

# Constitution

&

# Bylaws

1. The name of the Society is the British Columbia Public School Employers' Association, hereinafter referred to as the "Association."
2. The purposes of the Association, as prescribed by the *Public Sector Employers Act*, are:
  - a. to coordinate the following amongst its members:
    - i. collective bargaining objectives
    - ii. compensation for employees who are not subject to collective agreements
    - iii. benefit administration
    - iv. human resource practices
  - b. to foster consultation between the Association and representatives of the employees of its members
  - c. to assist the Public Sector Employers' Council, established under the *Public Sector Employers Act*, in carrying out any objectives and strategic directions established by the Public Sector Employers' Council, and
  - d. to act as accredited bargaining agent for the Association's members, as prescribed by the *Public Education Labour Relations Act*.

## PART 1

### Interpretation

1.1 In these Bylaws, unless the context requires otherwise:

"Association" means the British Columbia Public School Employers' Association

"board of education" means a board of school trustees as defined in the *School Act*

"Chair" means the individual confirmed as Chair of the Association under Bylaw 7.7.

"Directors," "Board of Directors," or "Board" means members of the Board of Directors of the Association appointed or elected from time to time

"Governance Committee" means a committee of the Board of Directors

"Government" means the Government of the Province of British Columbia

"local matters" means matters to be determined by collective bargaining between local teachers' associations and boards of education as defined in the *Public Education Labour Relations Act*

"Minister" means the Minister responsible for the *Public Sector Employers Act* and Chair of the Public Sector Employers' Council

"ordinary resolution" means any of the following:

- a. a resolution passed at a general meeting by a simple majority of the votes cast by the voting members
- b. a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members
- c. if the Bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the Bylaws, on the resolution

"school district" means a school district as defined in the *School Act*

"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 voting members
- b. a resolution consented to in writing by all of the voting members
- c. if the Bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the Bylaws, on the resolution

"student enrolment" means the number of student full time equivalents enrolled in a school district as of the September 30 preceding the date of the meeting in question based on Ministry of Education data and definitions

"term" means the period of time established pursuant to Bylaw 7.3 c. and Schedule 3

"trustee" means a trustee of a board of education as defined in the *School Act*

"Vice Chair" means the individual elected as vice-chair of the Association under Bylaw 7.11.

- 1.2 The definitions in the *School Act*, *Public Sector Employers Act*, the *Public Education Labour Relations Act*, and the *Societies Act* apply to these Bylaws.
- 1.3 The *Interpretation Act* as amended from time to time or any successor legislation applies to the interpretation of these Bylaws.

## **PART 2**

### **Members**

- 2.1 The members of the Association are:
  - a. every public board of education in the Province of British Columbia, as defined in the *School Act*, and
  - b. the Directors of the Association.
- 2.2 Every member shall uphold the Constitution and comply with these Bylaws.
- 2.3 Each member board of education shall appoint one representative to the Association, who must be a trustee of the member board of education. Each board of education member shall notify the Association in writing of the name and address of its representative.
- 2.4 No person with a direct or indirect pecuniary interest, within the meaning of the *School Act*, in teacher or support staff collective bargaining, is eligible:
  - a. to be elected to the Board of Directors of the Association
  - b. to represent a member at any general meeting of the Association
  - c. to represent a member at any other function of the Association.
- 2.5 All members are in good standing except:
  - a. a member that has failed to pay that member's current annual membership fee or any other fee, assessment, subscription to debt due and owing by that member to the Association and that member is not in good standing so long as the debt remains unpaid, or

- b. a member that is determined by the Board of Directors not to be in good standing.
- 2.6 A member that is not in good standing, and any representative appointed by that member pursuant to Bylaw 2.3, shall not be entitled to receive notice or to attend at any general meeting of the Association, nor shall such member or representative be entitled to vote on any matter before any general meeting of the Association, and such member and each such representative shall not be entitled to participate in any affairs of the Association.
- 2.7 When a board of education ceases to be a board of education as defined in the *School Act*, it ceases to be a member of the Association, but no board of education member may be expelled by the Association.

