

FORM 3  
SOCIETIES ACT

**Constitution**

1. The name of the society is Bioregional Education Association.
2. The purposes of the society are:
  - a. to provide an educational alternative which empowers children to bring about social change towards more fulfilling and ecologically sustainable communities;
  - b. to promote educational opportunities based on the interests of children and focused on the local bioregion;
  - c. to foster children's intrinsic ability to learn while allowing them to choose what, how, and when they learn, within a learning environment;
  - d. to create a safe and inclusive environment where children, parents, teachers, and mentors can teach and learn together;
  - e. to connect children to nature and to a diversity of people within their community;
  - f. to provide an environment in which children, parents, teachers, and mentors participate equally in age-appropriate decisions;
  - g. to create an educational culture which is tolerant and supportive of individual expression;
  - h. to educate the body, mind, heart and spirit;
  - i. to create and implement curricula that encourage students to:
    - i. act together as a community,
    - ii. learn local history and natural heritage,
    - iii. discover the wisdom of diverse worldviews,
    - iv. distinguish their needs from their wants,
    - v. develop environmental literacy,
    - vi. understand local ecosystems,
    - vii. explore their connections to the land, the sea, and all living things,
    - viii. make ecologically sustainable choices, and
    - ix. understand their responsibilities as inhabitants of a bioregion; and
  - j. to create and operate schools and programs in accordance with purposes a. through i..

Dated May 26th 1999

Amended November 19, 2018

**Constitution of the Bioregional Education Association**

Here set forth, in numbered clauses, the bylaws of the Bioregional Education Association (“the Society”)

## **Part 1. Interpretations and Definitions**

1.1 Words importing the singular include the plural and those importing a female person include a male person and vice versa.

1.2 In the Constitution and Bylaws of the Bioregional Education Association, unless the context otherwise requires:

“**member**” means an ordinary or associate member of the society, in accordance with bylaw 2,

“**directors**” means the directors of the society for the time being,

“**consensus**” means a decision making process where resolutions are passed only by an agreement of the group to pass the resolution after each individual has expressed her concerns and, where possible, the resolution has been adapted to address all concerns,

“**facilitator**” means an individual able to guide consensus, equivalent to a chairperson, who may or may not be a member of the society,

“**ordinary program**” is any program run by the society which is determined an ordinary program by the directors,

“**ordinary business**” includes any ordinary resolution as defined in the Societies Act or a resolution proposed at a general meeting which requires a consensus of the members of the society present shown verbally or by hand, or, when permitted by these bylaws, a simple majority of the votes cast in person by the members,

“**special business**” includes any special resolution as defined in the Societies Act or a resolution proposed at a general meeting which requires a consensus of the members of the society shown by hand, or, when permitted by these bylaws, a majority of not less than seventy-five percent (75%) of the votes cast in person by the members.

## **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, in either case, have not ceased to be members.

2.2 Ordinary Members

a Students and teachers of any ordinary program run by the society, commencing when the program begins, shall be ordinary members.

b At the first meeting of any ordinary program, the directors shall register each student and each teacher as a member in good standing of the society,

- c A student or teacher of an ordinary program shall remain an ordinary member until the September following the beginning of the program unless she ceases to be a student or teacher of the ordinary program before its completion.
- d An ordinary member who is at a particular time a student or teacher of an ordinary program run by the society cannot be expelled.
- e All ordinary members are members in good standing.

### 2.3 Associate members

- a Individuals who are not ordinary members may apply to the directors for membership in the society and on acceptance by the directors shall be associate members.
- b Applicants for associate membership should apply to the board according to policy and by demonstrating that their actions and intentions align with the constitution, values, and spirit of the society.
- c Unless she is a continuing director, an associate member shall cease to be a member the September after membership in the society was obtained regardless of when the membership was obtained, and the member must reapply for membership if she wishes to remain a member.
- d The fee for associate membership shall be determined by the directors each year and shall be in effect September 1st of that year through August 31st of the following year.
- e Upon payment of the fee for associate membership, an associate member shall be a member in good standing.
- f The board will from time to time create policy outlining the application requirements for associate membership.

