



November 13, 2025
4:00 pm

AGM

Booklet



www.bcssa.org



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Preface

BCSSA seeks to inspire, develop, and support leadership at all levels

The competencies within the Spirit of Leadership affirm the essential role that schools play in sustaining the well-being of our communities. In these complex times, strong and inclusive leadership has never been more vital. We invite you to use the Spirit of Leadership as a guide in your own professional journey.



Stewardship for the Future of All Children

System leaders have a responsibility for quality education for all children and for the future that education empowers...

Fostering a Culture of Curiosity and Inquiry

A culture of inquiry is curious, transparent, and active...

Growing the Capacity of Self and Others

A system is only as strong as the people within...

Contextual Literacy

System leaders must develop high levels of contextual literacy concerning external and internal systems...

Aligning Structures with Vision for Learning

Cultures of curiosity and inquiry need to be supported with intentional organizational alignment...

AGENDA

British Columbia School Superintendents Association (BCSSA)

43rd Annual General Meeting Thursday, November 13th, 2025 @ 4:00pm
Westin Bayshore Hotel – Salon 1 - Vancouver BC

1. **Call to Order**

2. **General Business**

- a. Approval of Agenda
- b. Approval of Minutes of the 2024 Annual General Meeting

3. **Reports**

- a. President Report – Rohan Arul-pragasam
- b. Treasurer Report – Andrew Holland
 - i Presentation of Financial Statements
 - ii Appointment of Auditors for 2024-25
- c. Professional Learning Report – Cheryl Lenardon
- d. Membership Services Report – Dr. Balan Moorthy
- e. Chief Executive Officer Report – Gino Bondi
- f. Chapter Reports – Angus Wilson, Peter Dubinsky, Chris Kennedy, Stephen Petrucci, Todd Manuel, Tim Davie

4. **Business Section**

- a) Special Resolutions: Revisions to bylaws of the British Columbia School Superintendents' Association
- b) 2025 Election: Report on Nominations and Vote – Teresa Downs
- c) The BCSSA Board of Directors for 2025-26 is presented

5. **Installation of Directors 2025-26** – Teresa Downs

6. **Introduction of the 2025-26 President & Remarks**

7. **New Business**

8. **Adjourn**



2024 AGM MINUTES

British Columbia School Superintendents Association Minutes 42nd Annual General Meeting

November 14, 2024 @ 4:00 pm – Westin Bayshore Hotel, Salon 1, Vancouver, BC

BOARD OF DIRECTORS	
CHAIR: Rohan Arul-pragasam, <i>President</i>	Mike Bowden, <i>Secretary</i>
Robyn Gray, <i>Vice President</i>	Cheryl Lenardon, <i>Professional Learning Chair</i>
Andrew Holland, <i>Treasurer</i>	Tracey MacMillan, <i>Membership Services Chair</i>
CHAPTER DIRECTORS:	
Paul Block, <i>Vancouver Island Chapter Designate</i>	Stephen Petrucci, <i>Northern Chapter Director</i>
Trish Smillie, <i>Kootenay-Boundary Chapter Director</i>	Mark Pearmain, <i>Metro Chapter Director</i>
Rhonda Nixon, <i>Thompson-Okanagan Chapter Director</i>	Angus Wilson, <i>Fraser Valley Chapter Director</i>
Ben Eaton, <i>Director</i>	Nathan Ngieng, <i>Director</i>
CEO: Gino Bondi	

ACTION ITEMS	
2.0	Approval of Agenda Motion: <i>That the Board approve the agenda dated November 14, 2024.</i> Moved by: <i>Jameel Aziz (SD57)</i> Seconded by: <i>Robin Gray (SD79)</i> <i>Carried</i> Approval of Minutes Motion: <i>That the Board approve the minutes dated November 16, 2023</i> Moved by: <i>Wendell Hurtz (SD27)</i> Seconded by: <i>Mike Bowden (SD73)</i> <i>Carried</i>



30	Reports all included in the AGM package Financial Statements and report of the auditor for 2023-24 Motion: To receive the financial statements and report of the auditor Tompkins Wozny Chartered Professional Accountants for the year ended June 30, 2024 as presented Moved by: Stephen Petrucci (SD60) Seconded by: Angus Wilson (SD75) Carried Motion: To approve Tompkins Wozny Chartered Professional Accountants as auditors for the 2024-2025 year. Moved by: Angus Wilson (SD75) Seconded by: Rhonda Nixon (SD73) Carried
4.0	Election: Report on nominations and vote Appointment of Treasurer for 2024-25 Motion: To appoint Andrew Holland as Treasurer for the BCSSA Board of Directors <i>Carried by acclamation</i> Appointment of Secretary for 2024-25 Motion: To appoint Christy Fennell as Secretary for the BCSSA Board of Directors Carried by acclamation.
4.1	Appointment of Indigenous Chapter Director Motion: <i>To approve Michael Bowden as Indigenous Chapter Director for the Board of Directors of the BCSSA.</i> <i>Carried by acclamation</i>
5.0	Installation of Directors



	Rohan Arul-pragasam, <i>President</i>	Christy Fennell, <i>Secretary</i>
	Robyn Gray, <i>Vice President</i>	Cheryl Lenardon, <i>Professional Learning Chair</i>
	Andrew Holland, <i>Treasurer</i>	Balan Moorthy, <i>Membership Services Chair</i>
	Chapter Directors	
	Tim Davie, <i>Vancouver Island</i>	Stephen Petrucci, <i>Northern</i>
	Trish Smillie, <i>Kootenay-Boundary</i>	Mark Pearmain, <i>Metro</i>
	Rhonda Nixon, <i>Thompson-Okanagan</i>	Angus Wilson, <i>Fraser Valley</i>
	Michael Bowden, <i>Indigenous</i>	
	Ben Eaton, <i>Director</i>	Nathan Ngieng, <i>Director</i>
6.0	President's Remarks	
7.0	New Business	
8.0	Adjourn (3:40pm) Moved by: <i>Andrew Holland (SD36)</i> Seconded by: <i>Stephen Petrucci (SD60)</i> Carried	



President: Rohan Arul-pragasam



CEO: Gino Bondi



BOARD OF DIRECTOR - POSITIONS

Positions for 2025-2026:

President:	vacant
Vice-President:	vacant
Treasurer	vacant

Continuing in positions:

Director: Kootenay Boundary	Peter Dubinsky, SD08
Director: Metro	Chris Kennedy, SD45
Director: Northern Chapter	Stephen Petrucci, SD60
Director: Thompson Okanagan	Todd Manuel, SD67
Director: Vancouver Island	Tim Davie, SD79
Director: Fraser Valley	Angus Wilson, SD75
Director: Indigenous Chapter	Mike Bowden, SD73
Director: Professional Learning Chair	Cheryl Lenardon, SD27
Director: Membership Services Chair	Balan Moorthy, SD78
Director:	Ben Eaton, SD08

The BCSSA Board of Directors for the 2025-2026 will be formally announced at the Annual General Meeting.



Past Presidents

1972 – 1973 Patrick Grant
1973 – 1974 Eric Lewis
1974 – 1975 Charles Hopper
1975 – 1976 William Zoellner
1976 – 1977 Fred Middleton
1977 – 1978 Cory Holob
1978 – 1979 Elmer Froese
1979 – 1980 T. G. Ellwood
1980 – 1981 Ed Carlin
1981 – 1982 Oscar Bedard
1982 – 1983 John Wormsbecker
1983 – 1984 Bill Fisher
1984 – 1985 Bob Johnstone
1985 – 1986 Bruce Hoadley
1986 – 1987 Barbara Naef
1987 – 1988 Dante Lupini
1988 – 1989 Owen Corcoran
1989 – 1990 Alf Clinton
1990 – 1991 Emery Dosdall
1991 – 1992 Norm Thiessen
1992 – 1993 Mike Heron

1993 – 1995 Robin Brayne
1995 – 1996 Keith Cameron
1996 – 1997 Mike McAvoy
1997 – 1998 Brian Butcher
1998 – 1999 Louise Burgart
1999 – 2000 Chris Kelly
2000 – 2001 Wendy Herbert
2001 – 2002 Donald Goodridge
2002 – 2004 Julie MacRae
2004 – 2005 Sheila Rooney
2005 – 2006 Harry Janzen
2006 – 2008 Geoff Jopson
2008 – 2010 Keven Elder
2010 – 2012 Steve Cardwell
2012 – 2014 Terry Sullivan
2014 – 2016 Sherry Elwood
2016 – 2018 Tom Longridge
2018 – 2020 Chris van der Mark
2020 - 2021 Kevin Kaardal
2021 - 2023 Teresa Downs
2023 - 2025 Rohan Arul-pragasam



BCSSA COMMITTEES (2024-2025)

The BCSSA gratefully acknowledges the contributions of members who have represented our association on committees and/or working groups over the past year.