### **PART 3**

#### **Membership Fees**

- 3.1 The Association shall apply grants, if any, provided to the Association by the Government, against the Association's operating expenses and the balance of those expenses ("the balance of the expenses") shall be paid by the board of education members, in the manner and at the time or times required by the Directors, by way of membership fees.
- 3.2 The membership fee payable by a board of education member shall be the aggregate of:
  - a. the amount determined by dividing fifty per cent (50%) of the balance of the expenses by the number of public board of education members in the Association, and
  - b. the proportion of the fifty per cent (50%) of the balance of the expenses that the board of education members' student enrolment in the preceding year bore to the total student enrolment of all public board of education members in that school year.
- 3.3 The funds received from payment of the annual membership fee set under Bylaw 3.1 shall be applied to further the purposes of the Association as set out in its Constitution.
- 3.4 The Association may levy an additional fee on a board of education member for the provision by the Association of further services for that member, providing those services fall within the mandate of the Association.
- 3.5 The funds received from payment of the fees levied under Bylaw 3.4 shall be applied to provide the services for which the fee is levied.

## **PART 4**

### **Meetings of Members**

- 4.1 Robert's Rules of Order shall govern points of order or procedures at all meetings of the Association except as may otherwise be provided for in these Bylaws.
- 4.2 Subject to the *Societies Act*, the Association shall hold an annual general meeting once every calendar year at a time and place determined by the Directors and the Directors may convene additional general meetings at any time they see fit.
- 4.3 Members may be assigned to regional groupings, by ordinary resolution at annual general meetings, for the purpose of facilitating Association business.
- 4.4 The Association shall pay the travel expenses associated with attending general meetings of the Association for one delegate for each board of education member.
- 4.5 Notice convening a general meeting, specifying the place, date and time and, in the case of special business, the general nature of the business and the text of any special resolution to be submitted to the meeting, shall be provided to:
  - a. every member on the register of members on the day notice is given, and
  - b. the auditor.
- 4.6 Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice, does not invalidate the proceedings at that meeting.

## **PART 5**

### **Representative Council**

- 5.1 In addition to the annual general meeting, a special body, known as the Representative Council, shall be held at least once every year and more frequently if the Board of Directors so determines.
- 5.2 During years when collective bargaining is scheduled with teachers, at least one Representative Council meeting shall be held to discuss bargaining objectives.
- 5.3 The Representative Council shall be comprised of the Board of Directors and one Representative as named to the Association under Bylaw 2.3.
- 5.4 The Association shall bear the costs of the meeting and associated travel expenses for Representatives for up to two Representative Council meetings per year.
- 5.5 The Representative Council shall approve the annual budget of the Association.

## PART 6

### Proceedings at General Meetings

- 6.1 The following business shall take place at the annual general meeting:
- a. the consideration of the financial statements
  - b. the report of the Directors
  - c. the report of the auditor, if any
  - d. the election of Directors
  - e. the appointment of the auditor, if required, and
  - f. 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.
- 6.2 Special business is all other business, including business conducted at a special general meeting, as determined by the Board of Directors.
- 6.3 There shall be two kinds of resolutions for conducting the business at general meetings of the Association: special and ordinary.
- a. Special resolutions are for
    - i. a change in the Bylaws of the Association (all Bylaw changes must be approved by the Minister of Finance);
    - ii. other actions requiring authorization by special resolution under the *Societies Act*.
  - b. Ordinary resolutions are for providing direction to the Board of Directors for conducting the business of the Association.
- 6.4 Resolutions may be submitted by member boards of education or the Board of Directors to the Governance Committee, which shall be appointed each year by the Chair.
- 6.5 The call for special and ordinary resolutions to be dealt with at a general meeting, and the call for nominations to the Board of Directors, shall be distributed to the members not less than 85 calendar days prior to the general meeting.
- 6.6 Notice of all special and ordinary resolutions to be dealt with at a general meeting shall be submitted to the Governance Committee not less than 50 calendar days prior to the general meeting. The Governance Committee will forward the resolutions to be presented to the general meeting to the members not less than 30 calendar days prior to the meeting.
- 6.7 The call for nominations to the Board of Directors shall include information on roles, responsibilities and desired competencies as established through Board Policy pursuant to Bylaw 7.2.
- 6.8 The Governance Committee will forward the resolutions to be presented to the general meeting to the members not less than 30 calendar days prior to the meeting.
- 6.9 Notices of resolutions submitted after the requirements in Bylaw 6.6 must arise out of an event subsequent to the deadline. The decision to present a late motion to the general

meeting shall be made by the Governance Committee; a negative decision may be appealed to the general meeting.

