BY-LAWS OF THE VANCOUVER WALDORF SCHOOL SOCIETY

As at April 17, 2024

PART 1 INTERPRETATION

1.1 In these By-Laws, unless the context otherwise requires:

(a) "**Accounting Firm**" has the meaning set out in Section 10.3;

(b) "**Board**" and "**Board of Trustees**" means the Board of Trustees of the Society as it may be composed from time to time, but for the purposes of these By-Laws does not include Ex Officio Trustees;

(c) "**Faculty**" means teaching staff employed by the School;

(d) "**Majority**" means at least 60% of the Members personally present and entitled to vote at a general meeting of Members;

(e) "**Members**" means collectively the Full Members and the Honorary Members admitted to membership in the Society pursuant to these By-Laws that have not ceased to be members, and "**Member**" means any one of them;

(f) "**Officer**" means an officer of the Society;

(g) "**Ordinary Resolution**" means a resolution passed by a Majority of votes cast at a general meeting of Members;

(h) "**School**" means the Vancouver Waldorf School and includes its associated programs operated by the Vancouver Waldorf School;

(i) "**Societies Act**" means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;

(j) "**Society**" means the Vancouver Waldorf School Society;

(k) "**Special Resolution**" means a resolution passed by at least 75% of votes cast at a meeting of Members, except with respect to a resolution to remove a Trustee from office prior to the expiry of his or her term, in which case Special Resolution means a resolution passed by at least 2/3rds of the votes cast at a general meeting of Members;

(l) "**Student**" means a person registered to attend the School; and

(m) "**Trustees**" means the trustees of the Society that may be in office from time to time, but for the purposes of these By-Laws does not include Ex Officio Trustees, and "**Trustee**" means any one of them.

PART 2 MEMBERSHIP

2.1 There shall be two categories of membership in the Society:

(a) *Full Membership*. Full Membership shall be open to all:

(i) parents or legal guardians of Students currently enrolled in the School, and are registered as such with the School;

(ii) current Faculty and staff of the School;

(iii) current Students of the School that are members of the high school student council, subject to a maximum of two student council members from each of grades 9 through 12;

(iv) former Students of the School who are at least 18 years of age at the time of membership application (provided the Student attended the School for at least one full school year);

(v) parents or legal guardians of former Students of the School, that were registered as such with the School (provided the Student attended the School for at least one full school year);

(vi) former Faculty or staff of the School; and

(vii) those who otherwise support the School through extraordinary donations of human and/or financial resources (as determined by a majority of the Trustees, acting reasonably); and

(b) *Honorary Membership*. Honorary Membership is granted by the Members and is intended to recognize extraordinary contribution over an extended period of time to the Society and/or the School.

2.2 A person may apply to the Secretary for Full Membership in the Society by submitting an Application for Membership in a form approved by the Trustees and paying an annual membership fee of $10.00, plus $1.00 for each additional applicant for Full Membership that resides in the same home. A person becomes a Full Member upon acceptance of the application by the Trustees, which shall be confirmed at the next general meeting of the Members. Applications for Full Membership must be submitted to the Secretary at least 10 working days before the date of the general meeting at which the Full Membership is being confirmed. Full Membership shall be valid until immediately before the commencement of the next Annual General Meeting of the Members that is held after the person becomes a Full Member. For greater certainty, once it is obtained Full Membership extends only until immediately before the commencement of the next Annual General Meeting, and Full Members that wish to continue as Full Members at and after the next Annual General Meeting must submit the membership applications and pay the annual membership fees in accordance with these By-Laws prior to that next Annual General Meeting of the Members.

2.3 Honorary Members shall be appointed by Ordinary Resolution. No membership fees shall be payable by Honorary Members.

2.4 Each Member shall be entitled to one vote on all matters to be voted on at a general meeting of Members.

2.5 Each Member shall uphold the Constitution and comply with these By-Laws.

2.6 A person shall cease to be a Full Member of the Society:

(a) by delivering or mailing their written resignation to the Secretary of the Society, or

(b) on their death.

2.7 A person shall cease to be an Honorary Member of the Society:

(a) by delivering or mailing their written resignation to the Secretary of the Society;

(b) on their death; or

(c) if the Members pass a Special Resolution revoking such Honorary Membership.

PART 3 MEETINGS OF MEMBERS

3.1 General meetings of the Society shall be held at the times and places that the Trustees decide in accordance with the Societies Act.

3.2 The general meeting at which the ordinary business referred to in Section 4.1 below is dealt with is deemed to be an Annual General Meeting. Every general meeting other than an Annual General Meeting is an Extraordinary General Meeting.