BOARD OF DIRECTORS

President	Rohan Arul-pragasam	SD33	Chilliwack
Vice-President	Robyn Gray	SD69	Nanaimo-Ladysmith
Treasurer	Andrew Holland	SD36	Surrey
Secretary	Mike Bowden	SD73	Kamloops-Thompson
Professional Learning Committee Chair	Cheryl Lenardon	SD27	Cariboo-Chilcotin
Membership Services Committee Chair	Balan Moorthy	SD78	Fraser-Cascade
Fraser Valley Chapter Director	Angus Wilson	SD75	Mission
Kootenay Boundary Chapter Director	Trish Smillie	SD06	Rocky Mountain
	Peter Dubinsky	SD08	Kootenay Laken
Metro Chapter Director	Mark Pearmain	SD36	Surrey
	Chris Kennedy	SD45	West Vancouver
Northern Chapter Director	Steven Petrucci	SD60	Peace River North
Thompson Okanagan Chapter Director	Rhonda Nixon	SD73	Kamloops Thompson
	Todd Manuel	SD67	Okanagan-Skaha
Vancouver Island Chapter Director	Paul Block	SD62	Sooke
	Tim Davie	SD79	Cowichan Valley

MEMBERSHIP SERVICES COMMITTEE

Chair	Tracey MacMillan	SD87	Stikine
Fraser Valley Chapter Director	Balan Moorthy	SD78	Fraser-Cascade
	Balan Moorthy	SD78	Fraser-Cascade
	Paula Jordan	SD33	Chilliwack
Kootenay Boundary Chapter Director	Peter Dubinsky	SD10	Arrow Lakes
	Trent Dolgopol	SD06	Rocky Mountain
Metro Chapter Director	Stephen Whiffin	SD43	Coquitlam
Thompson Okanagan Chapter Director	Marcus Toneatto	SD53	Okanagan-Similkameen
	Luke Friesen	SD22	Vernon
Vancouver Island Chapter Director	Paul Block	SD62	Sooke
	Tom Aerts	SD61	Greater Victoria
Northern Chapter	Anita Richardson	SD91	Nechako Lakes
Indigenous Representative	Pam Spooner	SD57	Prince George
BCSSA Membership Consultant	Shannon Derinzy	BCSSA	



PROFESSIONAL LEARNING COMMITTEE

Chair	Cheryl Lenardon	SD27	Cariboo-Chilcotin
Fraser Valley Chapter	Kirk Savage	SD33	Chilliwack
Kootenay Boundary Chapter	Steve Wyer	SD06	Rocky Mountain
Metro Chapter	Trent Dolgopol	SD06	Rocky Mountain
Thompson Okanagan Chapter	Ian Kennedy	SD45	West Vancouver
Vancouver Island Chapter	Jon Rever	SD23	Central Okanagan
Northern Chapter	Jamie Robinson	SD23	Central Okanagan
Indigenous Representative	Kristen Brach	SD47	qathet
	Robert Clifton	SD92	Nisga'a
	Chelsea Prince	SD83	Kwsaltknéws ne Secwepemcúl'ecw

LEADERSHIP COMPETENCIES ADVISORY COMMITTEE

Chair	Mike Bowden	SD73	Kamloops-Thompson
Fraser Valley Chapter	Cheryl Schwarz	SD42	Maple Ridge-Pitt Meadows
Kootenay-Boundary Chapter	Anna Lautard	SD51	Boundary
Metro Chapter	Pam Craven	SD40	New Westminster
Thompson-Okanagan Chapter	Allen Beckingham	SD67	Okanagan-Skaha
Vancouver Island Chapter	Allison Burt	SD47	qathet
Northern Chapter	Lee Karpenko	SD57	Prince George
Indigenous Leaders Representative	Jon Carr	SD62	Sooke
	Gino Bondi	BCSSA	CEO



Chapters

Fraser Valley Chapter

SD33 Chilliwack
SD34 Abbotsford
SD35 Langley
SD42 Maple Ridge-Pitt Meadows
SD75 Mission
SD78 Fraser-Cascade

Metro Chapter

SD36 Surrey
SD37 Delta
SD38 Richmond
SD39 Vancouver
SD40 New Westminster
SD41 Burnaby
SD43 Coquitlam
SD44 North Vancouver
SD45 West Vancouver
SD46 Sunshine Coast
SD48 Sea to Sky
SD93 Conseil Scolaire Francophone

Vancouver Island Chapter

SD47 qathet
SD61 Greater Victoria
SD62 Sooke
SD63 Saanich
SD64 Gulf Islands
SD68 Nanaimo-Ladysmith
SD69 Qualicum
SD70 Pacific Rim
SD71 Comox Valley
SD72 Campbell River
SD79 Cowichan Valley
SD84 Vancouver Island West
SD85 Vancouver Island North

Indigenous Chapter

SD36 Surrey representative
SD57 Prince George representative
SD62 Sooke representative
SD83 Kwsaltktnéws ne Secwepemcúl'ecw representative

Kootenay-Boundary Chapter

SD05 Southeast Kootenay
SD06 Rocky Mountain
SD08 Kootenay Lake
SD10 Arrow Lakes
SD20 Kootenay-Columbia
SD51 Boundary

Thompson-Okanagan Chapter

SD19 Revelstoke
SD22 Vernon
SD23 Central Okanagan
SD53 Okanagan-Similkameen
SD58 Nicola-Similkameen
SD67 Okanagan-Skaha
SD73 Kamloops-Thompson
SD74 Gold Trail
SD83 Kwsaltktnéws ne Secwepemcúl'ecw

Northern Chapter

SD27 Cariboo-Chilcotin
SD28 Quesnel
SD49 Central Coast
SD50 Haida Gwaii
SD52 Prince Rupert
SD54 Bulkley Valley
SD57 Prince George
SD59 Peace River South
SD60 Peace River North
SD81 Fort Nelson
SD82 Coast Mountains
SD87 Stikine
SD91 Nechako Lakes
SD92 Nisga'a
Western Arctic Directors & Superintendents



Ministry of Education and Child Care Working Groups (updated as of May 16, 2025)

