

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. In these bylaws, unless the context otherwise requires,

"director", in relation to a society, means an individual who has been designated, elected or appointed, as the case may be, as a member of the board of directors of the society, regardless of the title by which the individual is called

"Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;

"member" means the member school or the designated representative from the school.

"registered address" of a member means the address as recorded in the register of members.

2. These bylaws are written in accordance with the Societies Act of British Columbia, and in the event of a dispute or disagreement the association recognizes that the

Societies Act of British Columbia takes precedence. If a specific topic is not addressed in these bylaws, please refer to the Societies Act of British Columbia.

3. On all questions of procedures and rules of order at general meetings not specifically covered in the bylaws, Robert's Rules of Order Revised shall be the governing authority.

## **Part 2 – Membership**

4. 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.

5. Schools in British Columbia that are authorized IB Schools under the authority of the International Baccalaureate Organization may become members of the British Columbia Association of International Baccalaureate World Schools (BCAIBWS). 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 BCAIBWS under the following conditions:

- i) Application submitted to The BCAIBWS.
- 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 bylaws.

(b) The membership of The BCAIBWS 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. Honorary membership must be renewed by vote annually at the Annual General Meeting (AGM).

(d) The membership of the BCAIBWS may by a simple majority vote, confer associate membership on a school which has satisfactorily completed, and paid for, the first level of the IBA 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 5 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.

6. Every member shall be provided with access to the Constitution, By-laws, and BCAIBWS Standing Rules documents. Every member shall uphold the constitution and comply with these bylaws.

7. 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.

8. (1) A member's membership in a society terminates when

- (a) the membership terminates in accordance with the bylaws,
- (b) the member resigns,
- (c) the IB programme at the school dissolves or
- (d) the member is expelled in accordance with the bylaws or under section 9.

9. (1) A member of a society may be disciplined or expelled by special resolution.

(2) Before a member of a society is disciplined or expelled under subsection 2 or the bylaws, the society must

- (a) send to the member written notice of the proposed discipline or expulsion, including reasons, and
- (b) give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.

10. All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the society and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 - Meetings of Members**

11. (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.

12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

13. The Executive may, when they think fit, convene an extraordinary general meeting.

14. (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.

15. 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**

16. 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.

17. (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 voting members present or a greater number that the members may determine at a general meeting.

18. 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 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.

19. Subject to bylaw 20, the vice-chair or one of the other Executive Officers present, shall preside as chair of a general meeting.

20. 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.

21. (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.

22. (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.

23. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by use of voting card.

(3) Voting by proxy is not permitted.

24. 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**

25. (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.

26. Elected members of the executive shall be active IB Coordinators, Heads of School, designated administrators and teachers of IB World Schools or other persons, as nominated by the executive officers who are elected by the members of association.

27. (1) The executive officers are the directors of the society.

(2) The Executive officers shall consist of chair, vice chair, past-chair, secretary, and treasurer, a Diploma Programme representative, a Middle Years Programme representative, a Primary Years Programme representative, a Career Programme representative, and a Head of School representative.

(3) One or more other persons, as nominated by the executive officers, may be elected by the members as directors of the society.

(4) Each member school is entitled to have no more than 2 representatives serving on the executive at any one time.

28. (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.

29. (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.

30. 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.

31. 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**

32. (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.

33. (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.

34. 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.

35. The members of a committee may meet and adjourn as they think proper.

36. 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.

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, which may be by written or electronic communication 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.

38. (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.



39. 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.

40. 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**

### 41. The Chair

(1) The chair or designate 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.

### 42. The Vice-chair shall

(1) carry out the duties of the chair during his or her absence;

(2) carry out any other duties as directed by the Chair

### 43. The secretary shall

(1) conduct the correspondence of the society;

(2) issue notices of meetings of the society and directors;

(3) keep minutes of all meetings of the society and directors;

(4) have custody of all records and documents of the society except those required to be kept by the treasurer; and

(5) maintain the register of members.

### 44. The treasurer shall

(1) keep the financial records, including books of account, necessary to comply with the Society Act; and

(2) render financial statements to the Executive, members and others when required.

(3) collect and disburse funds as directed by the Executive

45. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

46. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

47. The Programme Representatives and Head of Schools Representatives shall

(1) represent the needs of the various programmes at the Executive level

(2) communicate with the members of the various programmes

(3) organize and facilitate various professional development activities, or other special events for the programmes

### **Part 8 –Seal**

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

49. 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**

50. 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.

51. No debenture shall be issued without the sanction of a special resolution.

52. 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**

53. This Part applies only where the society is required or has resolved to have an auditor.

54. 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 the auditor is re-elected or a successor is elected at the next annual general meeting.

56. An auditor may be removed by ordinary resolution.

57. An auditor shall be promptly informed in writing of appointment or removal.

58. No director, employee or member of the society shall be auditor.

59. The auditor may attend general meetings.

#### **Part 11 -Notices to Members**

60. A notice may be given to a member, either personally or electronically to their registered contact information.

61.

(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**

62. On being admitted to membership, each member is entitled to and the society shall provide the member, without charge, access to a copy of the constitution and bylaws of the society.

63. These bylaws shall not be altered or added to except by special resolution.