



Constitution and Bylaws

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Constitution

- 1 The name of the society is SUNRISE EDUCATIONAL SOCIETY (SES).
 - 2 The purposes of the society are:
 - (a) To support an academically balanced educational environment designed to meet the needs of children and youth at each stage of their development.
 - (b) To uphold the principles and philosophy of education developed and expounded by Dr. Rudolf Steiner and overseen by the Association of Waldorf Schools of North America (AWSNA).
 - (c) To acquire, establish, develop, support and operate educational institutions in keeping with the above purposes.
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Sunrise Educational Society Bylaws

Part One - Interpretation

- 1 (a) In these bylaws, unless the context otherwise requires:
 - (i) “Director” is an individual who has been elected by the membership or a board of directors’ vote, as the case may be, per the bylaws herein.
 - (ii) “Society Act” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
 - (iii) “Registered address” of a member means their address as recorded in the register of members.
 - (iv) “Guest” is anyone at a Board meeting who is not a director, representative or ex-officio.
 - (v) “Extraordinary general meeting” is a general meeting of the Society besides the Annual General Meeting.
 - (vi) “Ex-officio” is an employee who by virtue of their position is a voting director who serves on the board with the same voting rights as a elected director. They count towards quorum and participate in debates and

decision-making processes. The maximum is two ex-officios. They act as liaisons between the Board of Directors and the faculty and staff and include the administrative and pedagogical leader.

- (vii) “Representative” is an identified representative of a school department, generally Early Childhood and the Grades, or the Parent Association who can participate in debates and decision-making processes. They do not have voting rights and do not attend in-camera meetings.
 - (viii) “Officer” is a director appointed to carry out specific functions within the society, such as president, secretary, or treasurer.
- (b) The definitions in the Society Act, on the dates these bylaws become effective, apply to these bylaws.

Part Two - Membership

- 2 The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, per these bylaws and, in either case, have not ceased to become members. Members of the Society include parents and guardians of children registered at Sunrise, and staff and board members. Community members who have completed their annual application and payment are also members of the society.
- 3 Any person who is interested in the purposes of the society may apply in writing to the directors for membership in the society, renewable annually, and, on acceptance by the directors and on payment of the applicable dues, shall become a member.
- 4 Every member shall uphold the constitution and comply with these bylaws.
- 5 The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
- 6 All members are in good standing unless they:
 - (a) have failed to pay any tuition, annual membership fee, or other amounts owing to the society for three months or more; and/or,
 - (b) have not received approval from the Finance Director for an alternate payment arrangement or other remedy to address outstanding obligations; or,
 - (c) have repeatedly breached the Parent Code of Conduct and/or the Communication Policy, as determined by the directors, through in-camera proceedings.

- 7 A person shall cease to be a member of the society under any one or more of the following circumstances:
- (a) By delivering their resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society.
 - (b) On their death or, in the case of a corporation, on dissolution.
 - (c) On being expelled, as described herein.
 - (d) On having been a member not in good standing for 3 consecutive months.
 - (e) On the graduation or withdrawal of their child(ren) from Sunrise.
 - (f) On the termination of their employment, unless they are also a parent/guardian.
 - (g) On the resignation or removal of membership from the board of directors.
- 8 A member may be expelled by a vote at a meeting of the board, in camera.
- (a) The motion for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (b) The person who is the subject of the proposed motion for expulsion shall be given an opportunity to be heard at the board meeting before the motion is put to a vote.

Part Three - Meetings of Members of the Society

- 9 General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
- 10 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 11
- (a) The directors may, when they think fit, convene an extraordinary general meeting.
 - (b) The directors, at the written request of ten (10) percent or more of the voting members of the society shall convene a general meeting in accordance with Section 58 of the Society Act.
- 12
- (a) 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.

- (b) 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 The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that 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 Four - Proceedings at General Meetings of the Society

- 14 Special business is:
 - (a) All business at an extraordinary general meeting except the adoption of rules of order.
 - (b) All business transacted at an annual general meeting, except:
 - (i) the adoption of 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) the other business that, 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.
- 15
 - (a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - (b) 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.
 - (c) A quorum is 15 members present or a greater number that the members may determine at a general meeting.

- 16 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the request of the members, shall be terminated; but 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.
- 17 Subject to bylaw 19, the president of the society, the vice-president or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
- 18 The members present shall choose one of their number to be chair at a general meeting if:
- (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 chair.
- 19 A general meeting may be adjourned from time to time and from place to place.
- (a) No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When 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.
 - (c) Except as provided in this bylaw, it is not necessary to give notice of an adjourned meeting or of the business to be transacted at an adjourned general meeting.
- 20 In the case of an equality of votes the chair shall 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.
- 21 A member in good standing, present at a meeting of members is entitled to one vote.
- (a) Voting can be by secret ballot or by show of hands, as determined by the chair.
 - (b) Voting by proxy shall not be permitted.