Framework Advisory Superintendent's Table		
Viveka Johnson (SD5, Southeast Kootenay)	Jameel Aziz (SD57, Prince George)	
Mal Gill (SD35, Langley)	Deb Whitten (SD61, Greater Victoria)	
Doug Sheppard (SD37, Delta)	Jill Jensen (SD64, Gulf Islands)	
Helen McGregor (SD39, Vancouver)	Peter Jory (SD69, Qualicum)	
Karim Hachlaf (SD41, Burnaby)	Tim Davie (SD70, Pacific Rim)	
Chris Nicholson (SD48, Sea to Sky)	Balan Moorthy (SD78, Fraser-Cascade)	
Mike McDiarmid (SD54, Bulkley Valley)		
Funding Equity Committee		
Stephen Petrucci	SD60	Southeast Kootenay
Christina MacDonald	SD85	Van Island North
Woody Bradford	SD35	Langley
Katherine Shearer (alternate)	SD20	Kootenay-Columbia
K - 12 Career Connections and Dual Credit		
Reid Findlay	SD83	Kwskaltknéws ne Secwepemcúl'ecw
K-12 Partner Inclusive Education Project Table Meeting Group		
Nathan Ngieng	SD34	Abbotsford
K-12 Workforce Plan Working Group		
Jameel Aziz - Communications	SD57	Prince George
Paul Chisholm - Data	SD59	Peace River South
K-12 Work Safe Advisory Committee		
Michell Bennett	SD70	Pacific Rim
Brenna Ewing - Alternate	SD72	Campbell River
Learning Advisory Board		
Mark Pearmain	SD36	Surrey
Rohan Arul-pragasam	SD33	Chilliwack
Stephen Petrucci	SD60	Peace River North
My Ed BC Joint Executive Council		
Todd Manuel	SD67	Okanagan-Skaha
Student Reporting Policy		
D'Arcy Deacon	SD62	Sooke
Jordan Kleckner	SD23	Central Okanagan
Luke Friesen	SD22	Vernon
Online Learning Sector Advisory Committee (SAC)		
Allison Burt	SD47	qathet
Provincial Violence Prevention Advisory Committee		
Michell Bennett	SD70	Pacific Rim



Community Committees & Working Groups

(updated as of May 16, 2025)

BCPSEA Exempt Compensation Committee		
Jon Rever	SD23	Central Okanagan
BC International Education Council		
Paul Block	SD62	Sooke
BCSTA Rural and Remote Network		
Christy Fennell	SD59	Peace River South
BC Teachers Council		
Doug Sheppard	SD37	Delta
BC School Sports		
Chris Kennedy	SD45	West Vancouver
BC School Sports Competitive Fairness Committee		
Todd Manuel	SD67	Okanagan Skaha
Canadian Association of School System Administrators Board (CASSA)		
Cheryl Lenardon	SD27	Cariboo-Chilcotin
Gino Bondi	BCSSA	CEO
Coordinated Legal & Arbitration Support Services (CLASS) Advisory Committee		
Karla Mitchell	SD22	Vernon
Steve Wyer	SD06	Rocky Mountain
Ed Can Network Advisory Board		
Chris Kennedy	SD45	West Vancouver
Doug Sheppard	SD37	Delta
Focused Education Resources		
Teresa Downs	SD42	Maple Ridge
Karim Hachlaf	SD41	Burnaby
First Nations Education Steering Committee (FNESC)		
Rohan Arul-pragasam	SD33	Chilliwack
HR/Payroll Working Group		
Mike Hooker	SD19	Revelstoke
School Protection Program (SPP)		
TBA		
Teacher's Pension Plan Advisory Committee		
Ben Eaton	SD08	Kootenay Lake



President Report

Rohan Arul-pragasam

It has been an honour to serve as President of the BC School Superintendents Association over the past two years. This role has provided me with the privilege of working alongside a highly committed Board of Directors and dedicated staff who share a deep commitment to public education and to the students, families, and communities we serve.

Thank you to the members of the Board of Directors for their commitment and dedication to taking on this role, in addition to their leadership responsibilities in their respective school districts.

Your leadership in building on the work of previous Boards is appreciated, and as we continue to co-create a world-class education system, one of the key areas of focus has been building a strong Board Governance Infrastructure. This has included a clear focus aligned with the work outlined in the Board Work Plan, which is instrumental in supporting and championing the BCSSA Strategic Plan.

Board Work Plan Highlights 2024–25

Over the past year, the Board has advanced the work of the Association through a structured annual plan that balances governance responsibilities with strategic leadership. Our work included quarterly reviews of financial statements and membership approvals, oversight of the Association's operational and strategic plans, and continued attention to policy and administrative procedure development.



Highlights of the 2024–25 cycle included the introduction of the updated Strategic Plan, the launch of the Board’s new data portal, and regular updates on the Leadership Institute. The Board also received important reports from the BC Teachers’ Pension Plan Advisory Committee and reviewed the CEO’s new Communications Plan.

In addition, the Board fulfilled its annual cycle of accountability through the approval of audited financial statements, the nomination and election process for the Board of Directors, and the submission of annual reports for the AGM. Looking ahead, we also approved membership fees, the preliminary budget, the calendar of events, and the annual work plan to guide activities into 2025.

This comprehensive work plan ensured the Board remained focused on governance, accountability, and advancing strategic priorities on behalf of the Association.

Advocacy and Representation

In addition to the regular meetings between school superintendents and the Ministry of Education and Child Care, the BCSSA is frequently given the chance to advocate for and share unique perspectives through various committees and working groups established by the Ministry, as well as with other partner organizations. I want to express my gratitude to those of you who represent the Association at these important discussions. It is crucial that the voice of BCSSA members is present where conversations about public education are taking place and decisions are being made.

In my role, I have worked to advocate for and represent the diverse views of our membership in meetings and discussions with the Minister of Education and Child Care, the Deputy Minister, ministry officials, the BC Public Sector Employers Association, and others. This advocacy has taken place across numerous committees, advisory groups, and decision-making tables on key issues affecting public education and leadership in our province.

Closing Reflections

As I conclude my presidency, I want to extend my sincere thanks to my colleagues on the Board, our CEO and staff team, and the membership for their support and collaboration. The strength of BCSSA lies in the collective wisdom, dedication, and leadership of its members, and it has been a privilege to serve alongside you.

I am especially grateful for the opportunity to have served as President during a time of growth and renewal for our Association. Together, we have continued to strengthen our governance practices, expand leadership learning opportunities, and enhance the Association’s voice in advancing public education in British Columbia. Thank you for entrusting me with this responsibility over the past two years. I look forward to continuing to serve and support the work of the BCSSA in the years ahead.



Treasurer Report

Andrew Holland

Overview

The BCSSA continues to demonstrate strong fiscal stewardship and adaptability in its operations. As of June 30, 2025, the Association remains in a solid financial position with total assets of \$4,978,435. After accounting for liabilities of \$3,375,413, our total net assets stand at \$1,603,022, reflecting a year-over-year increase of \$85,333.

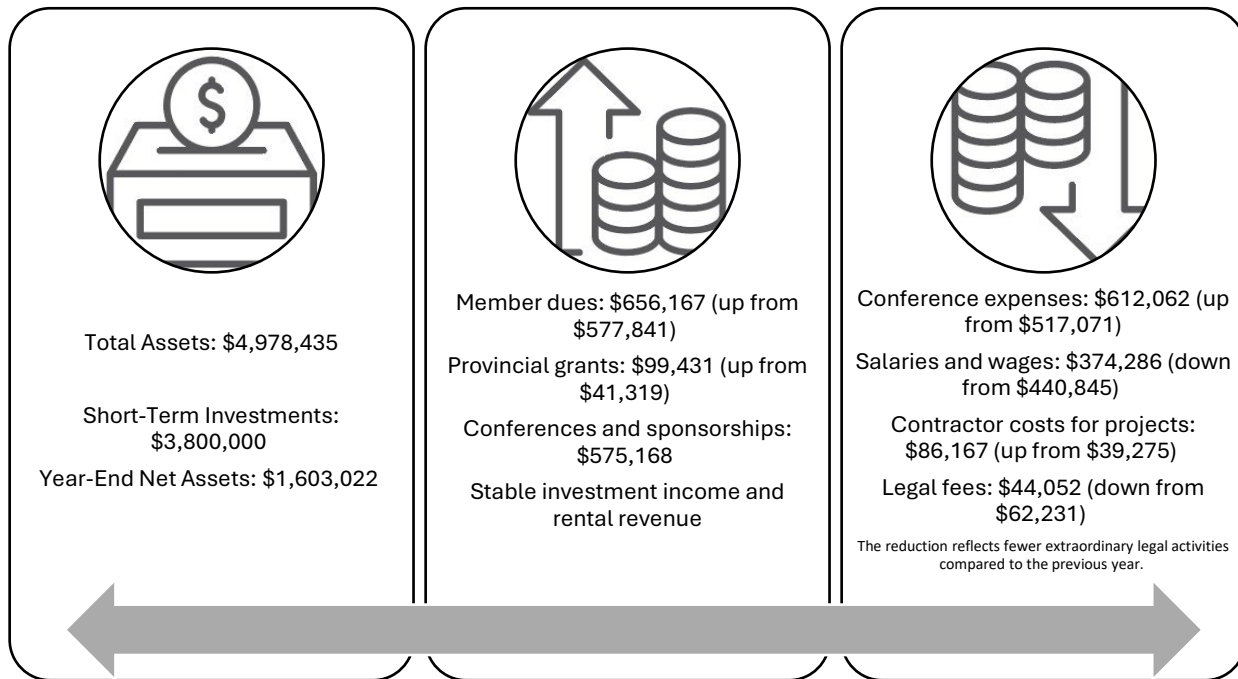
This year's financial performance reflects our continued commitment to supporting members through enhanced services, strategic initiatives, and prudent financial management. The Association has made targeted investments in conferences, staffing, and strategic projects, while maintaining a healthy reserve and capital base.

