

R.R. SMITH MEMORIAL FUND FOUNDATION

S0041813

NOTICE OF SPECIAL RESOLUTION

The Board of Directors of R.R. Smith Memorial Fund Foundation (the "Society") hereby gives notice of the following special resolution, which will be debated and voted on at the annual general meeting at Vancouver on September 28, 2024 at [insert exact address](#), B.C.

Dated at Vancouver, British Columbia, September 28, 2024.

By: Barb Mikulec, Chair, for the Board

MOVED AS A SPECIAL RESOLUTION THAT THE BYLAWS BE RESCINDED AND REPLACED BY THE FOLLOWING: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 pursuant to the Act,
- b) "Address of the Society" means the address of the Society as filed from time to time with the Registrar,
- c) "AGM" means an annual general meeting,
- d) "BCRTA" means British Columbia Retired Teachers' Association,
- e) "Board" or "Board of Directors" means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society,
- f) "Board Resolution" means:
 - i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present, or
 - ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors, and such a resolution may be in two or more counter-parts,
- g) "Bylaws" means the Bylaws of the Society as filed with the Registrar,

- h) "Chair" means a person elected to the office of Chair in accordance with these Bylaws,
- i) "Constitution" means the Constitution of the Society as filed with the Registrar,
- j) "Directors" means those persons who have become Directors in accordance with these Bylaws and who have not ceased to be Directors, and "a Director" means any one of them,
- k) "general meeting" includes an AGM and a special general meeting,
- l) "Members" means the applicants for incorporation of the Society and those persons who have subsequently become Members in accordance with these Bylaws and, in either case, have not ceased to be Members, and "a Member" means any one of them,
- m) "Ordinary Resolution" means:
 - i) a resolution passed at a general meeting by the Voting Members by a simple majority of the votes cast pursuant to bylaws 5.7 and 5.8, or
 - ii) a resolution that has been submitted to the Voting Members and consented to in writing by 75% of the Voting Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society, and such a resolution may be in two or more counter-parts,
- n) "Registrar" means the Registrar of Companies of the Province of British Columbia,
- o) "Society" means R.R. Smith Memorial Fund Foundation,
- p) "Special Resolution" means:
 - i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the Voting Members, in accordance with bylaws 5.7 and 5.8, or
 - ii) a resolution consented to in writing by all the Voting Members, and such a resolution may be in two or more counter-parts,
- q) "Voting Member" has the meaning given to it by Bylaw 5.7 (1),
- r) "written" or "in writing" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and other electronic means, and
- s) the singular includes the plural and vice versa.

- 1.2** 1) The definitions in the Act on the date the Bylaws become effective apply to the Constitution and 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 with a copy of the current Constitution and Bylaws, without charge.

- 1.4 The Constitution and Bylaws can only be altered by Special Resolution, and a Special Resolution does not take effect until filed with the Registrar.
- 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.
- 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.
- 1.8 A Director must not be remunerated for acting as a Director, but a Director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- 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.

Part 2 - Membership

- 2.1
 - 1) The Members are the applicants for incorporation and those persons who subsequently become Members in accordance with the Bylaws and who, in either case, have not ceased to be Members.
 - 2) A Member must also be a member in good standing of the BCRTA.
 - 3) A member in good standing of the BCRTA has the right to become a Member.
 - 4) A practising teacher has the right to become a Member if they are an Associate Member in good standing of the BCRTA.
- 2.2
 - 1) A member in good standing of the BCRTA may apply for membership in the Society.
 - 2) The amount of annual membership dues must be determined by Ordinary Resolution at the AGM.
 - 3) A Member who is receiving a pension from the B.C. Teachers' Pension Plan and is a member of the BCRTA has consented to the BCRTA deducting the Member's RR Smith annual membership dues from the pension payable to that person as a retired teacher, and remitting that amount to the Society.
 - 4) A Member who is not in receipt of a pension from the B. C. Teachers' Pension Plan, will receive an annual billing notice from the BCRTA, and will pay the RR

Smith annual membership dues by credit card or cheque. This is on the existing BCRTA Membership form under "Active Membership"

- 2.3** An application for membership must:
- a) be in writing and in a form approved by the Board, and
 - b) include the full name, address, e-mail address, and telephone number of the applicant.
- 2.4** A membership is not transferable.
- 2.5** 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.
- 2.6** A Member ceases to be a Member on:
- a) delivering a written resignation to the Society,
 - b) death,
 - c) having been a Member not in good standing for 30 days, or
 - d) being expelled.
- 2.7** A Member becomes not in good standing on failing to pay:
- a) a debt due and owing to the Society, or
 - b) annual membership dues by the date set by the Board.
- 2.8** 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 except the year in which the Society became incorporated.
- 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 section 75 of the Act, and may submit a proposal for consideration by the Society at a general meeting pursuant to section 81 of the Act.

Part 4 - Notices 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.
- 3) The Members may waive or reduce the period of notice of a specified general meeting by unanimous consent in writing.
- 4.2** 1) Notice of a general meeting must be given to:
- a) every member 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, or telephone number.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is:
- a) to elect a chair, if required,
 - b) to determine that there is quorum,

- c) to adopt rules of order,
- d) to approve the agenda,
- e) to consider the minutes of the last AGM and any intervening general meetings,
- f) to consider the report of the Board on its activities and decisions since the last AGM,
- g) to receive the financial statements and the auditor's report (if any) on them,
- h) to appoint an auditor, if required,
- i) to elect Directors,
- j) business arising out the financial statements, the auditor's report, the report of the Board, or which under the Bylaws or any statute ought to be transacted at an AGM, 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 pursuant to section 81 of the Act, and
- m) to 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 pursuant to bylaw 3.2, if applicable, and
- c) that determined by the Board pursuant to 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) The Board may decide that a general meeting will be electronic or partially electronic.