Part Five - Directors and Officers

22 Powers of Directors and Officers

(a) Generally

For the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Society Act or by any other statutes or laws from time to time except where such power is contrary to the statutes or common law relating to charities. In particular, and without limiting the generality of the foregoing, the society shall have the following powers:

- (i) Power to Solicit Donations and Grants
to solicit and receive donations, bequests, legacies and grants and to enter into agreements, contracts and undertakings incidental thereto.
- (ii) Power to Receive Real and Personal Property
to acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any property and to enter into and to carry out any agreements, contracts or undertakings incidental thereto and to sell, dispose of and convey the same, or any part of, as may be considered advisable.
- (iii) Power to Hold and Dispose of Real and Personal Property
to acquire by purchase, lease, devise or otherwise, real and personal property and to hold such real and personal property or interest therein necessary for the actual use and occupation of the society or for carrying on its charitable undertaking (as the objects and purposes of the society may require), and when no longer necessary, to sell, dispose of and convey the same or any part thereof.
- (iv) Power to Co-operate with other Charitable Organizations
to co-operate, liaise and contract with other charitable organizations, institutions or agencies which carry on similar objects to that of the society.

- (b) No bylaw or policy, made by the society in a general or board meeting, invalidates a prior act of the directors that would have been valid if that bylaw or policy had not been made.

- 23
- (a) The president, vice president, secretary, treasurer, and two ex-officio voting directors and up to five other persons shall be the directors of the society.
 - (b) The number of directors, including the two ex-officio voting directors shall be at least six and no more than eleven. The directors employed by Sunrise Educational Society shall be ex officio voting directors.

24 Director Candidate Selection for the AGM

Candidates for election to the Board will be identified and brought forward to the Board by the Board Development Committee.

- (a) A person wishing to be considered for election to the Board must complete the Board of Directors Application Process.
- (b) A nominations task force shall be appointed prior to the annual general meeting to identify the most qualified candidates for nomination as voting directors based on job descriptions and required skill sets. The qualifications and procedures for selecting nominees will be explained to the membership prior to the Annual General Meeting.
- (c) The Nomination Task Force shall make their recommendations to the Board at least ten days prior to the date of the Annual General Meeting.
- (d) Once approved by the Board, nominations will be announced to the membership before the AGM.
- (e) No nominations from the floor during the meeting will be accepted.
- (f) The Nominations Task Force will strive to include at least one representative from the parent association, faculty, administration, and the Board. The Board Development Chair will assemble the Nominations Task Force upon Board approval and will serve as a member of the Task Force.
- (g) In elections where there are more candidates than vacant positions for directors, elections will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot.
- (h) Candidates will be deemed to be elected in order of those candidates receiving the most votes. No Member will vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.
- (i) For a director to be elected, they require a minimum affirmative vote from 50% of the membership in attendance, plus one.
- (j) If insufficient directors have been confirmed, an extraordinary meeting shall be called as soon as possible with additional nominations brought forward to the membership, according to the requirements defined in these bylaws.

25 Outside of the AGM, when board director applications are received and vacancies exist, the Board Development Committee shall prepare nominations in accordance with the Director Candidate Application process.

- (a) The Board will review the application of the candidate and may determine by Board Resolution to invite the candidate to attend one (1) Board meeting and a second Board or Committee meeting, as a guest, if they have not yet attended. As a guest of the Board, the candidate will observe the processes and activities of two (2) Board or Board Committee Meetings and not actively involve themselves in proceedings.
- (b) After attending two (2) Board or Committee meetings and completing the application process, the candidate will affirm their desire to join the Board, and the Board may elect the individual to the Board by Board Resolution in-camera. If any two (2) directors request, a vote by ballot will be required and be conducted as determined appropriate by the Chairperson of the meeting.
- (c) The candidate will be informed of the decisions in written form and will not be present when the vote occurs.
- (d) A director so elected holds office only until the conclusion of the next Annual General Meeting and is eligible for re-election at the meeting.

26 Board of Directors Application Process:

Candidates will complete an application process in writing, including a resume submission, before nomination, that will include:

- (a) reviewing and signing the Board of Directors Principles of Good Practice and Confidentiality Agreement,
- (b) discussing committee work;
- (c) reviewing board roles, responsibilities, decision-making, and governance;
- (d) reviewing the strategic plan;
- (e) expressing commitment to support and/or learn about Waldorf Education principles and practices as defined by the school leadership and Faculty; and,
- (f) reviewing the Board of Directors Handbook.

