OKANAGAN STUDENT SUPPORT SOCIETY
BYLAWS

Article 1 – Definitions

1.1 In these Bylaws, the following words have these meanings:

1.1.1. Act or Societies Act means the Societies Act of the Province of British Columbia.

1.1.2. AGM means Annual General Meeting.

1.1.3. Board means the Board of Directors of the Society.

1.1.4 Bylaws means these Bylaws as altered from time to time.

1.1.5 Constitution means the constitution of the Society.

1.1.6 Director means any person elected or appointed to the Board.

1.1.7 Electronic Means means any system or combination of systems, including but not limited to mail, telephone, electronic, radio, computer or web-based technology or communication facility, that, in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voter.

1.1.8 Founding Members means Alistair Taylor and David Chatterson

1.1.9 General Meetings are meetings of the Members , either AGMs or special General Meetings.

1.1.10 Member means a Member of the Society.

1.1.11 Recipient means a student selected by the Society to receive an award.

1.1.12 Society means Okanagan Student Support Society.

1.1.13 Special Resolution means any of the following:

a. a resolution passed at a General Meeting by at least 2/3 of the votes cast by the Members;

b. a resolution consented to in writing by all of the Members.

1.1.14 The definitions in the Act apply to these Bylaws. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or regulations prevail.

Article 2 – Membership

2.1 The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become Members, in accordance with these Bylaws and in either case, have not ceased to be Members.

2.2 A person shall become a Member by making an annual donation equal to or greater than the amount set by the Board at the previous AGM.

2.3 A Member is entitled to:

a. receive notice of General Meetings;

b. attend any General Meeting;

c. speak at any General Meeting;

d. cast one vote on any motion submitted to a vote of the Members.

2.4 Every Member and Director must comply with:

a. the Act;

b. the Constitution and these Bylaws;

c. policies of the Society, including code of conduct and anti-harassment policies;

d. any rules of order governing the conduct of General Meetings.

2.5 A Member may be expelled for cause by a resolution of the Board. Before the Member is expelled, the Board will send to the Member written notice of the expulsion, including reasons. That Member may appeal to the Board, but if the issue is not resolved, the decision is final. An expelled Member is not entitled to the return of their donation.

2.6 No right or privilege is transferable to another person.

2.7 Membership expires and all rights and privileges of a Member cease:

a. at the conclusion of an AGM,; or

b. when the Member resigns, dies or is expelled from the Society.

2.8 The Membership of Founding Members does not expire at the conclusion of an AGM.

2.9 No Member is liable for any debt or liability of the Society.

Article 3 – Meetings of the Members

3.1 The AGM

3.1.1 The Society shall hold its AGM in Kelowna, B.C. at a place to be determined by the Board or by Electronic Means at the discretion of the Board. The Board sets the place, date, time and the Electronic Means of the meeting.

3.1.2 The Secretary shall mail, email or deliver a notice to each Member at least 21 calendar days before the AGM. This notice shall state the place, date and time of the AGM and any business requiring a resolution. In the case of a meeting by Electronic Means, the link to the meeting shall be emailed at least 7 days before the meeting.

3.1.3 The AGM shall deal with the following matters:

a. adopting the agenda;

b. considering the President’s report;

c. reviewing the financial statements setting out the Society’s income, disbursements, assets and liabilities;

d. appointing an accountant or auditor for the upcoming year for the upcoming year, if any;

e. electing the Directors;

e. considering matters specified in the meeting notice;

f. any other matters proposed by the Board.

3.1.4 Members may submit resolutions to the Board through the Secretary no less than fourteen (14) days prior to the AGM. If approved by the Board, any such resolution will be introduced at the AGM, notwithstanding article 3.1.2.

3.1.5 The quorum required to conduct the business of a General Meeting is 3 Members.

3.1.6 The President shall chair the AGM and General Meetings. The Vice-President shall chair in the

absence of the President.

3.1.7 The chair shall cancel the AGM if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled, at the chair's discretion, within thirty (30) days following the date of the cancelled meeting. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

3.1.8 Nominations for election as Director are made by the Board. No other nominations may be made during an AGM.

3.2 A General Meeting other than the AGM may be called by a resolution of the Board, or by at least ten (10) Members, on 14 days' written notice to the President. The Secretary shall provide notice of the General Meeting to each Member by email and shall state the place, date, time and purpose of the meeting and any business requiring a resolution.

3.3 Voting

3.3.1 Each Member has one (1) vote. A show of hands decides every vote. A Member may not vote by proxy.

3.3.2 The chair does not have a second or casting vote in the case of a tie vote. A resolution fails if there is a tie vote.

3.3.3 The chair decides, in good faith, any dispute on any vote. This decision is final.

3.4 No action taken at a Meeting is invalid due to:

a. accidental omission to give any notice to any Member;

b. any Member not receiving any notice; or

c. any error in any notice that does not affect the meaning.