5) 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 attending the meeting are able to participate in it, whether by telephone, by other communications media or in person.

6) If the Society holds a general meeting that is not an electronic meeting, it is not obligated to take any action or provide any facility to permit or facilitate the use of any communications media at the meeting.

7) If the Society holds a general meeting that is an electronic meeting, it must permit and facilitate participation in the meeting by telephone or other communications media.

8) If one or more members of the Society vote at a general meeting in a manner contemplated by this section, the vote must be conducted in a manner that adequately discloses the intentions of the members.

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 fourteen 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) Subject to a Board Resolution appointing another person, the Chair must chair each general meeting.

2) If the Chair or a person appointed as 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, 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 pursuant to 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 as permitted by the Act or Bylaws, except when a secret ballot is required by ruling of the chair, or Ordinary Resolution.
- 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.
- 5.8** 1) Voting on any resolution may be conducted by email or other electronic means.
- 2) A vote by email or other electronic means must be conducted as follows:
- a) All Voting Members in good standing must be sent the resolution together with such information about the intent and effect of the resolution as the Board deems reasonable,
 - b) Clear instructions for voting must be sent with the resolution, including information on how to do so, and
 - c) The process for voting and for tabulation of the votes is confidential, verifiable, reliable, and consistent with democratic norms.
- 5.9** 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 Robert's Rules of Order must be used.

Part 6 – Board of Directors

- 6.1** 1) The Board must manage, or supervise the management of, the activities and internal affairs of the Society.
- 2) The Board may exercise all such powers and do all such acts and things as 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 Members in general meeting, but subject to the provisions of:
- a) all laws affecting the Society, and
 - b) these Bylaws and the Constitution.
- 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 the 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 pursuant to section 44 of the Act,
- b) subscribe to and support the purposes of the Society,
- c) have been a Member of the Society for not fewer than 30 days, and
- d) consent to the nomination, in writing or in person.

4) 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.

5) 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.

6) 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.

7) 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.

8) A Director may be re-elected.

6.4 A Director ceases to be a Director:

- a) in the case of a director appointed by the BCRTA, on that appointment being rescinded in writing,
- b) at the end of the Director's term of office, unless the Director is re-elected,
- c) upon resigning in writing,
- d) on being removed pursuant to bylaw 6.6,
- e) on ceasing to be a Member in good standing,
- f) at death,
- g) on becoming incapable of performing the duties of a Director, or
- h) on failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.

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.

6.7 The Board may appoint a Member who is qualified pursuant to bylaw 6.3 to fill a vacancy that arises on the Board for any reason, for the balance of that Director's term.

6.8 The Society must pursuant to the Act:

- a) Indemnify a Director or Senior Manager, or the representative of such a person, against all penalties to which the person or representative is or may be liable in respect of a legal proceeding or investigative action, and
- b) Pay the expenses actually and reasonably incurred by a Director or Senior Manager or the representative of such a person, in respect of a legal proceeding or investigative action.

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 Board meeting may be called by:
 - a) the Chair, or
 - b) any three Directors, or
 - c) Board Resolution.
 - 4) Notice of a Board meeting 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 Board meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at that meeting.
- 7.2** When a Board meeting 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 Board meeting or meetings and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of Board meetings need be sent to that Director, and
 - b) all Board meetings, 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 Board or committee meeting must be decided by a majority of votes.
 - 2) A resolution proposed at a Board or committee meeting 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 Board or committee 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 motion or resolution is defeated.
- 7.5**
- 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.
- 7.6** 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, by a vote of which 2/3 of the Directors then in office are in favour, 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 pursuant to bylaw 8.1 (2)(a), or
- c) resigning in writing.

8.2 The Chair:

- a) must supervise the other officers in the execution of their duties,
- b) must, subject to a Board Resolution appointing another person, chair all meetings of the Board and all general meetings, and
- c) has the powers and duties generally pertaining to the office of Chair, subject to Board Resolution.

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 pursuant to 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, including the Annual Registered Charity Information Return (T3010).

8.7 The offices of Secretary and Treasurer may be held by a single Director, titled the Secretary-Treasurer.

Part 9 – Borrowing and Investment

9.1 The Society must not borrow money, or issue bonds, debentures, notes or other evidence of debt obligations.

9.2 The Board may invest the property of the Society in any form of property or security in which a prudent investor might invest, but must exercise the care, skill,

diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and needs of the Society.

- 9.3** 1) A Director may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.
- 2) A Member may without charge inspect a record that the Society is required to keep pursuant to section 20 of the Act.
- 3) The Board may by Resolution restrict the Members' rights to inspect the register of Members, pursuant to section 25 of the Act.
- 4) A Member cannot inspect any other record of the Society except if permitted to do so by Board Resolution.
- 5) A person other than a Member or Director cannot inspect the records of the Society, except as required or permitted by Board Resolution, the Bylaws, the Act, or another statute.
- 9.4** The Board must determine, by Board Resolution, the:
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority to sign contracts, documents, and other written instruments, or specific contracts, documents, or written instruments.

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.

EXPLANATORY NOTES FOR MEMBERS

1. *A special resolution cannot be amended at the annual general meeting.*
2. *2/3 (66 2/3%) of the Members present at the meeting must vote in favour of a special resolution for it to pass, and a quorum must be present. Only Members in good standing may vote.*
3. *A resolution, if it passes, does not take effect until it is filed with Societies OnLine.*
4. *The constitution is as follows – it is not being amended.*

CONSTITUTION

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, and
 - 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.

Pursuant to Sections 190 and 191 of the Societies Act, the Society is not a member-funded society.