) do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.

BYLAWS OF  
L'ASSOCIATION DES PARENTS DE L'ECOLE BILINGUE  
DE VANCOUVER

Part I- INTERPRETATION

1. In these bylaws and the Constitution of the Society, unless the context otherwise requires:
  - (a) “appointed director” means a director appointed in accordance with these bylaws;
  - (b) “board” means the directors acting as authorized by the constitution and bylaws of the Society in managing or supervising the management of the affairs of the society and exercising the powers of the Society;
  - (c) “bylaws” means the bylaws of the Society as filed in the Office of the Registrar of Companies in Victoria;
  - (d) “directors” means the directors of the Society for the time being, and includes appointed, elected, first or replacement directors;
  - (e) “elected director” means a director of the Society elected in accordance with these bylaws;
  - (f) “first director” means a director whose name is listed in the List of First Directors filed with the Registrar at the time of incorporation;
  - (g) “members” means the applicants for incorporation and those persons who subsequently have become members in accordance with these bylaws, and, in either case, have not ceased to be members and a “member” means any one of them;
  - (h) “ordinary resolution” means
    - (i) A resolution passed in general meeting by the members of the Society by a simple majority of the votes cast in person; or
    - (ii) A resolution that has been submitted to the members of the Society and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the Society; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the Society
  - (i) “parent” is as defined in the School Act and means:

- (i) a parent or other person who has guardianship or custody of the student or child, other than a parent or person who, under an agreement or order made under the Family Law Act that allocates parental responsibilities, does not have parental responsibilities in relation to the student’s or child’s education; or
  - (ii) a person who usually has the care and control of the student or child.
- (j) “registered address” of a member means the address as recorded in the register of members;
- (k) “replacement director” means a director of the Society appointed or elected in accordance with these bylaws as a replacement director;
- (l) “School” means L’Ecole Bilingue de Vancouver;
- (m) “Society” means L’Association Des Parents de L’Ecole Bilingue de Vancouver (also known as “LAPEB”);
- (n) “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
- (o) “special business” means
- (i) All business that is transacted at a special general meeting, except the adoption of rules of order; and
  - (ii) All business that is transacted at an annual general meeting, except:
    - (A) The adoption of rules of order;
    - (B) Consideration of the financial statement;
    - (C) The report of the directors, if any;
    - (D) The report of the auditor, if any;
    - (E) The election of directors;
    - (F) The appointment of the auditor, if required; and
    - (G) Such other business that, under these bylaws or any governing statutes, ought to be business as brought under consideration by the report of

the directors issued with the notice of the meeting.

- (p) “special resolution” means
- (i) A resolution passed in general meeting by a majority of not less than 75% of the votes of those members of the Society who, being entitled to do so, vote in person; or
  - (ii) A resolution consented to in writing by every member of the Society who would have been entitled to vote in person at a general meeting of the Society.
2. Except where they conflict with the definition contained in these bylaws, the definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
  3. The activities of the Society shall be carried on without purpose of gain for its members and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society.
  4. Upon a winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution including the remuneration of a liquidator, and, after payment to employees of the Society of any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to such charities, registered under the provisions of the Income Tax Act, as shall be designated by the board. Any of such funds and property remaining which had originally been provided for specific purposes, shall, wherever possible, be distributed to charities registered under the provisions of the Income Tax Act carrying on work with similar nature to such specific purposes.
  5. Paragraphs 3, 4 and 5 are unalterable.
  6. The business of the Society will be unbiased in respect of race, religion, gender, politics, sexual orientation, and physical or mental ability.
  7. Communications between the Society and its members, including notices where required by these bylaws, must be in writing. Members may communicate with the Society by delivering their communication to the Secretary, mailing it to the Society’s mailing address under the Societies Act, depositing it in the Society’s mailbox at the School, or by sending it to the Society’s email address.