3.3 An Annual General Meeting shall be called at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

3.4 The Trustees may, when they see fit, convene an Extraordinary General Meeting.

3.5 Notice of the time and place of any general meeting shall be mailed or delivered, in accordance with these By-Laws and the Societies Act, at least 30 days before the date of an Annual General Meeting and 21 days before the date of any other general meeting.

3.6 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business. 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. For greater certainty, it shall be the responsibility of Members to ensure the School has up to date contact information, including their email address, required in order for the School to give notice.

3.7 Extraordinary General Meetings of the Members for any purpose may be requisitioned by Members in accordance with and subject to compliance with the provisions of the Societies Act.

3.8 A quorum for any general meeting of the Members shall be 10% of the Members.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

4.1 At a general meeting of the Members the following business is ordinary business:

(a) the adoption of rules of order;

(b) the consideration of any financial statements presented at the meeting;

(c) the consideration of the reports, if any, of the Trustees and the Accounting Firm;

(d) the election of the Trustees

(e) the appointment of an Accounting Firm; and

(f) business arising out of a report of the Trustees not requiring the passing of a Special Resolution.

Business which is not ordinary business is special business.

4.2 No business, other than the adjournment or termination of a general meeting, shall be conducted at a time when a quorum is not present. If at any time during the general meeting there ceases to be a quorum, the business then in progress shall be suspended until there is quorum present or until the meeting is adjourned or terminated.

4.3 If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be terminated; but in any other cases shall stand adjourned to a day, time and place in the next week determined by the Trustees, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present shall constitute a quorum.

4.4 A general meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.5 The Chair of the Society or, in the absence of or at the direction of the Chair, one of the other Trustees present, shall preside as chair of a general meeting.

4.6 In case of an equality of votes the chair of a general meeting shall not have a casting or second vote in addition to the vote to which they may be entitled as a Member and the proposed resolution shall not pass.

4.7 Unless otherwise required by these By-Laws, the Societies Act or otherwise under applicable law, all resolutions of the Society, including the election of Trustees, shall require Majority approval. Resolutions of the Society, with the exception of the election of Trustees, shall be reached by a show of hands, unless a ballot is demanded by a Full Member entitled to vote and the demand is approved by a Majority. Voting on the election of Trustees shall be undertaken by way of ballot.

4.8 Where a resolution is being reached by way of show of hands, it shall be reached by consensus, where possible. When consensus is not reached, those opposing the proposed resolution shall be granted an opportunity to voice their position, after which a second show of hands shall take place, and the proposed resolution shall be decided by the results of such second show of hands.

4.9 A declaration by the chair of a general meeting that a resolution has, on either a show of hands or ballot, been either carried or lost, and an entry in the minutes of the meeting to that effect is the conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the resolution.

4.10 If at any general meeting a ballot is demanded on any question, it shall be taken in such manner and either at once, or after adjournment, as the chair of the general meeting directs. The result of a ballot shall be deemed to be the resolution of the general meeting at which the ballot was demanded.

4.11 No resolution proposed at a meeting need be seconded and the chair of a general meeting may move or propose a resolution.

4.12 A Member in good standing present at a general meeting is entitled to one vote that may be given either personally or by proxy. An instrument appointing a proxy shall be in writing and shall be signed by the Member granting the proxy. No person shall act as proxy unless they are a Member entitled on their own behalf to be present and vote at the meeting in which they act as the proxy. The instrument appointing the proxy must be deposited with the Secretary at least 5 days before the relevant general meeting. An instrument appointing the proxy shall be in the following form or in any other form that the Trustees approve:

The Vancouver Waldorf School Society

I, _____ of the City/District of _____, in the Province of _____, being a Member of The Vancouver Waldorf School Society, hereby appoint _____, of

the City/District of _____, in the Province of _____, also a Member of the Society, as my proxy to vote for me and on my behalf at the general meeting of the Society to be held on the _____ day of _____. The proxy holder is authorized to vote at her/his/their discretion upon any matter that may properly be brought before the said meeting and any adjournment thereof.

Signed this _____ day of _____, _____.

4.13 No Member may represent more than 10 other Members by proxy at a meeting.

4.14 A proxy may be revoked by instrument in writing executed by the Member that granted the proxy and presented to the chair of the general meeting before or at the time when the vote is to be cast. Upon such presentation the proxy is revoked. A vote given by a proxy shall be effective notwithstanding the revocation, by death or otherwise, of the authority, provided the Society has not received notice of the revocation within the time and in the manner herein specified.

PART 5 TRUSTEES AND OFFICERS

5.1 The Trustees may exercise all the powers and do all the acts and things that the Society may exercise and do and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless to:

(a) all laws affecting the Society;

(b) these By-Laws; and

(c) rules, not being inconsistent with these By-Laws, which are made from time to time by the Society at a general meeting.

