

**R.R. SMITH MEMORIAL FUND FOUNDATION**

S-41813

**NOTICE OF SPECIAL RESOLUTIONS**

The Board of Directors of R.R. Smith Memorial Fund Foundation (the "Society") hereby gives notice of the following special resolutions, which will be debated and voted on at the annual general meeting at 9:00 A.M. on [September 23rd](#), 2017, at [Hilton Vancouver Airport Hotel, 5911 Minoru Blvd, Richmond, B.C.](#)

Dated at Vancouver, British Columbia, September 23, 2017.

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By Judy de Vries, President, for the Board of Directors

**MOVED AS SPECIAL RESOLUTIONS THAT:**

**A. THE SOCIETY FILE A TRANSITION APPLICATION UNDER THE SOCIETIES ACT AS SOON AFTER THE DATE THESE RESOLUTIONS ARE APPROVED AS THE DIRECTORS DEEM FIT.**

**B. CLAUSES 1 AND 2 OF THE CONSTITUTION IN THE TRANSITION APPLICATION BE AS FOLLOWS:**

1. The name of the society is R.R. Smith Memorial Fund Foundation (the "Society").
2. The purposes of the Society are to advance education in British Columbia and in developing countries by:
  - a) providing scholarships and bursaries to
    - i) doctoral students in any area which advances public education, and
    - ii) deserving students, to enable them to attend post-secondary education institutions,
  - b) making and administering grants to Canadian registered charitable organizations, the purposes of which are similar to those of the Society,
  - c) acquiring school materials, books, equipment and supplies of all kinds, and donating them to schools,
  - d) providing funding to support innovative projects which advance public education,
  - e) working co-operatively with governments in Canada and other countries, and other charitable organizations, to accomplish these purposes,
  - f) soliciting, collecting, receiving, acquiring, holding and investing money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, selling and converting property, both real and personal, into cash, and using the funds of the society and the proceeds, income, rents and profits derived from any property of the society in furtherance of the purposes set out above,
  - g) doing all such things as may be incidental or ancillary to the attainment of these purposes, and
  - h) owning and operating property and facilities to accomplish these purposes.

**C. CLAUSES 3, 4, 5, 6 AND 7 OF THE CONSTITUTION BE MOVED TO THE BYLAWS, RENUMBERED AS BYLAWS 1.6, 1.7, 1.8, 1.9 AND 1.10, AND THE WORDS “THIS PROVISION WAS PREVIOUSLY UNALTERABLE.” BE INSERTED AT THE END OF EACH CLAUSE, IN PLACE OF THE WORDS “THIS PROVISION IS UNALTERABLE.”.**

**1.6** Any activities of the Society carried on outside Canada must be carried on by employees of the Society, or pursuant to an agency agreement. This provision was previously unalterable.

**1.7** The activities and purposes of the Society must be carried on without purpose of gain for its members and any income, profits or other accretions must be used to promote the purposes of the Society. This provision was previously unalterable.

**1.8** Directors must not be remunerated for acting as directors, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision was previously unalterable.

**1.9** In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages and after payment of any debts of the Society, must be given to organizations which are registered charities as described in the Income Tax Act (Canada) and which

- a) have purposes similar to those of the Society, or
- b) are designated by the members of the Society at the time of winding-up or dissolution.

**1.10** 1) The funds and property of the Society must be used and dealt with only for its purposes in accordance with its constitution and bylaws.  
2) The Society must invest its funds only in securities in which trustees are authorized by law to invest.

This provision was previously unalterable.”

**D. AS PART OF ITS TRANSITION APPLICATION, THE SOCIETY DECLARE THAT IT IS NOT A MEMBER-FUNDED SOCIETY, PURSUANT TO SECTIONS 190 AND 191 OF THE SOCIETIES ACT.**

**E. THE BYLAWS BE RESCINDED AND REPLACED BY THE FOLLOWING.**

**“BYLAWS**

***Part 1 - Interpretation***

**1.1** In the constitution and the bylaws:

- a) “Act” means the Societies Act, and “Regulations” means any regulations enacted under the Act,

- b) "AGM" means an annual general meeting,
- c) "BCRTA" means British Columbia Retired Teachers' Association,
  - a) "Board" or "Board of Directors" means the directors of the Society for the time being, acting as a body,
  - b) "director" means a director of the Society,
  - c) "general meeting" includes an AGM and a special general meeting,
  - d) "member" means a member of the Society,
  - e) "registered address" means a member's address as recorded in the register of members,
- f) "Society" means R.R. Smith Memorial Fund Foundation,
- g) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
- h) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- i) the singular includes the plural and vice versa, and
- j) persons include corporations and associations.

**1.2** 1) The definitions in the Act apply to the bylaws.

2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

**1.3** The Society must on request provide a member a copy of the current constitution and bylaws, without charge.

**1.4** The constitution and bylaws can only be altered by special resolution.

**1.5** The Society must not distribute any of its money or other property except as permitted by the Act.

**1.6** Any activities of the Society carried on outside Canada must be carried on by employees of the Society, or pursuant to an agency agreement. This provision was previously unalterable.