## Part II-MEMBERSHIP

8. Voting members of the Society shall be the parent of a child registered in the School.
9. Non-voting members of the Society shall be:
  - (a) the Principal of the School;
  - (b) the Vice Principal of the School;
  - (c) a teacher representative, if chosen by the Principal; and
  - (d) a student representative, if chosen by the Principal.
10. Every member will uphold the constitution and comply with these bylaws.
11. At no time will the Society have more non-voting than voting members.
12. There shall be no annual membership dues.
13. Any voting member may withdraw from the Society by delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society: L'Ecole Bilingue 1166 West 14<sup>th</sup> Avenue, Vancouver BC, V6H 1P6.
14. A person shall immediately cease to be a voting member of the Society:
  - (a) Upon delivering their resignation in writing;
  - (b) Upon their death; or
  - (c) Upon ceasing to be in good standing for a period of twelve consecutive months;
15. A voting member may be expelled where they carrying out any conduct which is detrimental to the purposes of the Society as determined by the board in its sole discretion, acting reasonably.
16. The membership of a person in the Society is not transferrable.
17. Voting members shall be in good standing except a member who has failed to pay any debt due and owing by themselves to the Society, and such member is not in good standing as long as the debt remains unpaid.



### Part III-MEETING OF MEMBERS

18. 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.
19. The board may, whenever it thinks fit, convene a general meeting.
20. General meetings will be held not less than three times during the school year.
21. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the board shall decide.
22. Notice of meetings of the Society shall be given to every person known to the Society to be members on the day notice is given and for whom an email address has been provided by the member to the Society. No other person is entitled to receive notice of meetings of the Society.
23. The Society shall give not less than 14 days written notice of a general meeting.
24. Notice of a general meeting shall specify the place, the day, and the hour of the meeting, and, in case of special business, the general nature of that business.
25. The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive it, does not invalidate proceedings at the meeting.
26. The Society shall give not less than 30 days written notice of an annual general meeting to its members entitled to receive notice of such a meeting.
27. Notice of an annual general meeting shall specify the place, the day, the hour of the meeting and the general nature of business to be transacted.
28. The accidental omission to give notice of an annual general meeting to, or the non-receipt of notice by, any of the members entitled to receive it, does not invalidate proceedings at the meeting.

### PART IV-PROCEEDINGS AT GENERAL MEETINGS

29. At a general meeting, a quorum is one director and at least 10 additional voting members.



30. If a quorum is not present at a general meeting, the only business that shall be conducted is the election of a chairperson and the adjournment or termination of the meeting.
31. If at any time during a general meeting there ceases to be a quorum present, business in progress shall be suspended until there is a quorum present, or until the meeting is adjourned or terminated.
32. The Chair of the Society, or in their absence, a directors shall preside as chair of a general meeting.
33. Any issue at a general meeting which is not required by these bylaws or the Societies Act to be decided by a special resolution shall be decided by an ordinary resolution and except as provided elsewhere in these bylaws, all ordinary resolutions will be decided by a simple majority of the votes cast (50% plus 1 vote).
34. A member in good standing is entitled to one vote.
35. The chair may vote, but if it does so and the result is a tie, it shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
36. Voting shall be by a show of hands unless the chair or the majority of the voting members present determine that a secret ballot is required. Where a secret ballot is used, a vote will be taken to destroy the ballots following the secret ballot.
37. Members must vote in person on all matters. Voting by proxy is not permitted.

#### Part V – DIRECTORS

38. There shall be between three and five directors.
39. The following officers shall be elected at the annual general meeting and, once elected, shall occupy positions as directors and shall form the Executive Committee of the board: Chair, Vice-Chair, Secretary, and Treasurer.
40. The term of office of the Chair and Vice-Chair shall be one year immediately following the election.
41. The term of office of the Secretary and Treasurer shall be two years immediately following the election.