- 6.10 No business, other than the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 6.11 If at any time during a general meeting there ceases to be a quorum present of 50% plus one of the membership of the Association, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 6.12 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting
  - a. shall be terminated if convened on the requisition of members, or
  - b. in any other case, shall stand adjourned to the same day in the next week, at the same time and place. If, at the continuation of the adjourned meeting, a quorum is again not present, the members in good standing present at the continuation of the adjourned meeting constitute a quorum for the purpose of that meeting.
- 6.13 The Chair, the Vice-Chair or, in the absence of both, one of the other Directors present shall preside as Chair of a general meeting.
- 6.14 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.
- 6.15 When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 6.16 Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 6.17 A member in good standing, with a delegate present in person at a meeting of members, is entitled to vote in accordance with this Bylaw and Schedule 1.
- 6.18 Votes to elect directors and to amend the Constitution and Bylaws shall be decided by weighted ballot as provided in Schedule 1.
- 6.19 Every other motion or question submitted to a general meeting, except as provided in Bylaw 6.3 a., shall be decided by a show of hands unless (before or on the declaration of the result of the show of hands) a counted show of hands is directed by the Chair of the meeting or demanded by any two (2) members entitled to vote who are present. The Chair of the meeting shall declare to the meeting the decision on every motion or question in accordance with the result of the show of hands and such decision shall be entered in the record of proceedings of the Association.
- 6.19 A declaration by the Chair of the meeting that a motion or question had been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the record of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that motion or question.

## **PART 7**

### **Directors and Officers**

- 7.1 The number of Directors shall be up to twelve (12).
- 7.2 The Board shall maintain Board policies that set out the roles, responsibilities and desired competencies for the Board Chair, Vice-Chair, and Directors.
- 7.3 At each annual general meeting of the Association, up to seven (7) individuals, who must be trustees at the time of election, shall be elected Directors as follows:
- a. there is one trustee Director position for each of the seven (7) regional groupings set out in Schedule 3;
  - b. the candidate must be a trustee from one of the boards of education in the regional grouping;
  - c. the individuals are elected for a three year term or, if filling a vacancy that arose mid-term, the balance of the term as set out in Schedule 3;
  - d. the number of individuals to be elected corresponds to the number of trustee Director vacancies on the Board.
- 7.4 An individual elected under Bylaw 7.3 ceases to be a Director and member of the Association when the individual ceases to be a board of education trustee.
- 7.5 The Government shall appoint not more than four Directors.
- 7.6 At the first Board meeting following the vacancy of the Board Chair, each Director of the Directors elected pursuant to Bylaw 7.3 or appointed pursuant to Bylaw 7.5 may nominate, in accordance with Board policies:
- a. one of the current Directors to serve as Chair, or
  - b. an individual to be appointed as an additional Director and Chair.
- 7.7 The Board will elect from the nominees the individual to serve as Chair and the Minister must confirm the election or:
- a. appoint one of the current Directors as Chair, or
  - b. appoint an individual as an additional Director and Chair.
- 7.8 The confirmation or appointment of the Chair pursuant to Bylaw 7.7 shall be effective on notice from the Minister being received by the Association.
- 7.9 The Chair shall serve for a three year term or, if filling a Chair vacancy that arose mid-term, the balance of the term as set out in Schedule 3.
- 7.10 The appointment by the Minister of an additional Director and Chair pursuant to Bylaw 7.6 may be rescinded on notice from the Minister being received by the Association.