Audit Opinion

Tompkins Wozny, Chartered Professional Accountants, provided the following opinion:

"In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as of June 30, 2025, and the results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations."





Risk Assessment

The auditor's report identifies the following financial risks:

- Liquidity Risk: Managed through detailed cash flow forecasting and maintaining liquid assets.
- Credit Risk: Related to short-term investments and accounts receivable.



- Interest Rate Risk: Exposure from floating interest rate instruments, managed through standard practices.

Strategic Outlook

BCSSA's financial strategy continues to focus on maintaining a healthy reserve, investing in member services, and supporting strategic initiatives. The increase in provincial grants and member dues provides a strong foundation for future growth. Expense management remains a priority, with targeted investments in conferences and staffing.

Summary and Acknowledgments

With net assets of \$1,603,022 and a continued surplus, the BCSSA remains in a strong financial position. I extend my sincere thanks to CEO Gino Bondi and the dedicated committees, particularly those in Professional Development and Membership Services, for their contributions to this successful year.

Thank you for the opportunity to serve the BCSSA as Treasurer.



Membership Services Report

Dr. Balan Moorthy, Chair

We would like to extend our gratitude to all committee members and support staff for their outstanding commitment and leadership throughout 2025. The Membership Services Committee (MSC) continues to strengthen its role as a hub for connection, collaboration, and advocacy across the BCSSA membership.

Committee Members

- **Balan Moorthy**, Superintendent, SD78 (Fraser Cascade) – Committee Chair
- **Anita McClinton**, Superintendent, SD91 (Nechako Lakes) – Vice-Chair / Northern
- **Viveka Johnson**, Superintendent, SD5 (Southeast Kootenay) – Kootenay-Boundary
- **Stephen Whiffin**, Assistant Superintendent, SD43 (Coquitlam) – Metro
- **Luke Friesen**, Director of Instruction, SD22 (Vernon) – Thompson-Okanagan
- **Tom Aerts**, Associate Superintendent, SD61 (Victoria) – Vancouver Island
- **Paula Jordan**, Assistant Superintendent, SD33 (Chilliwack) – Fraser Valley
- **Pam Spooner**, Assistant Superintendent, SD57 (Prince George) – Indigenous Leadership

Administrative Support: Alicia Campbell

Membership Consultant: Shannon Derinzy

Membership Coordinator: Tracy Orobko

CEO Support: Gino Bondi

Establishing Priorities and Goals

The Membership Services Committee (MSC) remains focused on its central mission — ensuring that all members feel connected, supported, and valued within the BCSSA community. In 2025, the committee deepened its focus on wellness, leadership capacity building, and governance support, reflecting the broader strategic directions of the Association.

Key activities and discussions this year included:

- Strengthening member engagement through the Learning Partner Program (37 mentees and 13 mentors participating province-wide).
- Increasing attendance and participation in the Virtual Learning Series (Sept–Mar) by over 50 percent from the previous year, featuring presenters such as Cheryl Schwarz and Shane Safir.
- Continuing joint meetings with the Professional Learning Committee (PLC) to plan pre-conference and virtual sessions.
- Reviewing and approving the updated MSC Terms of Reference to clarify roles and strengthen alignment with the BCSSA Strategic Plan.
- Developing proactive governance supports for members through creation of a one-page guide on investigation processes and best practice response protocols for Chapters.
- Providing regional feedback on the BCSSA Operational Plan to ensure Chapter voice and equity in decision-making.
- Supporting wellness initiatives through discussion of systemic pressures, WorkSafe processes, and leadership resilience.

The committee's work this year reflected the realities facing members across the province — staffing shortages, declining enrolment, and growing complexity in roles and responsibilities — while continuing to prioritize belonging and professional learning.



Membership Services Report

Dr. Balan Moorthy, Chair

System Themes and Chapter Highlights

Across regional chapters, four major themes emerged in 2025:

- **Artificial Intelligence and Literacy:** AI continues to shape district leadership dialogue alongside renewed emphasis on literacy improvement strategies.
- **Recruitment and Retention:** Persistent shortages and increased medical leaves emphasized the need for leadership succession planning and support for vice-principals and new administrators.
- **Wellness and Safety:** Districts are experiencing rising incidents of workplace violence and complex WorkSafe processes, highlighting the need for systemic health and safety supports.
- **Governance and Policy:** The committee engaged in dialogue around role clarity, human equity, and inclusive governance, reinforcing the importance of protecting Superintendents through clear policy and communication.

Honouring BCSSA Retirees

The Summer Leadership Gathering in Whistler once again provided a meaningful occasion to celebrate retirees and new members. Retirees were recognized with a presentation, gift, and feature in the BCSSA Weekly Bulletin. Committee members volunteered at the registration desk and supported member introductions during the Pre-Conference sessions. Our sincere appreciation goes to all who helped make this event a success.

Welcoming and Supporting New Members

This year saw continued growth in membership and participation. The committee welcomed new Superintendents and Assistant Superintendents through the Learning Partner Program and virtual orientation sessions. Members were matched with experienced mentors based on their roles and professional goals, ensuring that support was timely, personalized, and connected to the BCSSA Strategic Pillars.

BCSSA Scholarships

The BCSSA Scholarship Program continued to reflect our commitment to equity, inclusion, and leadership development. Scholarships were promoted throughout the spring, with the application deadline extended to ensure broad participation. The committee also reviewed criteria and processes to enhance clarity and consistency in selection.

Partnerships and Strategic Alignment

The MSC continued to work closely with the Professional Learning Committee, the Spirit of Leadership group, and the BCSSA executive team to align committee efforts with the BCSSA Strategic Plan and Operational priorities. Committee representation was included in new Superintendent support sessions and upcoming Leadership Institute planning.

As the BCSSA continues to evolve, the Membership Services Committee will remain focused on member well-being, leadership capacity building, and a proactive approach to governance and system support.



Professional Learning Report

Cheryl Lenardon, Chair

Year in Review

In the 2024-2025 year, the Professional Learning Committee (PLC) continued to reshape our events to:

- engage members as active participants in their learning,
- allow for the wide range of experience, roles, and contexts of members,
- model learning design participants can apply to self, team, and system, and
- explicitly build capacity in the Spirit of Leadership competencies.

Professional Learning and Membership Committees continue to meet to align our respective work to support the identified priorities of the strategic plan, grow the competencies of the Spirit of Leadership, and respond to feedback from members.



Spring Forum

Leading System Transformation: Moving from Strategy to Impact April 11, Richmond

Co-chairs: Kristen Brach and Ian Kennedy

The Spring event was facilitated by Kevin Godden and a skilled team of BCSSA members to focus on supporting strategic planning for the success of all learners. A problem of practice model was applied to issues of equity. It was a powerful opportunity for district teams to actively engage with emergent challenges and responses in BC and bring back tools and models to apply in their own contexts to enhance decision-making and planning.

Although registration was lower than hoped, this forum received the most positive feedback of any BCSSA event in memory. Comments highlighted the value of the topic, opportunities for active engagement, dialogue within district teams, and take away strategies.

