



# Constitution and Bylaws

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# CONSTITUTION

- 1 The name of the society is SUNRISE EDUCATIONAL SOCIETY.
  - 2 The purposes of the society are:
    - (a) To promote an educational environment balancing physical education, humanities, sciences and the arts, and designed to answer the needs of children at each stage of their particular development;
    - (b) To promote the principles and philosophy of education developed and expounded by Dr. Rudolf Steiner;
    - (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;” includes trustee, officer, member of an executive committee and a person occupying such a position by whatever name called;
  - (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 his address as recorded in the register of members;
  - (iv) “guest” anyone at a Board meeting who is not director or ex-officio.
- (b) The definitions in the Society Act, on the dates these bylaws become effective, apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa: words importing a male person include a female person and a corporation.

## Part Two - Membership

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to become members.
- 4 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.
- 5 Every member shall uphold the constitution and comply with these bylaws.
- 6 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.
- 7 A person shall cease to be a member of the society
  - (a) By delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
  - (b) On his death or, in the case of a corporation, on dissolution;
  - (c) On being expelled; or
  - (d) On having been a member not in good standing for 3 consecutive months.
- 8
  - (a) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society, and/or has failed to receive approval from the Directors of arrangements which would allow him to remain in good standing.

## Part Three - Meetings of Members

- 10 General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12
  - (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.
- 13
  - (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.
- 14 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

- 15 Special business is
- (a) All business at an extraordinary general meeting except the adoption of rules of order; and,
  - (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.
- 16
- (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.
- 17 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.
- 18 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 chairman of a general meeting.

- 19 If at a general meeting
- (a) There is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) The president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 20
- (a) A general meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (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.
- 21 In the case of an equality of votes the chairman 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.
- 22
- (a) A member in good standing, present at a meeting of members is entitled to one vote.
  - (b) Voting is by show of hands.
  - (c) Voting by proxy shall not be permitted.

## Part Five - Directors and Officers

### 23 (a) Powers of Directors and Officers

#### (i) 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 as applicable, except where such power is contrary to the statutes or common law relating to charities and in particular, without limiting the generality of the foregoing:

#### (ii) 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.

#### (iii) 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.

#### (iv) 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.

#### (v) 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 rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

### 24 (a) The president, vice president, secretary and treasurer and one or more other persons shall be the directors of the society.



- (b) The number of directors, including ex-officio members shall be at least five and no more than eleven. All directors employed by Sunrise Educational Society shall be ex officio members.
- (c) The Faculty shall appoint a teacher to become an ex-officio member of the Board. The representative of the administration shall be an ex-officio member of the Board.

25 Director Candidate Selection

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 apply to the Board by submitting to the Board Development Committee, in writing, their desire to serve and the skills they will bring to the Board. They will provide their resume and any other supporting documents of recommendation and accreditation as they see necessary or as the Board Governance Committee will determine at their discretion.
- (b) A nominations task force shall be appointed prior to an 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 General Members prior to the Annual General Meeting.
- (c) The nominating committee 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 general members before the AGM.
- (e) No nominations from the floor during the meeting will be accepted.
- (f) The Nominations Task Force will include 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 also serve as an additional 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.

- 26
- (a) The term of any voting director is two years, renewable, to a maximum of six years.
  - (b) The Board may by Special Resolution determine that a particular Director will have a term different from that which is set out in these Bylaws.
  - (c) A person who has served four (4) consecutive years as a Director, by any combination of terms, may not be re-elected for at least one year following the expiry of his or her latest term.
  - (d) If insufficient successors are elected or appointed and the result is that the number of Directors would fall below three (3), the person or persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director (s) is deemed to be extended.
  - (e) An election may be by acclamation, otherwise it shall be by ballot.
  - (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.

27 In the case there are Board Director vacancies, the Board Governance shall prepare, for the consideration of the Board of Directors, nominations for 'voting' Directors of the current Board following the Director Candidate Selection 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. 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, 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 so 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.

A Director so appointed holds office only until the conclusion of the next Annual General Meeting and is eligible for re-election at the meeting.