### 2.4 Every member shall uphold the constitution and comply with these bylaws.

### 2.5 A person ceases to be a member of the society

- a by delivering or mailing her resignation in writing to a director or to the address of the society,
- b in the case of an ordinary member, upon ceasing to be a student or teacher of an ordinary program before its completion,
- c on her death or, in the case of a corporation, on dissolution,
- d in the case of an associate member, on being expelled, or
- e in the case of an associate member, if she ceases to be a member in good standing.

### 2.6 Expulsion of an associate member

- a A person ceases to be a member of the society on having been expelled by a consensus resolution passed at a general meeting.
- b The proposed consensus resolution to expel a member shall fall under special business and notice of the resolution shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- c The person who is the subject of the proposed consensus resolution for expulsion shall be given an opportunity to be heard at the general meeting before the resolution is considered.
- d The person who is the subject of the proposed consensus resolution for expulsion shall stand aside for the decision which resolves that she be expelled.

2.7 All members present at general meetings of the society shall have equal decision-making privileges according to the rules of order of the meeting and in the case of a vote, each member present shall have one vote.

### **Part 3. Meetings of Members**

- 3.1 A special general meeting shall be called by the directors upon either:
  - a a consensus or seventy-five percent (75%) resolution of the directors, or
  - b in accordance with the Requisition provisions of the Societies Act.
- 3.2 The directors shall appoint a facilitator(s) to facilitate general meetings.
- 3.3
  - a Notice of a general meeting shall specify the place, day and hour of meeting, and in case of special business, the nature of that business.
  - b The accidental omission to give notice of a meeting to, or on the non-receipt of a notice by, any of the members does not invalidate proceedings at that meeting.

### **Part 4. Proceedings at General Meetings**

- 4.1 Special business is all business transacted at an annual general meeting or a special general meeting, except,
  - a the adoption of rules of order;
  - b the appointment of a facilitator(s);
  - c the consideration of financial statements;
  - d the report of the directors;
  - e the report of the auditor, if any;
  - f the appointment of directors;
  - g the appointment of the auditor, if required;
  - h any business arising from the report of the directors; and
  - i any resolution directing the directors to act, unless it is required by the Societies Act that the business be special business.
- 4.2
  - a Quorum is 3 members or a greater number that the members may determine at a general meeting.

- b If at any time during a general meeting a quorum is not present, the meeting shall be suspended, adjourned or terminated by an ordinary resolution of those members present.
- c In the case of an adjourned meeting, if quorum is not present within 30 minutes of the time appointed for the meeting, the members present may decide by consensus to use the number of members present as a quorum and complete the business, providing there are never fewer than 3 members personally present at all times.

#### 4.3 Rules of Order

- a All business at a general meeting shall be decided by consensus using the rules of order specified by the directors according to section 9.1 of these bylaws, unless a resolution to change the rules of order is passed by consensus, or unless otherwise required by the Societies Act or these bylaws.
- b The method of voting is to be determined by a consensus of the members present.
- c After a vote has been taken, the members present may decide, by consensus, to continue the remaining business using voting.
- d Each member present at the meeting is entitled to one vote.
- e Voting by proxy is not permitted.

- 4.4 At the suggestion of any member present or the facilitator(s) herself, the group may make a consensus decision to appoint a new facilitator(s) for a particular item of business or for the duration of the meeting.

### **Part 5. Directors and Officers**

#### 5.1 Appointment of Directors

- a Directors shall be appointed for a term of two years by consensus of the members at the annual general meeting.
- b Each candidate for appointment will stand aside for the decision which resolves that she be appointed as a director.
- c If, after 30 minutes, a consensus cannot be reached as to the appointment of directors, the members may decide by consensus to hold an election.
- d In the case that an election is held, the candidate will nominate herself, the nomination must be seconded by a member, voting shall be by a show of hands and the total number of directors shall be between three and nine.
- e Any member in good standing is qualified to be a director of the society only if the person is an individual who is at least 16 years of age.

#### 5.2 Officers

- a Officers shall consist of a treasurer, and two coordinators.
- b The officers of the society shall be appointed from the directors by the directors.

- c An officer holds office only until she ceases to be a director of the society or until the following annual general meeting, whichever is first, however she may be reappointed to office at a meeting of the directors after the annual general meeting.
- d Officers may be recalled by a consensus decision of the directors, but the officer in question must stand aside.
- e An officer whose term in office is being considered for recall will be given fair opportunity to be heard at a meeting of the directors before the decision as to her recall is made.