Spring Forum 2026 will be held at the Coast Coal Harbour, Vancouver.

Summer Leadership Gathering 2025

Connecting Through the Spirit of Leadership August 13 – 15, Whistler

Co-chairs: Chelsea Prince and Jamie Robinson

This gathering featured Jordan Tinney's facilitation of member development in the capacities of the Spirit of Leadership. To enhance learning, a guide was created as a take-away resource including a series of brief leadership papers coinciding with the breakout sessions. There was a Ministry component to the agenda as we have had in previous years and an Indigenous Chapter panel. There were logistical challenges resulting from late and walk-in registrations but staff responded quickly to accommodate everyone.

Feedback provided included summer-specific recommendations such as increased time for table and team discussions and alignment of content with Ministry directions. Requests for additional learning connected to anti-racism and cultural safety leads well into our fall conference offerings.

Fall Conference

Compassionate Systems Change in Equity November 13 – 14, Vancouver

Co-chairs: Kirk Savage and Kristen Brach

Fall conference was planned to be a compelling professional learning program to bring together Compassionate Systems change and equity as priorities of district leadership across the province.

Dr. Mette Boell was arranged to provide a keynote on Compassionate Systems, 'How to Human' in an Age of Collapsing Global Structures. Districts supported by master practitioners were invited to provide examples of what this work looks like in BC districts, schools, and classrooms.



Professional Learning Report

Cheryl Lenardon, Chair

Dr. Ann Lopez was selected to lead a full day of interactive learning on *Navigating the Leadership Journey in Challenging Times* to take a deep dive into ways that educational leaders can sustain themselves and their leadership work by collaborative action and centering joy in leadership praxis.

This program embodies the feedback from members seeking practical tools, tested strategies, and authentic stories to inform their leadership and work.

Future Directions

Plans for the next Spring Forum and Summer Leadership Gathering are already in progress. We will be working with the CEO and Membership Services within the strategic plan priorities to discuss the future of Spring Forum. It may be appropriate to shift and apply our resources to new forms of learning for BCSSA members. Interest in communities of practice and personalized learning options identified in the August feedback will inform planning.

We will hold our final event in Whistler in August 2026 and then return to Kelowna for future Summer Leadership Gatherings in subsequent years.

Committee Members

Outgoing and Incoming Committee Members

Since the last Annual General Meeting we said goodbye to Kootenay-Boundary rep Steve Wyer who was replaced by Trent Dolgopol. Robert Clifton has also left the committee after several years of service. We look forward to welcoming a new professional learning representative from the Northern Chapter.

Submitted on behalf of committee members:

Chelsea Prince - *Indigenous Chapter*

Ian Kennedy - *Metro Chapter*

Jamie Robinson - *Okanagan Chapter*

Kirk Savage - *Fraser Valley Chapter*

Kristen Brach - *Island Chapter*

Trent Dolgopol - *Kootenay Boundary*

TBD - *Northern Chapter*

With gratitude to Gino Bondi, Lorrene Giacometti, and Alicia Campbell for their tremendous support.



CEO Report

Gino Bondi



The past year has been one of both consolidation and renewal for the BC School Superintendents Association. We continued to deepen our governance practices, strengthen member voice, and align our operations with the Association's strategic aspirations.

A major highlight of the year was the development of our new Strategic Plan, which reflects extensive input from members across all Chapters.

Guided by our Mission—Working together for an optimistic future for all learners—and our Vision—To develop and inspire leaders so all learners thrive—the plan sets out clear objectives under four Strategic Priorities: Leadership, Equity, Support, and Truth and Reconciliation.

Over the past year, I attended Chapter retreats to ensure that local voices shaped these objectives. The resulting 12 provincial objectives, supported by Key Performance Indicators, now provide a roadmap for our work and a foundation for future operational planning.

We also advanced several major initiatives:

- **The Voices of BC Learning Modules:** Building on *The Spirit of Leadership*, seven modules were developed with the contributions of leaders from across the province, including strong participation from our Indigenous Chapter. These modules, complete with learning guides and video interviews, provide multiple entry points for districts and Chapters to engage with the leadership competencies in authentic and practical ways.
- **Management Standards Curriculum:** Recognizing the need for stronger preparation for those new to or aspiring to the role of Superintendent, we began developing a curriculum grounded in real-world case studies from across Canada. This work will provide members with a foundation in governance, relationships, and the complexities of public leadership, and will support both new and experienced leaders in navigating the unexpected.
- **Sustainable Funding and Communications:** We created a sponsorship framework designed to diversify revenue streams, enhance financial stability, and expand programming. Alongside this, we developed a comprehensive communications plan, launched a refreshed *BCSSA Brief*, and strengthened our digital and social media strategies to enhance member engagement and external visibility.
- **Grant Projects:** Our partnership with the Ministry of Education and Child Care and other organizations resulted in six new grants, including work on literacy, health career pathways, and First Nations dual credit. Importantly, we negotiated an increase in our administrative fee, ensuring greater sustainability as we manage this expanding portfolio of projects.
- **Superintendent Voice and Community:** A new initiative—*The Meeting of the Sixty*—was launched to bring all superintendents together on a regular basis. These gatherings will provide a forum for collective dialogue, common messaging, and the shaping of a stronger provincial voice for superintendents as leaders in public education.

None of this work would be possible without the contributions of so many. I extend my sincere thanks to our members who gave their time and expertise to committees, working groups, and projects across the province; to our partners, including BCASBO, BCPVPA, BCSTA, FNECS, FISA, MECC, and the Ministry of Health, who collaborated with us on critical initiatives; and to our staff, whose skill and dedication have advanced the Association's operations and services.

Finally, I offer my gratitude to our Board of Directors, President Rohan Arul-pragasam, and Vice-President Robyn Gray for their leadership, vision, and unwavering support. It continues to be my privilege to serve as Chief Executive Officer of the BCSSA.



The 2024-25 year saw the negative impacts of the Covid era to have more or less dissipated, including improved staff attendance, fewer staffing shortages, and the like. Teaching has mostly normalised but significant growth in demand for EAs has meant some schools faced challenges in casual replacements. Other areas like bus drivers are not as critical as they were in 2023 but are still a fairly tight labour market around the region. Issues around politically motivated protests, emails, and the like were significantly reduced from their peak several years earlier, again suggesting that the Covid period is now over.

Population continued growth across the Fraser Valley Region at a somewhat slower rate. While slowing was primarily noted in Mission and Fraser Cascade, new school buildings or developments were noted across the region. Langley in particular continued to grow, culminating in a new elementary school opening in September of 2025. Areas such as Willoughby Heights saw significant housing densification, leading to increased demand for space in northern areas of Langley.

Over the past year, Chilliwack School District undertook an extensive co-creation process to develop its 2025–2029 Strategic Plan. Grounded in wide consultation with students, staff, families, and community partners, the process emphasized collective visioning and alignment with the district’s values.

A guiding principle throughout this work was **Tómiyeqw**: “*The Coast Salish philosophy behind Tómiyeqw guides people to think deeply about any action, or inaction, they take. Tómiyeqw expresses the responsibility and connection Stó:lō people have to the seven generations past and future. Tómiyeqw is a Halq'eméylem term that literally means both great-great-great-great grandparent/aunt/uncle and great-great-great-great grandchild/niece/nephew. Tómiyeqw reminds us to think beyond our own lifetimes and act with care for future generations.*”

The resulting plan is built around four strategic pillars—Student Success, Human Flourishing, Truth and Reconciliation, and Accountability—each supported by measurable goals in literacy, numeracy, well-being, and transitions. This work has provided the district with a clear, community-driven roadmap that will guide decision-making and learning priorities for the next four years.

Mission worked on expanding the breadth of assessment practices across the grades, in particular upper primary and lower intermediate age groups, to assist in the development of future Strategic Plans and FESL-related work.

BC’s first locally developed Indigenous grad credit course, *Téméxw te í*, entered its second year on offer and continued to enjoy popularity amongst both Indigenous and non-Indigenous students, demonstrating that a quality program can indeed stand on its own.