- 28 New Director Orientation  
The new Director will have an orientation meeting with the Board President and/or their designate from the Board Governance or Development Committee, before the next Board meeting, to:
- (a) Review and sign the Board of Directors Principles of Good Practice and Board of Directors Handbook;
  - (b) Discuss committee work;
  - (c) Review Board roles, responsibilities and school board decision making / governance;
  - (d) Review the strategic plan and Mission of the School; and,
  - (e) express commitment to support and/or learn about Waldorf Education principles and practices.
- 29 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 30 The members may, by special resolution, remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 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 him while engaged in the affairs of the society.
- (b) Indemnities to Directors and Others  
Every director or officer of the society, 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 the estate and effects respectively, shall, from time to time and at all times be indemnified and saved harmless out of the funds of the society, from and against:
- (i) all costs, charges and expenses whatsoever which such director, officer, employee or other person sustains or incurs in or about the action, suit or proceeding which is brought, commenced or prosecuted against him or the society and its employees for or in any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of their office,
  - (ii) all other costs, charges and expenses for which he or an employee or the society sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their or its 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 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 30 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 so formed in the exercise of the powers so delegated shall conform to any rules 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 chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 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 chairman 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 appointment or 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 or appointed 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 address of the society a waiver of notice, in writing, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) no notice of meeting of the directors shall be sent to that director, and
- (b) any and all meetings of the directors of the society, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.

The accidental omission to give notice of a Board Meeting to a Director, or the nonreceipt of a 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 Executive of the Board, put to a vote and shall be approved by the vote of a minimum of a two thirds majority (of votes).

- (b) The chairman 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 at a Board Meeting is entitled to one vote. The Chairperson may vote, but if they do so and there is a tie, the chairperson of the meeting shall not be permitted to have a second vote and the proposed resolution shall not pass.

- 40 A resolution in writing, signed by all the directors and placed within the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

41 Voting (Directors)

Voting may be by any method determined by the Board from time to time, so long as the method adequately discloses the intention of the Directors.

42 Virtual Meetings Allowed

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 so long as the majority of the Directors approve and all participants:

- (a) are joining in the same format (in person or virtual); or
- (b) there are 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 Extraordinary (Board) Meetings

Any member may request to attend a Board meeting; in addition to the Society's auditor, if any, a Director may also invite any other person or persons to attend as an observer or

guest by:

- (a) Informing the President, no less than five(5) business days before a meeting stating the guest's name, and reason for attendance; and then
- (b) Approval of the attendance of the proposed guest by the Board.
- (c) Directors will have 48 hours to respond. Any Director that does not respond shall be deemed to have approved the invitation.
- (d) All observers and guests may only address the agenda topic on predetermined agenda items or at the invitation of the Chairperson, or by Ordinary Resolution.
- (e) All observers and guests must maintain confidentiality unless their role requires 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 is the chief executive officer of the society and shall supervise the other officers 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 his absence and shall perform any duties and exercise powers assigned by the president or the directors.
- 47 The secretary shall:
- (a) Assist the business manager 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 by the business manager of all records and documents of the society except those required to be kept by the treasurer,
- (e) Have custody of the common seal of the society, and
- (f) Maintain the register of society members.
- 48 The treasurer shall:
- (a) Keep the financial records, including the books of account, necessary to comply with the Society Act,
- (b) Render financial statements 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 such as the terms of reference call for or the directors require of them.
- 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 he is re-elected or his 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 notice may be given to a member, either personally or by mail to him at his registered address.
- 62 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, 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 and put in a Canadian post office receptacle.
- 63 (a) Notice of a general meeting shall be given to:
- (i) every member shown on the register of members on the day notice is given,
  - (ii) the auditor, if Part 10 applies.
- (b) No other person is entitled to receive a notice of general meeting.
- 64 Notice of an annual general meeting shall be received by the members postmarked no less than two weeks prior to the date of the meeting.

## Part Twelve - Bylaws

- 65 On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
- 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.