

**Vancouver Japanese Language School and Japanese Hall
(Vancouver Nihon-go Gakko narabi ni Nikkei Jin Kaikan)**

Bylaws

October 2016

Table of Contents

Part 1 – Definitions and Interpretation..... 4

 Definitions..... 4

 Definitions in Act apply 5

 Conflict with Act or regulations 5

Part 2 – Members 5

 Application for membership 5

 Duties of members..... 5

 Amount of membership dues 6

 Member not in good standing 6

 Termination of membership 6

Part 3 – General Meetings of Members 7

 Time and place of general meeting 7

 Notice of special business..... 7

 Quorum required 7

 Quorum for general meetings 7

 Lack of quorum at commencement of meeting 7

 If quorum ceases to be present 8

 Adjournments by person 8

 Notice of continuation of adjourned general meeting..... 8

 Order of business at general meeting..... 8

 Methods of voting..... 9

 Announcement of result..... 9

 Matters decided at general meeting by ordinary resolution..... 9

Part 4 – Directors 9

 Number of directors on Board..... 9

 Election or appointment of directors 10

Part 5 – Directors’ Meetings 11

 Calling directors’ meeting 11

 Notice of directors’ meeting 11

 Proceedings valid despite omission to give notice 11

 Quorum of directors 11

Part 6 – Board Positions	12
Election of Board Officer positions	12
Directors at large.....	12
Role of president.....	12
Role of vice-president	12
Role of secretary	12
Absence of secretary from meeting	12
Role of treasurer	13
Part 7 – Remuneration of Directors, Conflicts of Interest and Financial Matters	13
Remuneration of directors.....	13
Conflicts of Interest.....	13
Signing authority.....	14
Seal.....	14
Borrowing.....	14
Auditor	14
Notice to Members	15
Dissolution	15
Bylaws	15

Bylaws of Vancouver Japanese Language School and Japanese Hall (Vancouver Nihon-go Gakko narabi ni Nikkei Jin Kaikan)

(the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

- "Act" means the *Societies Act* of British Columbia as amended from time to time;
- "Board" means the directors of the Society;
- "Bylaws" means these Bylaws as altered by resolution from time to time.
- (a) "Alumni" means former students of the School;
- (b) "Chairperson" means the chairperson of the Board of the Directors;
- (c) "Directors" means the Board of Directors of the Society for the time being;
- (d) "Parents Council" means a committee formed by parents of students and alumni and other community members who wish to be members
- (e) "Registered Address" of a member means his address as recorded in the register of members;
- (f) "School" means the Vancouver Japanese Language School and Children's World (Kodomono-Kuni);
- (g) "Society" means the Vancouver Japanese Language School and Japanese Hall;
- (h) "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;

- (i) "Student" means a pupil in attendance at the Vancouver Japanese Language School;

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

- 1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.
- 1.4** Interpretation Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

PART 2 – MEMBERS

Application for membership

- 2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application, including:
 - (a) Alumni, Students and Parents – Alumni, Students over the age of 18, and Parents of Students and of alumni of the School
 - (b) Community Members – Applicants who have been accepted by the Directors, who shall be classified as "Community Members".

Proportion of Community Members – The Directors shall not accept any memberships from Community Members if such acceptance would increase the percentage of Community Members to more than 25% of the total membership of the Society.

Duties of members

- 2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.
 - (a) The Purpose of the Society shall be carried out without motive of profit or material gain for its members and any profits or other accretions to the Society will be directly used for promoting its purposes. (Previously an unalterable provision)

Amount of membership dues

2.3 The annual membership dues shall be determined at each annual general meeting of the Society.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues for 6 months and the member is not in good standing for so long as those dues remain unpaid.

(a) a member not in good standing cannot vote at a general meeting

2.5 Ceasing to be a Member – A person shall cease to be a member of the Society:

(b) by delivering his resignation in writing to the Secretary of the Society or by email, mail or delivering it to the address of the Society;

(c) upon his death or, in the case of a corporation or partnership, upon its dissolution; or

(d) upon being expelled.

Termination of membership

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Expulsion from Membership – A member may be expelled by special resolution of the members passed at a general meeting, provided that:

(a) the notice of a meeting to pass a special resolution for expulsion is accompanied by a brief statement of the reason or reasons for the proposed expulsion; and

(b) the member who is the subject of the proposed resolution for expulsion is given an opportunity to be heard at the general meeting before the resolution is put to a vote.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.
- 3.2** Annual General Meeting – An annual general meeting of the Society shall be held once in each calendar year and not more than fifteen months after the preceding annual general meeting.
- 3.3** Extraordinary General Meeting – an extraordinary general meeting:
- (a) is every general meeting which is not an annual general meeting; and
 - (b) may be convened by the Directors when they think fit;
 - (c) shall be convened by the Directors on requisition by no less than 5% of the members.

Notice of special business

- 3.4** Notice – Notice of a general or extraordinary general meeting shall specify the place, day, and hour of meeting, and, in case of special business, the general nature of that business.
- 3.5** Failure to Give Notice – 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.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 20 voting members or **5%** of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, in the case of a meeting convened on the requisition of members, the meeting is terminated.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by person

3.10 The person of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (g) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (h) adjourn the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.

