

British Columbia Association of International Baccalaureate World Schools (Revised Feb 2007)

1. The purposes of the society are:
 1. To support the goals and objectives of The International Baccalaureate Organization (IBO) and The International Baccalaureate North America (IBNA) office.
 2. To provide support for the International Baccalaureate (IB) programs (Primary Years, Middle Years, and Diploma Years) and for IB schools in British Columbia.
 3. To provide communication among IB schools in British Columbia.
 4. To provide liaison with the Ministry of Education.
 5. To provide liaison with the universities.
 6. To promote special recognition of the IB Diploma by the Ministry of Education and by the universities.
 7. To support professional development among IB schools in British Columbia.
 8. To sponsor IB staff and student activities.
 9. To promote research into the benefits of the IB programs.
 10. To act as a clearing house for information concerning and support for new IB schools as well as continuing schools.

Bylaws

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means the directors of the society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "member" means the member school or the designated representative from the school.
 - (d) "registered address" of a member means his address as recorded in the register of members.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 - 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 be members.
4. Schools in British Columbia that are authorized IB Schools under the authority of the International Baccalaureate Organization may become members of The International Baccalaureate - British Columbia Society. A member school shall be represented by an IB Coordinator at the school, or by an administrator or teacher designated by the IB Coordinator. An IB Coordinator, or designate,

shall be the school representative for voting purposes.

- (a) Schools offering IB programs shall be granted membership in good standing in The International Baccalaureate - British Columbia under the following conditions:
 - i) Application submitted to The International Baccalaureate - British Columbia Society.
 - ii) Provision of proof of authorization from the International Baccalaureate Organization.
 - iii) Payment of the annual membership fee.
 - iv) Acceptance of the terms of membership established by these by-laws.
 - v) Regular attendance by the voting members of each member school.
- (b) An additional member shall be an administrator from a member school nominated, elected, or appointed by the society.
- (c) The membership of The International Baccalaureate - British Columbia may by a simple majority vote, confer honorary membership on an International Baccalaureate teacher, administrator, or parent, or an institution or corporation with or without payment of membership fee. Such honorary members shall have non-voting status.

{The following was added November 2005}

- (d) The membership of The International Baccalaureate - British Columbia may by a simple majority vote, confer associate membership on a school which has satisfactorily completed, and paid for, the first level of the IBNA application process. The annual membership fee for associate members shall be 75% of the full membership fee, rounded to the nearest \$5, as established under Section 6 below. Such associate members shall have non-voting status. Once such an associate member school has been granted full authorization by the IBO, their status will be upgraded to full membership at the next subsequent annual general meeting.
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 Executive and after that the annual membership dues shall be determined at the annual general meeting of the society.
 7. A member ceases to be a member of the society
 - (a) by delivering notice of resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on dissolution of the IB program at the school;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 12 consecutive months.
 8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The member 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 he is

not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

10. (1) General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the Executive decides.

(2) General meetings are open to all administrators and IB teachers from member schools, although voting is limited to the voting representatives.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The Executive may, when they think fit, convene an extraordinary general meeting.
13. (1) 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.

(2) 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 4 - 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 Executive;
 - iv) the report of the auditor, if any;

 - v) the election of the Executive Officers;
 - vi) the appointment of the auditor, if required; and
 - vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business which is brought under consideration by the report of the Executive issued with the notice convening the meeting.
16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, shall not be conducted at a general meeting at a time when a quorum is not present.

(2) 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.

(3) A quorum is 8 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 requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at 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 chair of the society, the vice-chair or in the absence of both, one of the other Executive Officers present, shall preside as chair of a general meeting.
19. If at a general meeting-
 - (a) there is no chair, vice-chair or other Executive officer present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the chair and all the other Executive Officers present are unwilling to act as chair, the members present shall choose one of their number to be chair.
20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) 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.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
21. (1) A resolution proposed at a meeting need not be seconded and the chair of a meeting may move or propose a resolution.
 - (2) In case of a tie vote the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands.
 - (3) Voting by proxy is not permitted.
23. A corporate or institutional member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

Part 5 –Directors and Officers

24. (1) The Executive officers may exercise all powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
 - (a) all laws affecting the society;
 - (b) these bylaws and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) A rule, made by the society in general meeting, does not invalidate a prior act of the Executive officers that would have been valid if that rule had not been made.
25. (1) The chair, vice-chair, secretary, treasurer, and one or more other persons may be directors of the society.
 - (2) The Executive officers shall consist of chair, vice chair, past-chair, secretary, and treasurer, a Diploma Program representative, a Middle Years Program representative, and a Primary Years Program representative.

- (3) An additional Executive officer shall be the administrator identified under Part 2, clause 4(b).
26. (1) An Executive Officer so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
- (2) The position of past-chairperson may be left empty if the chairperson is re-elected.
- (3) The chairperson shall step down after a maximum of four consecutive terms. He or she may stand for re-election as chairperson after a minimum absence of one term from the position.
27. (1) If an Executive Officer resigns his or her office or otherwise ceases to hold office, the remaining Executive Officers may appoint a member to take the place of the former Executive Officer until the next annual general meeting.
- (2) No act or proceeding of the Executive Officers is invalid only by reason of there being less than the prescribed number of Executive Officers.
28. The members may by special resolution remove an Executive officer before the expiration of his or her term of office, and may elect a successor to complete the term of office.
29. No Executive officer shall be remunerated for being or acting as an officer but an officer shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the society.

Part 6 - Proceedings of Directors

30. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The directors shall elect from among themselves a chairperson to preside at meetings. The selected chairperson shall serve for one year.
- (4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors
31. (1) The directors may delegate any, but not all, of their powers to the Executive or to committees consisting of at least one member of the Executive, one director and members at large as necessary.
- (2) 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 exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
32. A committee shall elect a chair of its meetings; but if no chairman 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.
33. The members of a committee may meet and adjourn as they think proper.
34. For a 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, or for a meeting of the directors at which a director is appointed to fill a vacancy in the 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.

35. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, cable, fax, or email of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (a) a notice of meeting of directors is not required to 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.
36. (1) Questions arising at a meeting of the Executive, the directors and or a committee of either shall be decided by a majority of votes.
(2) In case of an equality of votes the chair does not have a second or casting vote.
37. No resolution proposed at a meeting of the Executive, the directors or a committee of either need be seconded and the chairman of a meeting may move or propose a resolution.
38. A resolution in writing, signed by all members of the Executive or all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

39. (1) The chair shall preside at all meetings of the society and of the directors.
(2) The chair is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
40. The vice-chair shall carry out the duties of the chair during his or her absence.
41. The secretary shall
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody 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 members.
42. The treasurer shall
 - (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) render financial statements to the Executive, members and others when required.
43. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
44. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 - Seal

45. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
46. 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 secretary or Chair and secretary treasurer.

Part 9 - Borrowing

47. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
48. No debenture shall be issued without the sanction of a special resolution.
49. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor

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

Part II - Notices to Members

57. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
58. 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 and put in a Canadian post office receptacle.
59. (1) Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.(2) No other person is entitled to receive a notice of general meeting.

Part 12 - Bylaws

60. On being admitted to membership, each member is entitled to and the society shall give the member, without charge, a copy of the constitution and bylaws of the society.
61. These bylaws shall not be altered or added to except by special resolution.