### 5.3 Duties of Officers

- a The Treasurer shall:
  - i. keep financial records for the society;
  - ii. render financial statements to the directors as required; and
  - iii. make financial records available to members of the society, for audits, if required, and for the annual general meeting; and
  - iv. perform other duties as directed by the board.
- b The coordinators shall:
  - i. see that the spirit and intent of the society's constitution is upheld;
  - ii. interpret policy and bylaws, subject to review by the directors;
  - iii. issue notices of meetings;
  - iv. ensure that minutes of all meetings of the society and directors are kept;
  - v. ensure the safekeeping of all society documents;
  - vi. ensure that the register of members is maintained; and
  - vii. perform other duties as directed by the board.

### 5.4

- a No director or officer shall be remunerated for acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by her while engaged in the affairs of the society.
- b Bylaw 5.4.a does not exclude paid employees of the society or of the programs run by the society from being directors or officers of the society.

### 5.5 Removal of Directors

- a The members may, by consensus or by special resolution, remove a director before the expiration of his or her term of office and may appoint a successor, according to bylaw 5.1, to complete the term in office.
- b The resolution to remove a director shall fall under special business and notice of the resolution shall be accompanied by a brief statement of the reason or reasons for the proposed removal.
- c The director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the general meeting before the resolution is considered.
- d The person who is the subject of the proposed resolution for removal shall stand aside for the decision which resolves that she be removed.

## **Part 6. Proceedings of Directors**

- 6.1 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.
- 6.2 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.
- 6.3 Rules of Order
- a Questions arising at meetings of the directors shall be resolved by consensus of the directors using the rules of order specified by the directors according to section 9.1 of these bylaws, unless a resolution to change the rules of order is passed by consensus.
  - b In the case that a resolution has been passed to move to a vote, a seventy-five percent (75%) majority is required for a resolution to pass.
  - c The method of voting is to be determined by a consensus of the directors present.
  - d After the vote has been taken, the directors present may decide, by consensus, to continue the remaining business using voting.
- 6.4 Regular meetings, with the exception of in camera sessions, shall be open to all members of the society.
- 6.5 A resolution in writing, signed by 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. Staffing and Contracts**

- 7.1
- a The directors shall, where appropriate, strike a hiring committee consisting of at least one director and one other member of the society.
  - b The recommendations of the hiring committee shall be subject to approval by the directors.
- 7.2 Conflicts of Interest
- a Where a candidate for employment or contract is a director, that director shall stand aside on all decisions pertaining to the hiring or contracting.
  - b Where an employee or a contractor is a director, that director will stand aside from all decisions pertaining to the amount of remuneration for the job or contract or any other matter deemed by the other directors to be a conflict of interest.
  - c Any director who might possibly gain in any way from any aspect of the business of the society or has any possible conflict of interest with contracts entered into as part

of the business of the society shall inform the directors of this conflict and shall stand aside on any decisions pertaining to the business which may cause the conflict.

## **Part 8. Borrowing**

8.1 In order to carry out the purposes of the society the directors may, on behalf 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.

## **Part 9. Rules of Order**

9.1 Rules of order, based on a consensus model, shall be determined by the directors and official meetings of the directors and general meetings of the society shall be conducted in accordance with these rules, except where provision has been made in these bylaws or the Societies Act for other rules of order.

## **Part 10. Dissolution**

10.1 In the event of a dissolution of the society, funds and assets of the Society remaining after the satisfaction of its debts shall be transferred to an organization or organizations with similar purposes, as determined by the directors of the society at the time of dissolution, provided that the organizations are incorporated under the Societies Act of British Columbia. If effect cannot be given to the aforesaid provisions, then such funds and assets shall be given to a local public school as determined by the directors of the society at the time of dissolution.

## **Part 11. Nature of the society**

11.1 The nature of the society shall be a non-partisan organization which welcomes racial, cultural, and religious diversity, and families of every composition. Any profits or accretions to the societies shall be used for promoting its purposes. This provision was previously unalterable.

Dated May 26th 1999

Amended November 19, 2018

Bylaws of the Bioregional Education Association