- 7.11 The Board is to elect a Vice-Chair from among the Directors.
- 7.12 The Chief Executive Officer for the Association is entitled to participate in Board meetings and Board Committee meetings as a participant with voice but no vote.
- 7.13 Candidates for any of the elected directors' positions may be nominated from the floor at the annual general meeting prior to that section of the business which features speeches by the nominated candidates.
- 7.14 Elections for Directors shall be conducted as follows:
- a. If there is more than one candidate on the ballot for a regional grouping, there shall be a contested election;
  - b. If there are more than four candidates on the ballot, the four candidates with the greatest number of votes on the first ballot shall advance to a second ballot;
  - c. After second and subsequent ballots, the candidate with the least number of votes shall be dropped from the list of candidates for the succeeding ballot. This process shall continue until a candidate receives 50 percent plus one of all votes cast in the ballot.
- 7.15 The Chair shall announce the results of each ballot by stating the number of votes cast for each candidate.
- 7.16 For election of Directors, each board of education member is entitled to the number of votes based on the number of students enrolled in the school district as of the September 30 preceding the date of the meeting, as set out in Schedule 1 of these Bylaws.
- 7.17 Subject to Bylaws 2.4 and 7.4, a retiring Director shall be eligible for re-election.
- 7.18 The members may, by special resolution, remove an elected director before the expiration of the Director's term of office.
- 7.19 When a vacancy occurs amongst the elected Directors which would result in a vacancy on the Board of Directors for more than four months, the public board of education members shall elect, in a manner to be determined by the Board of Directors, another Director to fill the vacancy for the balance of the term as set in Schedule 3.
- 7.20 The Government may at any time remove a person appointed as a member under Bylaw 7.5 and may appoint another person as member to replace the person so removed.
- 7.21 The appointment or removal of a member under Bylaw 7.5 shall be effective on notice of the appointment or removal being received by the Association.

## **PART 8**

### **Board of Directors' Powers and Duties**

- 8.1 The Board of Directors shall manage, or supervise the management of the affairs and business of the Association and shall have authority to exercise all such powers of the Association as are not in conflict:
- a. with the Constitution and Bylaws, and
  - b. all laws to which the Association is subject.
- 8.2 Without limiting the generality of Bylaw 8.1, the Board may:
- a. identify the human resource and labour relations interests and associated issues that are common or of significance to the public education sector;
  - b. establish the human resource and labour relations objectives and strategies pertaining to those issues, including (without limitation) objectives and strategies for collective bargaining and the administration of collective agreements, in accordance with mandates and strategic directives of the Public Sector Employers' Council;
  - c. advance those objectives and strategies in the best interests of the members in the public education sector and other public sector employers;
  - d. develop sectoral compensation plans and associated guidelines or implementation policies for employees in the sector not covered by collective agreements;
  - e. ensure that local bargaining objectives and outcomes do not conflict with sectoral objectives;
  - f. communicate the human resource and labour relations interests of the public education sector to the Public Sector Employers' Council and to the provincial government;
  - g. participate in the development of the Public Sector Employers' Council's strategies and mandates through the association's presence on the Council; and
  - h. develop policies as required and otherwise advance the purposes of the association as set out in the constitution.
- 8.3 The Board must assist the Public Sector Employers' Council and its Chair in carrying out their functions, directions and mandates.
- 8.4 No act or proceeding of the Board of Directors is invalid if there is fewer than the number of Directors stipulated in Bylaw 7.1.
- 8.5 If an elected Director is absent from three consecutive regular Board meetings, unless such absence is with the leave of the Board, the elected Director's position shall be deemed to be vacant.

- 8.6 In addition to any other powers the Directors have under the *Societies Act, the Public Sector Employers Act* or these Bylaws, the Directors may take action against a member for the member's failure to comply with these Bylaws.
- 8.7 If the Directors have the right under Bylaw 8.6 to take action against a member, the Directors may, after having given written notice of the proposed actions, including reasons, to the member and a hearing at which the member will be given a reasonable opportunity to make representations respecting the proposed transactions (which representations may be submitted in writing), do any one or more of the following:
- a. issue a warning to the member;
  - b. impose a fine on the member for the purpose of recovering financial obligations owed by the member;
  - c. bar the member or the member's delegate from membership on any one or more committee, and,
  - d. determine that the member is not in good standing for the period the Directors consider appropriate.
- 8.8 The Directors must, on request, give written reasons for any action taken under Bylaw 8.6.
- 8.9 The Association may take the action it considers appropriate to collect from a member any fine imposed under Bylaw 8.7 including, without limitation, bringing an action in a court of competent jurisdiction to recover the debt.