27 Board Membership Terms

- (a) The term of any voting director is two years, renewable by nomination, to a maximum of six years.

- (b) The Board may by vote determine that a particular director will have a term different from that which is set out in these Bylaws.
 - (c) A board director may stand for re-election as nominated through the Board Development Committee.
 - (d) If there is space on the Board, the person or persons previously elected as directors may, if they consent, and are nominated, may continue to hold office, and the term of such director (s) is deemed to be extended.
 - (e) An election may be by secret ballot or by show of hands, as determined by the Chair.
 - (f) At the first meeting of the directors following the Annual General Meeting, the directors shall choose the officers of the society through whatever process they see fit.
- 28 Decisions made by the directors remain valid even if the board has fewer directors in office than the minimum number required.
- 29 A person shall cease to be a director of the society:
- (a) by failing to attend three (3) regularly scheduled Board meetings in one school year without prior notice or extenuating cause, as determined by the Board;
 - (b) by ceasing to be a member in good standing of the Society, as defined in these bylaws;
 - (c) by failing to comply with the Principles of Good Practice and Confidentiality Agreement, or other governance policies as adopted by the Board;
 - (d) by becoming incapable of performing their duties due to conduct, conflict of interest, or legal disqualification, as determined by the Board.
- 30 A director may be expelled by a vote at a meeting of the board, in camera.
- (a) The motion for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (b) The person who is the subject of the proposed motion for expulsion shall be given an opportunity to be heard at the in-camera board meeting before the motion is put to a vote.
- 31 (a) 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 them while engaged in the affairs of the society.

(b) Indemnities to Directors and Others

Every director, officer, employee, or other person who has undertaken, or is about to undertake, any work or liability on behalf of the society, and their heirs, executors and administrators, and estates, shall, from time to time and at all times, be indemnified and held harmless out of the funds of the society, from and against:

- (i) all costs, charges, and expenses whatsoever that such person sustains or incurs in connection with any action, suit, or proceeding brought against them or the society and its employees, for any act, deed, matter, or thing whatsoever made, done, or permitted by them in the execution of their duties; and
- (ii) all other costs, charges, and expenses sustained or incurred in relation to the affairs of the society, except those arising from their own willful neglect or default.

Part Six - Proceedings of Directors

- 32 (a) A Board Meeting may be held at any time and place determined by the Board, provided that two (2) days' written notice of such meeting shall be given to directors and ex officios. However, no formal notice will be necessary if they were all present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary or delegate of the Society. No notice of a Board Meeting will be required when the meetings are published.
- (b) The quorum for the transaction of business at a Board Meeting is the majority of the Directors and ex-officios in office at the time when the meeting convenes.
- (c) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at the meeting.
- (d) A Board Meeting may be called by the President or by any two (2) other directors which will convene once the majority of voting directors agree.
- 33 (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors and such other members as they think fit.
- (b) A committee formed in the exercise of the powers so delegated shall conform to any regulation imposed on it by the directors and shall report every act or thing

done in the exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

- 34 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their own number to be chair of the meeting.
- 35 The members of a committee may meet and adjourn as they think proper.
- 36 For the first meeting of directors held immediately following the election of a director or directors at an annual or other general meeting of members, it is not necessary to give notice of the meeting to the newly elected director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 37 A director who may be absent temporarily from British Columbia may send or deliver to the society's registered address a written waiver of notice for any meeting of the directors. The director may withdraw the waiver at any time. Until the waiver is withdrawn:
- (a) no notice of meeting of the directors shall be sent to that director;
 - (b) any and all meetings of the directors, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective; and
 - (c) the accidental omission to give notice of a board meeting to a director, or the non-receipt of such notice by a director, does not invalidate proceedings at the meeting.
- 38 (a) Questions arising at a meeting of the directors and committee of directors shall, in the first instance, be decided by consensus. Should any decision on any question be unresolved after reasonable deliberation, it shall be, at the discretion of the officers of the board, be put to a vote and shall be approved by the vote of a minimum of a 50% plus one.
- (b) The chair does not have a second or casting vote.
- 39 Resolutions proposed at a board meeting must be in accordance with the approved rules of order and each director present is entitled to one vote.
- 40 A resolution in writing or by electronic communication, agreed to by all directors and recorded in the minutes of the directors' meetings, is as valid and effective as if it had been passed at a duly convened meeting of the directors.