Kootenay-Boundary Chapter

Peter Dubinsky, Chapter Director

The Kootenay-Boundary Chapter is made up of six districts in the southeastern region of the province.

We include:

- SD 5 (Southeast Kootenay) Viveka Johnson, Superintendent
- SD 6 (Rocky Mountain) Aaron Callaghan, Superintendent
- SD 8 (Kootenay Lake) Trish Smillie, Superintendent
- SD10 (Arrow Lakes) Peter Dubinsky, Superintendent
- SD20 (Kootenay- Columbia) Katherine Shearer, Superintendent
- SD51 (Boundary) Anna Lautard, Superintendent

Superintendents meet monthly online to support each other throughout the year.

Chapter Executive Members

We have a very active chapter, meeting in person twice a year. Our face-to-face meetings have included both large group learning and role-alike sessions where chapter members have created communities of practice to discuss and learn from each other. In 2024-2025, our chapter meetings featured Gino Bondi, included a tour of the St. Eugene Residential School, and chapter members presented on AI and the Numeracy Learning Progressions. Role-like groups also plan additional meetings throughout the year to build a collaborative culture across the region.

We hold additional face-to-face chapter meetings adjacent to BCSSA events.

Chapter Executive (2024-25)

Membership Committee: Viveka Johnson SD5

Professional Learning Committee: Trent Dolgopol, SD6

Secretary / Treasurer: Anna Lautard, SD5

Director: Peter Dubinsky, SD10



Overview

The Metro Chapter of the BCSSA represents school districts spanning from Gibsons and Whistler to Coquitlam. Districts range from approximately 3,000 students to more than 80,000, and together we serve over 250,000 students across the region.

Membership (unchanged from prior year)

- | | |
|------------------------|------------------------------|
| • Surrey (36) | Coquitlam (43) |
| • Delta (37) | North Vancouver (44) |
| • Richmond (38) | West Vancouver (45) |
| • Vancouver (39) | Sunshine Coast (46) |
| • New Westminster (40) | Sea to Sky (48) |
| • Burnaby (41) | Conseil Scolaire Francophone |
| (93) | |

Professional Learning & Key Events (2024–25)

- 1) BCSSA Metro Fall Conference — October 4, 2024
 - Location: Burnaby
 - Attendance: 100+
 - Session: Opportunity & Conflict — Roy Group
 - Notes: Building on past leadership development, the session provided practical tools for navigating conflict productively and strengthening leadership capacity across districts.
- 2) Metro/Fraser Valley Joint BCSSA Conference — April 16–17, 2025
 - Location: Whistler
 - Organizer: Fraser Valley Chapter
 - Keynote: Dr. Robyne Hanley-Dafoe — “Hope is the Strategy: Actioning Hope for Resilient Organizations”

Synopsis: In times of profound uncertainty, hope functions as a strategic imperative that transforms adversity into resilience and fosters environments for innovation, high performance, and sustained productivity. The keynote focused on practical frameworks and evidence-based strategies leaders can deploy immediately, with actionable habits and mindsets that help teams navigate uncertainty with confidence and strategic clarity.

Regional Collaboration & Networks

- Generative AI cross-district network: Facilitated connections among Metro districts to share strategy, pilots, tools, and implementation lessons for generative AI in K–12 contexts.
- Secondary Principals Network (ongoing): Sustained a region-wide forum for secondary school principals to coordinate on emerging issues and share effective practices.



Metro Chapter

Chris Kennedy, Chapter Director

Chapter Executive (2024–25)

Director: Chris Kennedy

Vice Director: Helen McGregor

Treasurer: Adam Baumann

Secretary: Andrew Holland

Provincial Professional Learning Committee: Ian Kennedy

Metro Professional Learning Committee: Shannon Burton

Membership Committee Representative: Stephen Whiffin

Members at Large: Kate Kerr; Jody Moss; Maryam Naser; Chris Nicholson; Mark Pearmain; Sandra Singh; Neil Stephenson

Looking Ahead (2025–26)

Metro will continue to support regional alignment and professional learning, with particular emphasis on scalable approaches to AI-supported leadership and learning, and on strengthening the Secondary Principals Network as a platform for proactive response to emerging issues.



Northern Chapter

Stephen Petrucci, Chapter Director

The Northern Chapter encompasses fourteen school districts in northern British Columbia and includes our colleagues in the Yukon & Northwest Territories. This significant portion of British Columbia includes the following school districts:

SD 27 – Caribou Chilcotin	SD 59 – Peace River South
SD 28 – Quesnel	SD 60 – Peace River North
SD 49 – Central Coast	SD 81 – Fort Nelson
SD 50 – Haida Gwaii	SD 82 – Coast Mountains
SD 52 – Prince Rupert	SD 87 – Stikine
SD 54 – Bulkley Valley	SD 91 – Nechako Lakes
SD 57 – Prince George	SD 92 – Nisga’a
Yukon, Western Arctic Directors & Superintendents	

Our chapter continues to be well-represented, both on the board of the BCSSA and on several MECC advisory committees. In addition to the chapter director, the superintendents from SD59 and SD27 serve on the BCSSA Board as secretary and Pro-D chair, respectively. While there have been several changes in leadership across the North, our 64 members stay well-connected through monthly virtual meetings as well as through in-person Pro-D following the Spring conference. At our recent Spring workshop with CEO Gino Bondi, we reviewed and developed key strategic plan objectives that are important to the success of our northern districts.

We continue to advocate for and lead the work on recruitment and retention. In collaboration with MECC, BCPSEA, Post-Secondary Institutions, and our Boards, several of our members sit on working committees for the Northern BC Practicum Awards program, the Provincial Incentives initiative, the Return of Service Pilot, and the Workforce Development Committee.

Recent developments include the potential addition of a hybrid Teacher Education Program based out of SD91 in September 2026. Additionally, the superintendents from SD54 and SD60 are on the provincial bargaining team as field advisors for teacher negotiations.

This past year also provided several opportunities for collaboration with Northern Health, both in terms of sharing K-12 health initiatives as well as navigating a significant measles outbreak in the North.



Thompson-Okanagan Chapter

Todd Manuel, Chapter Director

The Thompson-Okanagan Chapter represents members from south-central British Columbia and includes all of the school districts in the Okanagan Valley, one in the West Columbia area, and three at the south end of the Cariboo area. We have a vibrant Chapter represented by 10 districts:

- SD19 - Revelstoke SD22
- Vernon SD23 – Central Okanagan
- SD53 - Okanagan Similkameen
- SD58 - Nicola-Similkameen
- SD67 - Okanagan Skaha
- SD73 - Kamloops-Thompson
- SD74 - Gold Trail
- SD83 - Kwsaltktnéws ne Secwepemcúl'ecw
- SD93 - Conseil scolaire francophone

Our Executive is comprised of a Chapter Director, Treasurer, Reconciliation Advocate, one member at Large, and representatives of provincial committees– Professional Learning and Membership Services. Elections took place at our May 16, 2025 Chapter meeting for the positions of Chapter Director (Todd Manuel will take on the role for the 2025-27 term) and the Membership Services Director (Luke Friesen accepted the role for the 2025-27 term).

Our Chapter meets twice annually and communicates virtually about important matters that arise. Within our Chapter, we have communities of practice (Indigenous Education, Curriculum, Career Education, Inclusive Education, Human Resources, Early Learning, Superintendents) who meet virtually and who share in professional learning with leaders at all levels, including principal professional development.

In 2024-2025, we met in person on October 31-November 1st, 2024 and May 15-16, 2025. During these meetings, district teams attended and contributed to collaborative sharing in the areas of:

- Child Care and Early Learning,
- Curriculum and Assessment,
- Leadership and Human Resources,
- Inclusive and Indigenous Education,
- Enhancing Student Learning and Strategic Planning,
- Budget Management

Additionally, during our Fall meeting, we heard from the SD23 team around their work on Leading Change to Transform Early Literacy. The presentation was led by Brenda Kirsch, District Principal Early Learning and Child Care, and Jordan Kleckner, Director of Instruction, Learning and Innovation. The presentation fostered great discussion as districts continue to share practices having an impact on student learning.