**1.7** The activities and purposes of the Society must be carried on without purpose of gain for its members and any income, profits or other accretions must be used to promote the purposes of the Society. This provision was previously unalterable.

**1.8** Directors must not be remunerated for acting as directors, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision was previously unalterable.

**1.9** In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages and after payment of any debts of the Society, must be given to organizations which are registered charities as described in the Income Tax Act (Canada) and which

- a) have purposes similar to those of the Society, or
- b) are designated by the members of the Society at the time of winding-up or dissolution.

- 1.10** 1) The funds and property of the Society must be used and dealt with only for its purposes in accordance with its constitution and bylaws.
- 2) The Society must invest its funds only in securities in which trustees are authorized by law to invest.

This provision was previously unalterable.

### ***Part 2 - Membership***

**2.1** The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

- 2.2** 1) A member of the Society must be a member in good standing of the BCRTA.
- 2) A member in good standing of the BCRTA has the right to become a member of the Society.

- 2.3** 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership dues (if any) is a member.
- 2) A member in good standing of the BCRTA is deemed to have applied for membership in the Society, unless that person gives notice to the Society that she or he does not wish to so apply.
- 3) The amount of annual membership dues, if any, and the date by which they must be paid, must be determined by ordinary resolution at the AGM.
- 4) Membership is not transferable.
- 5) Membership must be renewed annually, by or before a date set by the Board.

- 2.4** A person ceases to be a member on:
- a) delivering a written resignation to the Society,
  - b) death,
  - c) 30 days after becoming a member not in good standing, or
  - d) being expelled.

- 2.5** A person becomes a member not in good standing if the member fails to pay:
- a) annual membership dues (if any) by or before the time set for their payment, or
  - b) a debt due and owing to the Society.

- 2.6** Every member and director must uphold the constitution, and must comply with:
- a) the Act,
  - b) the bylaws,
  - c) any rules, regulations and policies made by the Society, and
  - d) any rules of order governing the conduct of general meetings and of meetings of the Board.

- 2.7** 1) A member may be expelled by special resolution.
- 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

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

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

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.
- 2) An AGM must be held at least once in every calendar year.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** 1) The Board may when it thinks fit convene a special general meeting.
- 2) The members may requisition a general meeting pursuant to the Act.

### ***Part 4 - Notice to Members***

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting,
  - b) include the text of any special resolution to be proposed at the meeting,
  - c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business, and
  - d) be sent to all members not fewer than 14 days but not greater than 60 days before the meeting.
- 2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.
- 4.2** 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
  - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4** 1) A notice sent by mail from the Society's office is deemed to have been received two days after being mailed.
- 2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5** A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, Authorized Representative, or telephone number.

### ***Part 5 - Proceedings at General Meetings***

- 5.1** 1) The business at an AGM is to:
- a) elect a chair, if required,

- b) determine that there is quorum,
- c) adopt rules of order,
- d) approve the agenda,
- e) minutes of the last AGM and any intervening general meetings,
- f) consider the report of the Board on its activities and decisions since the last AGM,
- g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
- h) appoint an auditor, if any,
- i) elect directors,
- j) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,
- k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
- l) any members' proposals under section 81 of the Act, and
- m) adjourn.

2) The financial statements presented to an AGM must comply with the Act.

3) The business at a special general meeting is limited to:

- a) adopting rules of order,
- b) that set out in a requisition under bylaw 3.2, if applicable, and
- c) that determined by the Board under bylaw 3.2.

**5.2** 1) Quorum at a general meeting is three voting members present at all times.

2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of voting members is present.

3) 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.

4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. The Society is not obligated to take any action to facilitate the use any communications medium at a general meeting.

**5.3** If within 30 minutes from the time set for holding a general meeting a quorum of voting members is not present:

- a) in the case of a meeting convened on a requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.

- 5.4** 1) A general meeting can only be adjourned by ordinary resolution.
- 2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3) When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting.
- 4) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5** 1) The Chair must chair each general meeting.
- 2) If the Chair is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-Chair must be chair.
- 3) If neither the Chair nor the Vice-Chair is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, and the Board has not appointed or engaged another qualified person to be chair, the members present may elect an individual who is present to be chair.
- 5.6** 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.
- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7** 1) Each member who is in good standing is a voting member, and has the right to one vote at a general meeting.
- 2) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must under the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.
- 3) Voting must be by show of hands, except when a secret ballot is required by:
- a) the bylaws or Act,
  - b) ruling of the chair, or
  - c) ordinary resolution, voting on which must be by show of hands.
- 4) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
- 5) All members have the right to notice of, to attend and to speak at general meetings. A member who is not in good standing cannot vote.
- 6) Proxy voting is prohibited.
- It is not needed
- 5.8** Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Rules of Order must be used.