- 41 Voting
Voting may be conducted by any method determined by the Board from time to time, provided that the method adequately discloses the intention of the directors.
- 42 Virtual Meetings
A Board Meeting may also be held, or any director may participate in a Board Meeting, by conference call or similar communication equipment or device if the majority of the directors approve and all participants:
- (a) are joining in the same format (in person or virtual);
 - (b) can access sufficient technological and human resources to ensure everyone and all matters are heard clearly by all attendees.
- 43 Attendance
Expectations for directors and ex officio attendance are outlined in the Board of Directors Principles of Good Practice.
- 44 Guest Attendance at Board Meetings
- Any member may request to attend a Board meeting. A director may also invite an observer or guest. The process includes:
- (a) informing the President, no less than five (5) business days before the meeting stating the guest's name and reason for attendance;
 - (b) obtaining approval for the guest's attendance from the Board;
 - (c) allowing directors 48 hours to respond. Any director who does not respond shall be deemed to have approved the invitation;
 - (d) ensuring the observers and guests may only address the predetermined agenda items, or speak at the invitation of the Chair, or upon the approval of a motion of the directors present;
 - (e) requiring all observers and guests to maintain confidentiality, unless their role involves responsible and subject-specific reporting.

Part Seven - Duties of Officers

- 45 (a) The president shall preside at all meetings of the society and of the directors and shall present an annual report on the activities of the society at the annual general meeting.
- (b) The president shall supervise the elected directors in the execution of their duties.
- (c) The president shall sign such contract, documents or instruments in writing as require the signature of the president.
- 46 The vice president shall carry out the duties of the president during their absence and shall perform any duties and exercise powers assigned by the president or the directors.
- 47 The secretary shall:
- (a) assist the school administration to conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) make and maintain accurate records of all meetings of the society and directors;
- (d) be responsible for the custody of all records and documents of the society, except those required to be kept by the treasurer.
- 48 The treasurer shall ensure:
- (a) financial records are kept, including the books of account, necessary to comply with the Society Act;
- (b) financial statements are communicated to the directors, members and others when required, including an annual financial report to the membership.
- 49 Duties of Other Officers
- The duties of all other officers of the society shall be outlined in their job descriptions, or according to committee terms of references, or as otherwise determined by the directors.
- 50 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part Eight - Seal

- 51 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

- 52 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary.

Part Nine - Borrowing

- 53 The directors of the society may, from time to time, but not without the full disclosure to and discussion with the members of the Society in general meeting:
- (a) borrow money upon the credit of the society by obtaining loans or advances or by way of overdraft or otherwise;
 - (b) issue, sell or pledge securities of the society including bonds, debentures, debenture stock, for such terms and at such prices as they may deem expedient;
 - (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immovable property, to secure any such securities or other securities of the society or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the society;
 - (d) without in any way limiting the powers herein conferred upon the directors, give security or promises to give security, agreements, documents and instruments in any manner or form under the Bank Act or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid.

Part Ten - Auditor

- 54 This part applies only where the society is required or has resolved to have an auditor.
- 55 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 56 At each annual general meeting the society shall appoint an auditor to hold office until they are re-elected or their successor is elected at the next annual general meeting.
- 57 An auditor may be removed by ordinary resolution.
- 58 An auditor shall be promptly informed in writing of appointment or removal.
- 59 No director and no employee of the society shall be auditor.
- 60 The auditor may attend general meetings.

Part Eleven - Notices to Members

- 61 A meeting notice may be given to a member, either personally or by electronic communication.
- 62 A notice sent by electronic communication shall be deemed to have been given on the second day following that on which the notice was sent, and in proving that notice has been given it is sufficient to prove the notice was properly addressed to the registered address of the member as per Society records.
- 63 (a) Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given;
 - (b) the auditor.
- (b) No other person is entitled to receive a notice of a general meeting.
- 64 Notice of a general meeting shall be sent to the members no less than two weeks prior to the date of the meeting.

Part Twelve - Bylaws

- 65 A copy of the constitution and bylaws of the society is stored on the Sunrise website, and a hard copy can be requested from the main office.
- 66 These bylaws shall not be altered or added to except by special resolution.

Part Thirteen – Disposal of Assets

- 67 In the event of the dissolution of the Society, the assets of the society remaining after all debts have been made, shall be paid, transferred or delivered to a charitable institution in Canada, chosen by a majority of the members. This provision was previously unalterable.

Part Fourteen – Religious Affiliation

- 68 The activities of the Society will be non-sectarian. This provision was previously unalterable.