Voting – Voting at a general meeting shall be governed by the following:

- a) an individual member must be in good standing for at one month prior to a general or an extraordinary general meeting to be entitled to vote;
- b) each individual member is entitled to one vote;
- c) each corporation or partnership is entitled to one vote;
- d) voting by proxy is permitted.

3.14 Procedure in Tied Voting – In case of an equality of votes, the chair shall not have a casting or second vote.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting is permitted

3.15 A Proxy shall be in writing under the hand of the member. A Proxy authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited with the secretary of the Society not less than 4 hours before the time for holding the meeting.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 11 directors. The Board of Directors shall at all times be comprised of elected members consisting of the President, Vice- President, Secretary, Treasurer and no more than 7 other members of the Society.

- (a) Ex-officio members of the Board of Directors – The General Manager, Principal, Childcare Director, President of the School Alumni Association, President of the School’s Parent Council, President of the Gakuyukai, and the immediate past President of the Society shall be non-voting members entitled to attend meetings of the directors unless otherwise excluded by the resolution of the Directors.
- (b) Qualifications – qualifications to serve as a director of society. An Individual is not qualified if they are:
 - found by a court to be incapable of managing their own affairs;
 - an undischarged bankrupt; or
 - convicted of an offense involving fraud in the last five years.

Directors must promptly resign from the board if they no longer meet these qualifications.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect the Board of Directors.
- 4.3** Director Terms - Director shall be elected for a two-year term but no Director shall be elected for more than five consecutive terms. However, members attending the annual general meeting may decide by majority vote to extend a director’s tenure beyond the five terms on a case-by-case basis.
- 4.4** Election – Elections shall be governed by the following:
 - (a) any member may nominate candidates for election as Directors;
 - (b) an election may be by acclamation otherwise it shall be by ballot; and
 - (c) no employee of the Society may be elected as Director.
- 4.5** Powers of Directors – The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do.
- 4.6** Appointed Directors –
 - (a) Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
 - (b) A Director so appointed holds office until the end of the term of the Director whom he was appointed to replace and is eligible for re-election as if he had been elected Director for that term.

- 4.7** Resignation – If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take place of the former Director.
- 4.8** Removal – 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.
- 4.9** Appointment of Officers – At the first meeting of the Directors following a general meeting, the Directors shall appoint Officers in accordance with By-Law 5.03.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

- 5.1** A directors’ meeting may be called by the Chairperson.

Notice of directors’ meeting

- 5.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Quorum of directors

- 5.4** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.
- 5.5** Frequency – The Directors shall meet at least 8 times per year.
- 5.6** Delegation of Powers to Committee – The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they think fit.

PART 6 – BOARD POSITIONS

Election of Board Officer positions

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.1 Directors who are elected to positions on the Board in addition to the positions described in these Bylaws are elected directors at large.

Role of president

6.2 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.3 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.4 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act;
- (f) have custody of the common seal of the Society;
- (g) maintain a Register of Members.

Absence of secretary from meeting

6.5 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.6 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes;
- (e) manage the payment of the Society's bills.

PART 7 – REMUNERATION OF DIRECTORS, CONFLICTS OF INTEREST AND FINANCIAL MATTERS

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but a director shall be reimbursed for all reasonable and necessary expenses incurred while engaged in the affairs of the Society.

Conflicts of Interest

7.2 Conflicts of Interest – Where a person who is a Director or an Officer is or may be in a position where his interests conflict with those of the Society such as:

- (a) a contract or transaction or a proposed contract or transaction of the society, or
- (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with the director's duty or interest as a director of the society.

A director in such a situation must:(a) disclose the conflict fully and promptly to the rest of the board; (b) abstain from voting on the issue; (c)leave the board meeting when the issue is discussed, unless asked by the other directors to be present to provide information; and (d) refrain from efforts to influence the board's decision.

Signing authority

- 7.3** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Seal

- 7.4** General – The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 7.5** Authorization and Manner of Use – 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 or President and Secretary-Treasurer.

Borrowing

- 7.6** General – 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 mortgage of the assets of the Society or the issue of debentures.
- 7.7** Special Resolution for Debenture – No mortgage shall be granted, and no debenture shall be issued without the sanction of a special resolution.
- 7.8** Restriction of Borrowing Powers – The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Auditor

- 7.9** General – The Part applies only where the Society is required or has resolved to have an auditor.

Notice to Members

- 7.10** Notice of General Meeting – Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.
- 7.11** Entitlement to Notice – Except as specified in By-law.
- 7.12** No other person is entitled to receive a notice of a general meeting.

Dissolution

- 7.13** In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such registered charitable organization or organizations under the Canada Revenue Agency promoting the same or similar purposes of this Society. This will be determined by the Members of the Society at the time of winding up or dissolution. (Previously an unalterable provision)

Bylaws

- 7.14** Entitlement to Copy – On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution, By-laws of the Society and most recent financial statements.
- 7.15** Alteration – These By-laws shall not be altered or added to except by special resolution.