42. At the conclusion of the Chair's term of office, the Chair shall serve an additional year in the office of Past Chair and will occupy a position as a director for that year.
43. A voting member is eligible to serve in office, except elected officials, managers or administrators of School District No. 39 or elected officials, managers or administrators of the Ministry of Education.
44. Directors may be elected to two consecutive terms in the same office but then must cease to be a director for at least one year before being eligible for re-election.
45. No officer may be acclaimed. A candidate must receive 50% plus 1 vote of the votes cast to be elected except where there is more than one candidate for a position. In those cases, elections shall be by secret ballot and the candidate receiving the most votes is deemed to be elected.
46. No more than one parent of a particular child in attendance at the School, or of a group of siblings in attendance at the School, may serve as a director at the same time.
47. The members may, by a majority of not less than 75% of the votes cast, remove an officer before the expiration of their term, and may elect an eligible member to complete the term.
48. Written notice specifying the intention to make a motion to remove an officer must be given to all members not less than 14 days before the meeting.
49. If an officer resigns or otherwise ceases to hold office during their term, the members may by an ordinary resolution appoint a person to take the place of such officer until the next annual general meeting.
50. A person shall immediately cease to be a director of the Society:
  - (a) Upon delivering their resignation in writing to the Secretary of the Society or to the address of the Society;
  - (b) Upon ceasing to hold the office by virtue of which they are a director;
  - (c) Upon being removed by an ordinary resolution subject to the Societies Act requirements;
  - (d) Upon their death; or

- (e) Upon failing to attend three consecutive meetings of the board of which they had notice, unless a waiver has been filed or the board passes a resolution, evidenced in writing, specifically waiving this condition.
51. No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.
  52. No act or proceeding of the board is invalid by reason only of there being less than the prescribed number of directors.
  53. Notwithstanding anything in these bylaws, the persons whose names are listed in the List of First Directors filed with the Registrar at the time of incorporation shall be the first directors and the term of each such first director shall be deemed to terminate at the close of the first annual general meeting of the Society.
  54. Each director shall unreservedly subscribe to and support the purposes of the Society.
  55. The board may exercise all powers and do all acts and things that the Society may, and which are not by these bylaws or otherwise lawfully directed or required to be exercised or done by the members in a general meeting.
  56. The property and the affairs of the Society shall be managed by the board.
  57. The board shall have the power to make expenditures for the purpose of furthering the purposes of the Society.
  58. The board shall take such steps as it deems necessary to enable the Society to be the beneficiary of donations, bequests, funds, trusts, contracts, advances or loans for the purpose of furthering the purposes of the Society. The board in its sole and absolute discretion may refuse to accept any donations, bequests, funds, trusts, advances or property.
  59. In investing the funds of the Society, the board may make any investments which in its opinion are prudent. Subject to the provisions of the Societies Act, the directors shall not be liable for any loss, which may result from any such investments.

#### Part VI - PROCEEDINGS OF THE BOARD

60. Meetings of the board may be held at any time and place to be determined by the board, provided that 3 days notice of such meeting shall be sent in writing to each director. No formal notice shall be necessary if the time and place of a board meeting is determined at a previous board meeting at which all

directors were present, or waive notice thereof. A meeting of the board may proceed in the absence of notice if all directors are present.

61. Meetings of the board may be held, or any director may participate, by conference call or similar communication equipment, so long as all directors participating in the meeting can hear and respond to one another. All such directors so participating shall be deemed to be present in person.
62. The quorum to transact business at a meeting of the board shall be a simple majority of the directors in office at the time when the meeting convenes, unless the board determines it to be otherwise.
63. The Chair shall chair all meetings of the board. If the Chair is not present within 15 minutes after the time appointed for a meeting to commence, any one of the directors present may chair that meeting.
64. The Chair may at any time convene a meeting of the board. In addition, any two directors may at any time jointly require the Chair to convene a meeting of the board.
65. No resolution proposed at a meeting of the board need be seconded and the chair of a meeting may move or propose a resolution.
66. A simple majority of votes cast at a meeting of the board shall be required to pass a resolution of the board.
67. The chair may vote, but if it does so vote and the result is a tie, it shall not be permitted to vote again to break the tie. In those circumstances the resolution being voted on shall be deemed to have failed.
68. Voting shall be by show of hands unless a majority of the directors present at a meeting of the board determine otherwise.
69. A resolution in writing, signed by all the directors and deposited with the Secretary, is as valid and effective as a resolution of the board passed at a meeting of the board.
70. A director who contemplates absence or is temporarily absent from British Columbia may waive notice of board meetings for a period of not longer than one year. Until the waiver is withdrawn:
  - (a) Notice of meetings of the board need not be sent to that director; and
  - (b) No meeting of the board shall be invalid solely due to failure to give notice to that director.