Thompson-Okanagan Chapter

Todd Manuel, Chapter Director

The Chapter also had discussion on work districts have been participating in to leverage Artificial Intelligence in classrooms and agreed to pursue a regional learning session. Advanced Learning Partnerships (ALP) were contracted, and ALP consultant Dean Shareski led two regional sessions on the impact of A.I. in public education. Sessions took place on March 12 in Penticton and April 17 in Vernon. The learning intention of the Gen A.I. in Education sessions were stated as:

“to enhance strategic vision, inform decision-making, and guide local implementation in a manner that supports both academic excellence and operational efficiency.”

There were many opportunities to share resources and network around the opportunities and challenges of Gen A.I. in schools, including a focus on student learning, instruction, and assessment, as well as governance and policy considerations.

During our spring Chapter meeting held May 14-15, 2025, the impact of the learning session was reviewed, and the consensus from the Chapter was that the in-service opportunity created a great launch point for networking and learning, and that our Chapter could look to facilitate future sharing opportunities with local teams as a region during the 2025/26 school year without formalizing a contract with ALP.

Additionally, our May 14-15 Chapter meeting included a presentation from Gino Bondi, CEO of the BCSSA, on the strategic plan work currently underway and a presentation from ADM Mary Shaw on curriculum, including the MECC Literacy Project, CPR and AED curriculum, climate change resources, and Holocaust education.

Finally, we took time to celebrate the retirements of chapter members Kevin Kardaal (SD23), Terry Beaudry (SD23) and Shelley Oppenheim (SD58)



Vancouver Island Chapter

Tim Davie, Chapter Director

Delegates of the BCSSA Vancouver Island Chapter held three in-person meetings during the 2024-2025 year. These meetings were held in Victoria, Ucluelet, and Comox with focused discussions, sharing, and learning pertaining to relevant educational topics.

Districts included in the Vancouver Island Chapter are:

SD47 - Powell River	SD70 - Pacific Rim
SD61 -Victoria	SD71 - Comox Valley
SD62 – Sooke	SD72 - Campbell River
SD63 – Saanich	SD79 - Cowichan Valley
SD64 - Gulf Islands	SD84 - Vancouver Island West
SD68 - Nanaimo-Ladysmith	SD85 - Vancouver Island North
SD69 – Qualicum	

The Chapter wishes to recognize retiring Superintendent Lawrence Tarasoff for his dedicated service as a member of the BCSSA Island Chapter.

In October, the group met in Victoria and were welcomed to the Territory by Dr. Shelly Wilton and Knowledge Keeper John Harris. The teachings focused on the Greater Victoria Land-Based Learning Program and activities tied to food security and food sovereignty. Further learning included two presentations by Mark Walsh, Secretary Treasurer to Nanaimo Ladysmith Public Schools, to spoke to *Myth Busting: Management Rights in Public Education* and a second presentation with Kerri Steele of Nanaimo Ladysmith Public Schools on the topic of *Inclusive Education and Human Rights*.

The January meeting saw the group on the West Coast of Vancouver Island in Ucluelet and was opened by a welcome to the Territory by Elder Grace George, Council member Jeneva Touchie, and Indigenous Support Workers Darlen Frank and Ray Seecher, and students from Ucluelet Secondary School. This learning session began with a pre-Chapter meeting round table with a focus on literacy and numeracy initiatives across districts. BCSSA CEO Gino Bondi kindly joined our sessions which were highlighted through presentation from guest presenter Rich McCue of the University of Victoria who spoke about Generative AI and its impact on education. Gino Bondi led the group through a session and activities related to the BCSSA Strategic Plan, while other Chapter members spoke to a collaboration initiative between Island Health, the MoECC, and the BCSSA. This session wrapped up with other Chapter business.

Our third meeting of the year was held in Comox and was opened with a welcome to the Territory by Elder Ramona Johnson of the K’omoks First Nation. This session began with pre-Chapter meeting round-table discussions focused on Literacy with a second table focused on AI. The Chapter work featured districts engaged in *World Café – Topics of Relevance* discussions, a presentation on *Cyber Security for the K-12 System* by Jason Sandquist, Secretary Treasurer, and Glen Posey, Director of Instruction – Innovation and Technology of the Cowichan Valley School District, and a virtual conversation with Cloe Nicholls, Assistant Deputy Minister with the Ministry of Education and Child Care about pertinent topics in education, followed by other Chapter business.

In addition, James Messenger (Pacific Rim), Jay Dixon (Comox), and Rudy Terpstra (Qualicum) were instrumental in leading sessions of the ILC (Island Leadership Coalition) and bringing together promising up-and-coming leaders from across the Island for a series of learning sessions with supports and collaborative connections made with the next generation of educational leaders.

In summary, 2024-2025 proved to be another fulsome year of learning and collaboration for members of the Vancouver Island Chapter of BCSSA, with a focus on key educational issues, policy changes, leadership development, and BCSSA and Chapter business



Indigenous Chapter

Mike Bowden, Chapter Director

The 2024–2025 year marked the inaugural year for the Indigenous Chapter of the BC School Superintendents Association (BCSSA), a significant step in advancing Indigenous leadership and truth and reconciliation within British Columbia’s K–12 public education system. Formally inaugurated at the November 2024 BCSSA Annual General Meeting, the Indigenous Chapter brings together Indigenous senior educational leaders from across the province to create a dedicated space for collaboration, mentorship, and strategic dialogue. Membership includes Indigenous leaders serving in senior roles, ranging from District Principals and Vice-Principals to Superintendents, who continue to participate in their regional BCSSA Chapters while engaging in this new provincial forum.

Establishing Structures and Representation

Following its inauguration, the Indigenous Chapter quickly began convening regular virtual meetings to establish foundational structures and priorities. Representation was secured on three key BCSSA committees (Leadership Competency, Membership Services, and Professional Learning) ensuring that Indigenous voices and perspectives are embedded within the Association’s strategic directions and decision-making processes.

The Chapter currently has just under 40 active members from across the province. This growing network reflects the increasing number of Indigenous educational leaders stepping into senior roles and their commitment to system transformation through Indigenous ways of knowing and leading.

Strategic Engagement and Professional Learning

Throughout the year, Indigenous Chapter members have been deeply involved in collaborative work supporting the BCSSA Strategic Plan and the provincial roll-out of the Spirit of Leadership Competencies: Voices Across BC. Chapter members played a key role in planning, presenting, and facilitating sessions at both the Spring and Summer BCSSA conferences. These sessions highlighted the voices and leadership of Indigenous educational leaders, fostering learning, dialogue, and reflection among educational leaders from across the province.

In addition, the Chapter has been instrumental in re-starting the Indigenous Leadership Series, a year-long professional learning journey designed to support and inspire Indigenous leaders who are either currently in, or aspiring to, senior leadership positions within BC’s public education system. The series will officially launch in Fall 2025, providing a structured and culturally grounded pathway to develop leadership capacity, build networks of support, and prepare the next generation of Indigenous educational leaders.

Defining Purpose and Future Directions

In 2025, the Indigenous Chapter collectively developed and endorsed its Statement of Purpose, which articulates its commitment to creating and holding space within BCSSA for Indigenous ways of knowing and doing. This statement will serve as a guiding touchstone for future initiatives and partnerships. The Chapter also now holds a formal seat on the BCSSA Board of Directors through a designated Indigenous Chapter Director, strengthening BCSSA’s commitment to equity, reconciliation, and Indigenous educational leadership.



Indigenous Chapter

Mike Bowden, Chapter Director

The Indigenous Chapter is entering its second year with a clear sense of direction and purpose. Priorities for the coming year include:

- Deepening the integration of Indigenous perspectives into BCSSA's professional learning, governance, and membership initiatives;
- Supporting the growth and leadership capacity of Indigenous educational leaders across all regions of BC;
- Building collaborative relationships with education partners to advance system transformation grounded in Indigenous values, leadership, and truth and reconciliation.