5.2 The Board of Trustees shall be composed of a maximum of fourteen Trustees and a minimum of six Trustees.

5.3 Three Trustees shall be Faculty members who, holding Full Membership in the Society, shall be appointed by Faculty. The terms of the three Faculty Trustees will be one, two, and three year terms respectively. Faculty may determine whether it will seek a Trustee to be representative of the Early Childhood Centre, Grade School, and/or High School, and Faculty may at its discretion determine the term of each of these representative Trustees provided that at all times the three positions are assigned a one year term, a two year term, and a three year term.

5.4 A maximum of nine Trustees, who shall be Members of the Society (but not currently enrolled at the school), shall be elected by Members and shall serve the following terms:

(a) Two Trustees — three year terms,

(b) Four Trustees — two year terms; and

(c) Three Trustees — one year terms.

The allocation of terms between the elected Trustees shall be at the discretion of the Board of Trustees.

5.5 Up to two Trustees, who shall be Members of the Society, may be appointed by the incumbent Trustees. The Trustees so appointed (if any) will each serve a two-year term. Trustees appointed in this manner may be removed by the vote of at least 60% of the then current Trustees.

5.6 Ex Officio Trustees may be appointed and removed by the Trustees at their discretion from time to time. Ex Officio Trustees shall not be entitled to vote at meetings of Trustees. Ex Officio Trustees may be employed by the Society, and the Pedagogical Manager, Business Manager and Community & Resource Development Manager (or their equivalent positions) shall, unless otherwise determined by the Trustees, be entitled to attend Trustee meetings as Ex Officio Trustees. There shall be no limit on the number of Ex Officio Trustees.

5.7 The terms of Trustees will be deemed to have expired at the conclusion of the Annual General Meeting held in the final year of their term, regardless of the date when they were appointed as Trustees. Trustees shall be eligible for re-election to further consecutive terms.

5.8 The Trustees may at any time appoint persons as Trustees to fill vacancies on the Board of Trustees. The Trustees so appointed shall hold office only until the conclusion of the next Annual General Meeting of the Society held after the date of their appointment, but are eligible for election at the meeting.

5.9 Nominations for Trustee must be submitted in writing in a form approved by the Trustees to the Secretary of the Society and supported by two Members of the Society. A brief biography of the proposed nominee must be submitted with the nomination form for the purposes of circulation to the Members. Nominations will be closed ten days prior to the Annual General Meeting.

5.10 Voting on the election of Trustees will be undertaken in accordance with Section 4.7 of the By-Laws, and the results of the Trustee election process will be announced at the Annual General Meeting.

5.11 No act of proceeding of the Trustees is invalid only by reason of their being less than the maximum prescribed number of Trustees in office.

5.12 No rule made by the Society in a general meeting will invalidate a prior act of the Trustees that would have been valid had that rule not been made.

5.13 The Members may by Special Resolution remove a Trustee before the expiration of their term of office.

5.14 No Trustee shall be remunerated for acting as a Trustee, but a Trustee may be reimbursed for expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

PART 6 PROCEEDINGS OF THE BOARD OF TRUSTEES

6.1 The Trustees may meet together at the times and places to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit. The Chair of the Board of Trustees shall act as chair of meetings of the Board of Trustees, but if the Chair is absent from a meeting, or elects not to act as chair of a meeting, the Trustees shall from amongst their members appoint a chair to preside over the meeting. At the request of any two Trustees, the Secretary shall convene a meeting of the Trustees.

6.2 The Trustees may delegate any of their powers to one or more committees consisting of one or more Trustees or such other persons as they see fit, provided that such delegation shall not absolve the Trustees from their responsibilities pursuant to the Society's Constitution, these By-Laws, the Societies Act or otherwise under applicable law. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Trustees and shall report every act or thing done in exercise of those powers to the earliest meeting of the Trustees to be held next after it has been done.

6.3 All Trustees and Ex-Officio Trustees present will be given reasonable opportunity to express their views, for or against, on any motions presented at a meeting of Trustees. The Trustees will attempt to reach consensus on such motions, but motions shall be decided, after reasonable discussion, by a majority of the Trustees present at the meeting and entitled to vote on such motions. Motions shall be voted on by way of show of hands, unless a ballot is demanded by a Trustee and is approved by a simple majority of the Trustees personally present at the meeting. Unless a ballot is demanded and approved, a declaration by the Chair of the meeting that a motion has on show of hands been either carried or lost, and an entry in the minutes of the meeting to that effect is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the motion. In case of an equality of votes the Chair does not have a second or casting vote.