## **PART 9**

### **Proceedings of Directors**

- 9.1 A Director may be compensated for expenses necessarily and reasonably incurred by the Director while engaged in Association business.
- 9.2 Subject to the requirements of the *Societies Act* that a majority of the Directors must not receive or be entitled to receive remuneration from the Association under contracts of employment or contracts for service (other than remuneration for being a Director), Directors who are not otherwise compensated for time spent on Association business may be compensated at a rate not to exceed the rates established by the provincial government for appointees to government agencies, boards and commissions.
- 9.3 The Directors may meet together at the places they think fit to dispatch business and may otherwise adjourn and regulate their meetings and proceedings as they see fit.
- 9.4 Unless the Directors otherwise determine, a Director may participate in a Directors meeting or in a meeting of a committee of Directors by telephone or other communications medium if all participants at the meeting are able to hear each other.
- 9.5 The Directors may from time to time fix the quorum necessary to transact business at a Directors meeting and unless so fixed, the quorum shall be a majority of the Directors then in office.

- 9.6 The Chair shall be chair of all Directors' meetings, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chair shall act as chair, but if neither is present the Directors present may choose one of their number to be chair at that meeting.
- 9.7 The Chair, on the request of a Director, shall convene a Directors meeting.
- 9.8 The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors they consider appropriate.
- 9.9 Every Director may attend and be heard at any meeting of a committee of Directors, whether or not the Director is a member of that committee.
- 9.10 A committee shall, in the exercise of any powers delegated to it, conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest Directors meeting to be held after the act or thing has been done.
- 9.11 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 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chair of the meeting.
- 9.12 A committee chair may, and at the request of two or more committee members shall, convene a meeting of the respective committee.
- 9.13 Notice of each Directors meeting and each meeting of a committee of Directors, specifying the place, day and time of the meeting and the general nature of any business that is to be transacted at that meeting, shall be given to all Directors at least seven days before the meeting. If it is not possible to give at least seven days' notice of a meeting to any Director, notice shall be given to that Director at the earliest opportunity before the meeting.
- 9.14 The accidental omission to give notice of a meeting to, or, if notice was given, the non-receipt of that notice by, a Director does not invalidate proceedings at that meeting.
- 9.15 For the first Directors meeting held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a Directors meeting at which a Director is appointed to fill a vacancy on the Board of Directors, 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.
- 9.16 A Director who may be absent temporarily from British Columbia may, by notice to the Association, waive the right to receive notice of any Directors meeting or meeting of a committee of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - a. no notice of any Directors meeting or of any meeting of a committee of directors shall be sent to that Director, and

- b. any and all Directors meetings and meetings of a committee of Directors, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- 9.17 Questions arising at a Directors meeting and at a meeting of a committee of Directors shall be decided by a majority of votes.
- 9.18 The Chair of a Directors meeting may move or propose a resolution. No resolution proposed at a Directors meeting or at a meeting of a committee of Directors needs to be seconded.
- 9.19 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a Directors' meeting.

## **PART 10**

### **Technical Advisory Committees**

- 10.1 Through Board resolution, the Directors shall establish terms of reference for technical advisory committees comprised of sector and subject matter experts and senior staff from the member school districts to:
- a. work in collaboration with and advise Association staff;
  - b. advise the Board, as appropriate, on matters within the Associations' purposes; and,
  - c. assist the Association in implementing Board decisions and coordinating Association programs and services.
- 10.2 When requested by the Association, each school district shall designate their staff representative(s) necessary to give effect to the purposes of a technical advisory committee established pursuant to Bylaw 10.1.
- 10.3 Unless otherwise specified in the terms of reference, the Association will be responsible for coordinating the operations and reporting progress to the Board with respect to the objectives set for any technical advisory committees established pursuant to Bylaw 10.1.

## **PART 11**

### **Indemnity**

- 11.1 Subject to the requirements of the *Societies Act* with respect to the indemnification of Directors and senior managers and the payment of expenses, the Directors may cause the Association to indemnify any Director, former Director, senior managers, former senior managers, employee or agent of the Association and his or her heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or her and resulting from his or her acting as a Director, senior manager, employee or agent of the Association.