Article 4 – Governance of the Society

4.1 The Board of Directors

4.1.1 The Board governs the affairs of the Society.

4.1.2 The powers and duties of the Board include:

a. promoting the purpose of the Society

b. maintaining and protecting the Society's assets;

c. paying all expenses for operating and managing the Society;

d. investing any monies, as required;

e. making policies for managing and operating the Society;

f. maintaining all accounts and financial records of the Society;

g. electing the Officers.;

h. appointing an accountant, and when appropriate, appointing an auditor;

4.1.3 The Board shall consist of no fewer than 3 and no more than 9 Directors:

4.1.4 Directors are elected for a two-year term and may be re-elected for 5 consecutive 2 year terms. Founding Members may be re-elected for more than 5 consecutive terms.

4.1.5 The Board shall have the power to fill any vacancies on the Board during the period between AGMs.

4.2 Meetings and Resolutions of the Board of Directors

4.2.1 The Board shall hold at least 4 meetings each year. The President shall call the meetings. The President shall also call a meeting if at least 2/3 of the Directors make a request in writing for a meeting to be held and state the business of the meeting.

4.2.2 Seven (7) calendar days' notice of a meeting shall be sent by email to each Board member. Board members may waive notice.

4.2.3 Three (3) Directors, at least one of which is either the President or the Vice-President, present at any Board meeting shall constitute a quorum.

4.2.4 Each Director has one (1) vote. The chair does not have a second or casting vote in the case of a tie vote. A resolution fails if there is a tie vote.

4.2.5 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. A Director's agreement by email constitutes having signed the resolution.

4.2.6 A meeting of the Board may be held virtually. Directors who participate in the meeting by Electronic Means are considered present at the meeting.

4.2.7 Irregularities or errors made in good faith do not invalidate anything done at any meeting of the Board.

4.3 Officers

4.3.1 The Officers of the Organization are the President, the Vice-President, the Secretary and the Treasurer.

4.3.2 A person may hold more than one office except the President.

4.3.3 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected as Directors at large.

4.3.4 The Officers shall be appointed by the Directors. The initial term of office shall be two (2) years while subsequent terms of office shall be at the discretion of the Directors. The Officers hold office until re-elected or until a successor is elected.

4.4 Duties of the Officers of the Society

4.4.1 The duties of the President are:

a. chairing General Meetings and meetings of the Board;

b. acting as the spokesperson for the Society;

c. together with the Treasurer, signing the financial statements of the Society.

4.4.2 The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act. If the position of the President becomes vacant because of a resignation, expulsion, death or incapacity, the Vice-President automatically assumes the President's position until the Board appoints a new President.

4.4.3 The duties of the Secretary are as follows:

a. keeping accurate minutes of all meetings of the Society;

b. maintaining a Membership Register;

c. sending all notices of various meetings;

d. filing the annual return;

e. carrying out other duties assigned by the Board.

4.4.4 The duties of the Treasurer are:

a. receiving and banking monies collected from the Members or from other sources;

b. overseeing the payment of awards to qualified Recipients;

c. keeping accounting records in respect of the Society's financial transactions;

d. together with the Society's accountant, preparing the Society's financial statements;

e. making any financial filings required by law and/ or regulation.

Article 5 – Finance and Other Management Matters

5.1 The Registered Office of the Society is in Kelowna, B.C.

5.2 The fiscal year of the Society shall be determined by the Board. Subject to approval by the Canada Revenue Agency, the Board may change the fiscal year of the Society.

5.3 Banking and investment documents must be signed by the President or Vice-President and one other Officer of the Society. The President or another person authorized by the Board may make electronic transfers to Recipients and between bank and investment accounts.

5.4 No Member, Director or Officer of the Society may receive any remuneration for services rendered as a Member, Director or Officer, but reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

5.5 Interest income on the Society's investments may be reserved to cover administrative expenses.

5.6 While the goal of the Society is that all monies received by the Society are reserved for distribution to Recipients, the Board may approve the use of donations to cover administrative expenses.

5.6 The Society shall invest its excess funds in secure insured investments.

5.7 The Society shall purchase and maintain insurance to adequately protect the assets and its Directors and Officers from liability.

Article 6 – Amending the Constitution and Bylaws of the Society

6.1 The Constitution and Bylaws of the Society may be cancelled, altered or added to only by a resolution of the Board and subsequently ratified by Special Resolution at a General Meeting of Members.

6.2 The twenty-one (21) days' notice of the General Meeting must include details of the proposed resolution to change the Constitution and/or Bylaws.

Article 7 – Charitable Provisions

7.1 The Society shall not pay any dividends or distribute its property to its Members.

7.2 The Society shall be carried on without gain for its Members, and any profits or other gains of the Society shall be used in promoting its purpose.

7.3 Subject to 7.4, in the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of dissolution, provided that such organization or organizations shall be a qualified donee within the meaning of s. 149(1) of the Income Tax Act.

7.4 Should the Society dissolve or cease to exist, any and all gaming monies or assets purchased with gaming funds held at the date of dissolution or cessation of existence shall be distributed by the Society 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.