### ***Part 6 – Board of Directors***

- 6.1** Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.
- 6.2** 1) A director must, when exercising the powers and performing the functions of a director:

- a) act honestly and in good faith with a view to the best interests of the Society,
  - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
  - c) act in accordance with the Act and Regulations, and
  - d) subject to paragraphs (a) to (c), act in accordance with the bylaws.
- 2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.
- 3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
- 4) Nothing in a contract or the bylaws relieves a director from
- a) the duty to act in accordance with this Act and the Regulations, or
  - b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

### 6.3

- 1) There must be not fewer than seven directors, with the number set by ordinary resolution at the AGM.
- 2) A director, and a candidate for election as a director, must be a member who is in good standing.
- 3) A candidate for election as a director must:
- a) be qualified to be a director under section 44 of the Act,
  - b) be 18 years of age or older, and
  - c) consent to the nomination, in writing or in person.
- 3) Two directors must be appointed in writing by the BCRTA. The BCRTA must promptly and in writing notify the Society of any changes in the directors it appoints.
- 4) The remaining directors must be elected at the AGM, and have a term of office beginning at the adjournment of that AGM, and ending at the adjournment of the next following AGM.
- 5) In an election of directors, each member who has the right to vote has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate.
- 6) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or the number of candidates is equal to or fewer than the number of vacancies, in which case the candidates must be declared to be elected.
- 7) A director may be re-elected.

### 6.4

- A director ceases to be a director on:
- a) in the case of a director appointed by the BCRTA, on that appointment being rescinded in writing,
  - b) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
  - c) resigning in writing,
  - d) ceasing to be a member in good standing,



- e) death,
- f) becoming incapable of performing the duties of a director, or
- g) failing to attend three consecutive meetings of the Board.

**6.5** No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.3.

**6.6** The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.—

**6.7** The Board may appoint a member who is qualified under bylaw 6.3 to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office, for the balance of that director's term.

### ***Part 7 - Proceedings of the Board***

**7.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.

3) A meeting of the Board may be called by:

- a) the Chair, or
- b) any three directors, or
- c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

5) The accidental omission to give notice of a meeting of the Board to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.

**7.2** When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

**7.3** A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

**7.4** 1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.

**7.5** A resolution in writing signed by all the directors is as valid and effective as if regularly passed at a meeting of the Board.

**7.6** 1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.

2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.

3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

**7.7** Subject to the Act and the bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

### ***Part 8 – Officers***

**8.1** 1) The Board must at its first meeting following the AGM elect from amongst the directors a Chair, a Vice-Chair, a Secretary and a Treasurer, who are the elected officers, and may elect or appoint such other officers as it deems necessary.

2) The Board may:

a) dismiss an elected officer at any time, and elect another director to take that person's place, and

b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

3) An elected officer ceases to be an elected officer on:

a) ceasing to be a director,

b) being dismissed under bylaw 8.1 (2)(a), or

c) resigning in writing.

**8.2** The Chair:

must supervise the other officers in the execution of their duties,

must chair all meetings of the Board and all general meetings, and

has the powers and duties generally pertaining to the office of Chair, subject to resolution of the Board.

**8.3** In the absence or inability of the Chair, the Vice-Chair must perform the duties of the Chair.

**8.4** The Secretary is responsible for doing, or making the necessary arrangements for:

a) issuing notices and taking minutes of general meetings and Board meetings,

b) keeping the records and documents of the Society in accordance with the Act, including the register of members,

c) conducting the correspondence of the Society, and

d) filing the annual report and making any other filings with the Registrar under the Act.

**8.5** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.

**8.6** The Treasurer is responsible for doing, or making the necessary arrangements for:

a) receiving and banking all monies received by the Society,

b) keeping accounting records in respect of the Society's financial transactions,

- c) preparing the Society's financial statements, and
- d) making the Society's filings with respect to taxes.

### ***Part 9 – Borrowing and Investment***

- 9.1** The Society may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.
- 9.2** 1) A member may without charge inspect a record that the Society is required to keep under section 20 of the Act.
- 2) The Board may by resolution restrict the members' rights to inspect the register of members, under section 25 of the Act.
- 3) A director may without charge inspect a record of the Society that the Society is required to keep under section 20 of the Act.
- 4) A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.
- 9.4** The Board must determine, by resolution, the:
- a) financial year of the Society, and
  - b) signing officers of the Society, and their authority.

### ***Part 10 – Auditor***

- 10.1** This Part applies only where the Society is required or has resolved to have an auditor.
- 10.2** At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.
- 10.3** An auditor may be removed by ordinary resolution.
- 10.4** An auditor must be promptly informed in writing of appointment or removal.
- 10.5** The auditor may attend general meetings.
- 10.6** The Board must fill all vacancies arising in the office of auditor between AGMs.”