## **PART 12**

### **Duties of Officers**

- 12.1 The Chair shall preside at all meetings of the Association and of the Directors, be spokesperson for the Board of Directors and be nominated by the Association as its representative on the Public Sector Employers' Council.
- 12.2 If the Chair is assessed by the Public Sector Employers' Council as having a conflict of interest as a member of the Public Sector Employers' Council in accordance with its guidelines, the Board of Directors shall nominate a representative to the Public Sector Employers' Council from among the Directors elected under Bylaw 7.2.
- 12.3 Except as permitted by the *Societies Act*, the Chair shall cause to be kept, at the Association's registered office, Association documents, copies, registers, minutes and records.
- 12.4 The Vice-Chair shall carry out the duties of the Chair during the Chair's absence.

## **PART 13**

### **Seal**

- 13.1 The Directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 13.2 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 Chair and the Vice-Chair.

## **PART 14**

### **Borrowing**

- 14.1 With the prior approval of the Minister, and in order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limitation, by the issue of debentures.

## **PART 15**

### **Auditor**

- 15.1 At each annual general meeting, the Association shall appoint an auditor to hold office until the auditor is reappointed or the auditor's successor is appointed at the next annual general meeting.

- 15.2 An auditor may be removed by ordinary resolution and a successor appointed in accordance with the procedures in the *Societies Act*.
- 15.3 An auditor shall be promptly informed in writing of appointment or removal.
- 15.4 In addition to the restrictions imposed by the *Societies Act*, no Director and no employee of the Association shall be auditor.
- 15.5 The auditor may attend general meetings.

## **PART 16**

### **Notices**

- 16.1 Any notice permitted or required under these Bylaws or under any enactment to be given, sent or delivered to a member, a Director or the Association, may be given, sent or delivered to the member, Director or Association by written instrument, email, fax or any other method of transmitting legibly recorded messages.
- 16.2 Subject to the *Societies Act* with respect to notices received by the Association, 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, bore sufficient postage and was put in a Canadian post office receptacle.

## **PART 17**

### **Bylaws**

- 17.1 Each member is entitled to and the Association shall give the member, without charge, a copy of the Constitution and Bylaws of the Association.
- 17.2 These Bylaws shall not be altered or added to except by special resolution and no alternation or addition shall be effective until approved by the Minister.

## **PART 18**

### **Reporting Society Provisions**

- 18.1 The Association must have an auditor.
- 18.2 At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless:
- a. the incumbent auditor has declined reappointment, or
  - b. at least 14 days' written notice of the proposed resolution has been given to:
    - i. all persons entitled to receive notice of the meeting, and
    - ii. the incumbent auditor.

- 18.3 The financial statements of the society must be prepared as comparative financial statements relating separately to:
- a. the period determined under section 35(2) of the *Societies Act*, and
  - b. the preceding period, if any, in relation to which financial statements for the Association were prepared.
- 18.4 Despite Reporting Society Provision 18.3, the financial statements of the society may deal with only the period determined under section 35(2) of the *Societies Act* if the reason for doing so is set out in the financial statements.
- 18.5 At least ten (10) days before the date of each annual general meeting, the society must send to the auditor and to each member a copy of:
- a. the financial statements that are to be presented at the meeting, and
  - b. the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.
- 18.6 The Association, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the society, must send to the person a copy of the Association's latest financial statements and a copy of the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

## SCHEDULE I

- 1.1 The purpose of this Schedule is to establish the method of voting in those situations in which the Association does not use a simple “one member, one vote” approach.
- 1.2 This Schedule permits weighted voting to accord the larger organizations a greater degree of influence in recognition of the number of students served while at the same time ensuring that the small members’ interests are taken into account.
- 1.3 The Bylaws provide for three situations in which the weighted voting method is used:
  - a. amendments to the Constitution and Bylaws (Bylaw 6.3)
  - b. election of Directors at the annual general meeting (Bylaw 7.16)
  - c. ratification of a province-wide collective agreement for teachers (Schedule 2).
- 1.4 A member board of education that has the total student enrolment in its school district referred to in Column 1 shall, on a resolution referred to in section 3 in this Schedule, have the number of votes referred to in Column 2:

<u>Column 1</u>	<u>Column 2</u>
Fewer than 400 student full-time equivalents	1 vote
400 to 999 student full-time equivalents	2 votes
1,000 to 1,999 student full-time equivalents	3 votes
2,000 to 5,999 student full-time equivalents	4 votes
6,000 to 11,999 student full-time equivalents	6 votes
12,000 to 17,999 student full-time equivalent	8 votes
18,000 to 23,999 student full-time equivalent	10 votes
24,000 to 29,999 student full-time equivalent	12 votes
30,000 and over student full-time equivalents	14 votes

## SCHEDULE 2

### Part I

- 2.1 Each member agrees with each other member and with the Association that the member will not do or omit to do any act or thing that would be or constitute a breach of any of the provisions of the Constitution, Bylaws or schedules and that, without limiting the remedies available to the Association or a member, the provisions of this schedule are enforceable by injunction at the initiative of the Association or any member.
- 2.2 Members agree they will abide by all decisions of the Association regarding relations with any union representing their employees with respect to any matter for which the Association is the accredited bargaining agent. The directors shall from time to time issue guidelines to members in this respect.

### Part 2

- 2.3 The Directors must adopt policies and procedures for delegation of authority to boards of education for matters involving support staff unions and for local matters involving teachers' unions, in accordance with the provisions of this Part.
- 2.4 The policies and procedures adopted respecting support staff unions shall incorporate the following principles:
- a. authority to negotiate agreements shall be delegated to members or groups of members
  - b. authority to resolve any disputes arising out of the collective agreement shall be delegated to members or groups of members
  - c. members or groups of members shall inform the Association of their bargaining proposals, of proposals by their union(s), and of significant developments in collective bargaining and contract administration
  - d. proposed collective agreements negotiated with support staff unions shall be ratified by the board of education affected or by a group of boards of education affected according to that group's rules, and by the Association
  - e. each collective agreement shall be presented for ratification to the next Board of Directors' meeting following ratification by the member board of education or such other time as the Directors may determine and ratification of such agreements by the Association shall be deemed to occur unless 2/3 of the Directors vote to reject the agreement.
- 2.5 The policies and procedures adopted respecting teacher unions shall incorporate the following principles:
- a. authority to negotiate agreements with respect to local matters shall be delegated to members or groups of members
  - b. authority to resolve disputes arising out of the collective agreement which have only a local impact shall be delegated to members or groups of members

- c. on local matters, members or groups of members shall inform the Association of their bargaining proposals, of proposals by their union(s), and of significant developments in collective bargaining and contract administration
- d. proposed agreements with respect to local matters shall be ratified by the board of education affected or by a group of boards of education affected according to that group's rules, and by the Association
- e. each collective agreement shall be presented for ratification to the next Board of Directors' meeting following ratification by the member board of education or such other time as the Directors may determine and ratification of such agreements by the Association shall be deemed to occur unless 2/3 of the Directors vote to reject the agreement.

### **Part 3**

- 2.6 The Association shall communicate the terms of any proposed province-wide collective agreement to the members for approval or rejection.
- 2.7 The approval or rejection of a proposed agreement referred to in 2.6 above shall be determined by a ballot of the members, other than government members.
- 2.8 Each member entitled to vote on the agreement shall have the votes it is entitled to under Schedule 1.
- 2.9 The votes that a member has under Schedule 1 shall be cast as a block on any vote under this Part.
- 2.10 A proposed agreement referred to in Bylaw 2.6 shall be deemed to be approved by a majority of the votes cast by the members voting on the agreement and, if approved, shall be binding on all members.
- 2.11 The ballot shall be given to all members at their registered address either by delivery, telecopy or prepaid mail and, if by mail, the ballot shall be deemed to be received on the 7th day after the date of mailing.
- 2.12 In order to be counted, a ballot must be received at the head office of the Association not later than 5:00 p.m. local time in Vancouver on the 15th day after the date of delivery, telecopy or deemed receipt by the member, or within such shorter period as may be determined by the Directors.