71. The board shall from time to time determine whether and under what conditions documents, including accounting records, of the Society shall be open to the inspection of members of the Society who are not directors. In the absence of such determination by the board, the documents, including accounting records, of the Society shall not be open to the inspection of members of the Society who are not directors.

#### Part VII - COMMITTEES

72. The board may delegate any, but not all, of its powers to committees as it thinks fit.
73. A committee so formed shall conform to any rules that may from time to time be imposed on it by the board, and shall report every act or thing done in exercise of its powers at the next following meeting of the board, or at such other time as the board directs.
74. The members of a committee may meet and adjourn as they think proper and the meetings of committees shall be governed by the rules set out in Part VI of these bylaws governing the meetings of the board, with such modifications as the circumstances require.
75. Unless specifically designated as a standing committee, any committee must be created for a specified time period, or a specified task, only. Upon completion of the earlier of the specified time period or the task for which it was created, a committee shall automatically be dissolved.
76. The Executive Committee shall be a standing committee of the board.
77. Subject to the control of the board, the Executive Committee shall have the power to transact all business of the Society in the interim between board meetings. Three members shall constitute a quorum. The Executive Committee shall meet at the call of the Chair or of any two members.

#### Part VIII - DUTIES OF OFFICERS

78. Should a Chair for any reason not be able to complete their term, the Vice-Chair shall act as Chair until a new Chair is elected at a general meeting of members.
79. The Secretary shall be responsible for making necessary arrangements for:
  - (a) Issuing notices of meetings of the Society and directors;
  - (b) Keeping minutes of all meetings of the Society and the board;

(c) Custody of all records and documents of the Society except those required to be kept by the Treasurer;

(d) Custody of the common seal of the Society, if applicable;

(e) Maintaining a register of members; and

(f) The conduct of the correspondence of the Society.

80. The Treasurer shall be responsible for making necessary arrangements for:

(a) Keeping such financial records, including books of account, as are necessary to comply with the Societies Act; and

(b) Rendering financial statements to the directors, members and others when required.

81. In the absence of the Secretary from any meeting of the Society or the board, the directors present shall appoint another person to act as secretary at that meeting.

82. Notwithstanding these bylaws, the board may elect a secretary of the board for purposes of preparation and custody of minutes of board meetings.

#### Part IX - SEAL

83. The board may provide a common seal for the Society and it shall have the power from time to time to destroy such seal and substitute a new seal.

84. The common seal shall be used as authorized by a resolution of the board or, if there is no such resolution, in the presence of any two directors.

#### Part X -BORROWING

85. No monies may be borrowed except under the authority of a special resolution.

#### Part XI - COOPERATION

86. The Society shall have the right to subscribe to, become a member of, and cooperate with any other society, foundation, corporation or association whether incorporated or not, whose purposes or objectives are in whole or in part similar to the Society's purposes.

#### Part XII - INDEMNIFICATION

87. Subject to the provisions of the Societies Act, each officer, director, employee, or agent of the Society shall be indemnified by the Society against expenses

reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being, or having been an officer, director, employee or agent of the Society, except in relation to matters as to which they shall be finally adjudged derelict in such action, suit or duty. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in the tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

88. Subject to the provisions of the Societies Act, no director or officer of the Society shall be liable for the acts, neglects or defaults of any other director or officer or employee of the Society, or for joining in any receipt or act for conformity, or for any loss, damage or expense to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.
89. The Society may purchase and maintain insurance for the benefit of any or all directors, officers, employees or agents against personal liability incurred by any such person as a director, officer, employee or agent.
90. Each member of the Society is entitled, on request, to be provided with a copy of the constitution and bylaws of the Society.
91. These bylaws shall not be altered or added to except by special resolution.

Dated the 11th of March, 1987, as amended, including amendments approved by members at an annual general meeting held on June 18, 2018.