6.4 A Trustee may be suspended by the affirmative vote of at least 80% of the Trustees, excluding the Trustee that is under consideration for suspension. While suspended, the Trustee may not attend meetings of the Board and will not be entitled to be included in Board communications. Such suspension will be lifted upon the affirmative vote of a majority of the non-suspended Trustees.

6.5 No motion proposed at a meeting of Trustees need be seconded.

6.6 A resolution in writing signed by all the Trustees and placed with the minutes of the Trustees is as valid and effective as if regularly passed at a meeting of Trustees.

6.7 The Chair may, in their discretion, consider a motion approved by at least a majority of Trustees via digital consent (for example, through email, Teams channel or other appropriate software at the time) as approved as though it had been passed at a duly called meeting of Trustees. This shall only apply if all Trustees and Ex-Officio Trustees (unless there are confidentiality, conflict of interest or other concerns that the Chair of the Board determines makes it inappropriate to send notice to one or more Ex-Officio Trustees) were sent the digital request containing the motion and were provided a minimum of one working day to provide comment in respect of which consent is being sought.

6.8 A simple majority of the Trustees then in office shall constitute a quorum for the transaction of business at a meeting of Trustees. Trustees that are suspended pursuant to section 6.4 do not form part of the calculation of quorum.

6.9 Ex Officio Trustees will be afforded the same opportunities to speak to matters being discussed at a meeting of Trustees as other Trustees.

6.10 Ex Officio Trustees shall not be included in the determination of either the maximum number of Trustees or in the determination of quorum.

PART 7 DUTIES OF OFFICERS

7.1 The Trustees shall appoint a Chair, Secretary, and Treasurer and such other Officers of the Society as the Trustees may deem appropriate from time to time. Officers may be removed from office by a resolution passed by a simple majority of the full Board of Trustees. The Trustees may appoint a co-Chair.

7.2 Subject to the control of the Trustees, the Secretary shall be responsible for ensuring the records of meetings of Trustees and Members are properly kept and such other duties as may be prescribed from time to time by the Trustees.

7.3 Subject to the control of the Trustees, the Treasurer shall:

(a) control the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Society;

(b) control Bank, Credit Union, or any other accounts holding or dispersing of the funds of the Society by removing or assigning signatories on such accounts;

(c) report to the Trustees whenever requested to do so to provide an account of all or any aspects of the financial matters under their control; and

(d) perform all other duties prescribed from time to time by the Board of Trustees.

7.4 The Offices of Secretary, Treasurer, and Chair shall be held by different persons.

PART 8 SEAL

8.1 The Trustees may, at their discretion, provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

8.2 The Common seal shall be affixed only when authorized by the Chair, Secretary, or Treasurer of the Society.

PART 9 BORROWING

9.1 In order to carry out the purposes of the Society, the Trustees may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular without limiting the generality of the foregoing, by the issue of debentures, notes, mortgages, bills of exchange or other instruments.

PART 10 ACCOUNTS AND RECORDS

10.1 The Trustees shall cause true accounts to be kept of all sums of money received and expended by the Society and of the matters in respect of which such receipt and expenditure takes place and of all property, credits and liabilities of the Society.

10.2 The Trustees shall at every Annual General Meeting lay before the Society financial statements of the Society for the preceding year prepared in accordance with the Societies Act and applicable accounting principles then in effect, together with the report thereon prepared by the Accounting Firm pursuant to Section 10.3 below, as well as a report of the Trustees as to the state and progress of the Society. A copy of such financial statements and reports shall be sent to every Member prior to the Annual General Meeting.

10.3 A chartered accounting firm ("**Accounting Firm**") shall be appointed at each Annual General Meeting to examine the accounts of the Society for the ensuing year and provide a review engagement report on the Society's annual financial statements for that year. The Trustees may, in their discretion, instruct the Accounting Firm to provide an audit report on the financial statements for any particular year in place of a review engagement report.

PART 11 GENERAL

11.1 The income and property of the Society, howsoever derived, shall be applied solely towards the promotion of the purposes of the Society as set forth in its Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Society. Provided, however, that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any Member of the Society in return for any services actually rendered to the Society, nor to prevent the payment of interest on money lent or the payment of reasonable and proper rent for premises demised or let by any Member to the Society. No Trustee, other than a

Trustee that is also a member of Faculty, shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and no remuneration or other benefit in or money's worth shall be given by the Society to any member of such Board of Trustees except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Society. This provision was previously unalterable.

11.2 Upon winding up and dissolution of the Society the assets remaining, after all debts have been paid or provided for, shall be paid, transferred and delivered to one or more schools within Canada that are members of the Association of Waldorf Schools of North America (or its successor entity), or, failing that, to a charitable institution within Canada. This provision was previously unalterable.

11.3 These By-Laws shall not be altered or added to except by Special Resolution.