### SCHEDULE 3

- 3.1 The Board selection and Minister confirmation of the Chair, and the election of Trustee Directors, will occur pursuant to Part 7 of the Bylaws.
- 3.2 A trustee Director will be elected from each of the following seven regional groupings:

<b>Employer Regional Groupings</b>	
<p><b>Kootenay Boundary</b></p> <p>SD 5 (Southeast Kootenay)            SD 6 (Rocky Mountain)            SD 8 (Kootenay Lake)            SD 10 (Arrow Lakes)            SD 20 (Kootenay-Columbia)            SD 51 (Boundary)</p>	<p><b>Northwest</b></p> <p>SD 50 (Haida Gwaii)            SD 52 (Prince Rupert)            SD 54 (Bulkley Valley)            SD 82 (Coast Mountains)            SD 87 (Stikine)            SD 92 (Nisga'a)</p>
<p><b>Northern Interior</b></p> <p>SD 27 (Cariboo-Chilcotin)            SD 28 (Quesnel)            SD 49 (Central Coast)            SD 57 (Prince George)            SD 59 (Peace River South)            SD 60 (Peace River North)            SD 81 (Fort Nelson)            SD 91 (Nechako Lakes)</p>	<p><b>Thompson Okanagan</b></p> <p>SD 19 (Revelstoke)            SD 22 (Vernon)            SD 23 (Central Okanagan)            SD 53 (Okanagan Similkameen)            SD 58 (Nicola-Similkameen)            SD 67 (Okanagan Skaha)            SD 73 (Kamloops/Thompson)            SD 74 (Gold Trail)            SD 83 (North Okanagan-Shuswap)</p>
<p><b>Metro</b></p> <p>SD 36 (Surrey)            SD 37 (Delta)            SD 38 (Richmond)            SD 39 (Vancouver)            SD 40 (New Westminster)            SD 41 (Burnaby)            SD 43 (Coquitlam)            SD 44 (North Vancouver)            SD 45 (West Vancouver)            SD 48 (Sea to Sky)            SD 93 (Conseil scolaire francophone)</p>	<p><b>Vancouver Island/Coastal</b></p> <p>SD 46 (Sunshine Coast)            SD 47 (Powell River)            SD 61 (Greater Victoria)            SD 62 (Sooke)            SD 63 (Saanich)            SD 64 (Gulf Islands)            SD 68 (Nanaimo-Ladysmith)            SD 69 (Qualicum)            SD 70 (Alberni)            SD 71 (Comox Valley)            SD 72 (Campbell River)            SD 79 (Cowichan Valley)            SD 84 (Vancouver Island West)            SD 85 (Vancouver Island North)</p>
<p><b>Fraser Valley</b></p> <p>SD 33 (Chilliwack)            SD 34 (Abbotsford)            SD 35 (Langley)            SD 42 (Maple Ridge-Pitt Meadows)            SD 75 (Mission)            SD 78 (Fraser-Cascade)</p>	

- 3.3 To support Board continuity and Director development, the three year terms for trustee Directors and the Chair shall be staggered and scheduled such that approximately one-third of the terms expire at the conclusion of each annual general meeting.
- 3.4 At the general meeting where this schedule is adopted, an election will be held for all trustee Director positions and their terms will expire according to the following cycle:

<b>Staggered, Three-Year Term Expiry Cycle</b>	
Year 1	Kootenay Boundary, Thompson Okanagan, Northwest
Year 2	Northern Interior, Metro Vancouver
Year 3	Vancouver Island/Coastal, Fraser Valley, Board Chair

- 3.5 Starting at the first annual general meeting following the adoption of this schedule, the terms for the positions identified under Year 1 will expire at the conclusion of that annual general meeting. The terms for the Year 2 and Year 3 positions will expire at the conclusion of the second and third annual general meetings following the adoption of this schedule, respectively. This three year cycle will repeat in subsequent years.
- 3.6 If a trustee Director is unable to complete their term, an election may be held pursuant to Bylaw 7.19, or pursuant to Bylaw 7.14 at the next annual general meeting. Any individual elected to fill a mid-term vacancy will serve for the balance of the term as established in term expiry cycle pursuant to 3.4 of this Schedule.