The Chapter looks forward to continuing to contribute to the evolving landscape of educational leadership in British Columbia by fostering a strong circle of Indigenous leaders who lead self, lead teams, and lead systems in ways that are grounded in community, culture, and shared responsibility.





Strategic Goals and Priorities

BCSSA Strategic Goals and Priorities

Leadership

We lead the direction of education in British Columbia.



1. Champion a unified, future-focused vision for public education in BC
2. Cultivate inclusive, courageous, and culturally responsive leadership
3. Strengthen collective capacity through connected leadership networks

Equity

We celebrate diversity and ensure an education system that is just, equitable, inclusive, and accessible.



1. Lead systemic transformation to eliminate structural barriers and promote fairness
2. Advance inclusive and equity-minded leadership at all levels
3. Center student voices and lived experiences in all decisions

Support

We support the professional learning and leadership development of BCSSA members.



1. Deliver responsive, high-quality professional learning for all members
2. Foster a vibrant, connected professional community
3. Prioritize member well-being and sustainable leadership

Truth and Reconciliation

We ensure successful educational pathways and achievement for Indigenous learners.



1. Uplift Indigenous leadership and embed authentic partnership
2. Act on the Truth and Reconciliation Commission's Calls to Action and disrupt colonial structures
3. Co-create community-led solutions that ensure Indigenous learner success



Financial Statements



FINANCIAL STATEMENTS

**THE BRITISH COLUMBIA SCHOOL
SUPERINTENDENTS ASSOCIATION**

June 30, 2025



INDEPENDENT AUDITORS' REPORT

To the Members of
The British Columbia School Superintendents Association

Opinion

We have audited the financial statements of The British Columbia School Superintendents Association (the "Association") which comprise the statement of financial position as at June 30, 2025, and the statements of operations and changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as at June 30, 2025, and the results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statement section of our report. We are independent of the Association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



INDEPENDENT AUDITORS' REPORT (CONT'D)

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

As required by the British Columbia Societies Act, we report that the accounting principles used in these financial statements have been applied on a basis consistent with that of the preceding year.

Tompkins Wozny LLP

Vancouver, Canada
October 10, 2025

Chartered Professional Accountants



STATEMENT OF FINANCIAL POSITION

As at June 30

	2025 \$	2024 \$
ASSETS		
Current		
Cash and cash equivalents	735,390	752,847
Short-term investments [note 3]	3,800,000	2,999,560
Accounts receivable [note 4]	85,094	141,647
Deposits	88,500	101,500
Prepaid expenses	47,538	55,735
Total current assets	4,756,522	4,051,289
Tangible capital assets [note 5]	221,913	217,670
	4,978,435	4,268,959
LIABILITIES		
Current		
Accounts payable and accruals [note 6]	1,885,236	1,935,140
Deferred revenue [note 8]	1,490,177	816,130
Total liabilities	3,375,413	2,751,270
NET ASSETS	1,603,022	1,517,689
	4,978,435	4,268,959

See accompanying notes to the financial statements

Approved by the Board:



Director



Director

STATEMENT OF CHANGES IN NET ASSETS

Year ended June 30

		Internally Restricted		
	Operating	Reserves	Tangible	
	Fund	Fund	Capital	
	\$	\$	Assets Fund	Total
			\$	\$
2025		<i>[Note 9]</i>		
Balance, beginning of year	1,118,979	181,040	217,670	1,517,689
Excess of revenue (expenses) for the year	88,656	6,155	(9,478)	85,333
Purchase of tangible capital assets	(13,721)	—	13,721	—
Balance, end of year	1,193,914	187,195	221,913	1,603,022
2024				
Balance, beginning of year	1,176,215	173,770	217,213	1,567,198
Excess of revenue (expenses) for the year	(50,207)	7,270	(6,572)	(49,509)
Purchase of tangible capital assets	(7,029)	—	7,029	—
Balance, end of year	1,118,979	181,040	217,670	1,517,689

See accompanying notes to the financial statements

STATEMENT OF OPERATIONS

Year ended June 30

	2025 \$	2024 \$
REVENUE		
Member's dues	656,167	577,841
Conferences and sponsorships	575,168	569,756
Investment income - Operating Fund	128,187	140,852
Province of BC - grants	99,431	41,319
Mentoring program	59,500	73,200
Advertising revenue	29,465	32,000
Rental revenue	28,800	30,450
Administered funds, administration revenue	22,143	40,952
Other income	7,003	5,825
Investment income - Reserves Fund <i>[note 9]</i>	6,155	7,270
Sale of assets	—	3,329
	1,612,019	1,522,794
EXPENSES		
Conferences	612,062	517,071
Salaries and wages <i>[note 11]</i>	374,286	440,845
Contractors - projects	86,167	39,275
Contractors - administration	77,097	139,314
Contractors - mentors	67,212	106,180
Office and other	59,832	77,748
Audit and bookkeeping	55,550	53,270
Travel and meetings	52,983	43,002
Legal fees - operations	44,052	62,231
Grants and scholarships	31,200	34,200
Building expenses	26,056	24,061
Membership dues	23,553	23,022
Amortization	9,478	6,572
Insurance	7,158	5,512
	1,526,686	1,572,303
Excess of revenue (expenses) for the year	85,333	(49,509)

See accompanying notes to the financial statements

STATEMENT OF CASH FLOWS

Year ended June 30

	2025 \$	2024 \$
OPERATING ACTIVITIES		
Excess of revenue (expenses) for the year	85,333	(49,509)
Item not affecting cash:		
Amortization of capital assets	9,478	6,572
	94,811	(42,937)
Changes in other non-cash working capital items:		
Accounts receivable	56,553	(78,748)
Deposits	13,000	83,031
Prepaid expenses	8,197	(21,125)
Accounts payable and accrued liabilities	(49,904)	412,228
Deferred revenue	674,047	231,696
Cash provided by operating activities	796,704	584,145
INVESTING AND FINANCING ACTIVITIES		
Purchase of capital assets (net of disposals)	(13,721)	(7,029)
Purchase of short-term investments	(800,440)	(654,592)
Cash used in investing and financing activities	(814,161)	(661,621)
Decrease in cash during the year	(17,457)	(77,476)
Cash and cash equivalents, beginning of year	752,847	830,323
Cash and cash equivalents, end of year	735,390	752,847

See accompanying notes to the financial statements

NOTES TO FINANCIAL STATEMENTS

June 30, 2025

1. PURPOSE OF THE ASSOCIATION

The British Columbia School Superintendents Association (the "Association") is a provincial association operating programs and activities aimed at improving public education in British Columbia and enhancing professional development of its members.

In addition, the Association offers its members a range of professional and personal services. The Association is incorporated under the Societies Act of British Columbia as a not-for-profit organization and is exempt from federal and provincial income taxes. In order to maintain its status as a not-for-profit organization, the Association must meet certain requirements within the Act.

2. SIGNIFICANT ACCOUNTING POLICIES

The financial statements were prepared in accordance with Canadian accounting standards for not-for-profit organizations ("ASNPO") and include the following significant accounting policies:

Use of Estimates

The preparation of financial statements in conformity with Canadian ASNPO requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses reported during the year. Significant areas requiring the use of management estimates relate to the determination of net recoverable value of assets, in particular as it relates to useful lives of tangible capital assets. Actual results could differ from these estimates.

Fund Accounting

The Association has adopted the fund method of accounting. It reports the revenue and fund balances using the deferral method of accounting. Funds have been established based on the programs and activities of the Association. They include the following funds:

Operating Fund

The operating fund reports the revenues received and expenses incurred relating to the day-to-day operations of the Association.

Tangible Capital Asset Fund

The tangible capital asset fund reports the purchases, disposals, and amortization relating to the Association's tangible capital assets.

NOTES TO FINANCIAL STATEMENTS

June 30, 2025

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Internally Restricted Reserves Fund

The reserves fund is to provide funds for future uses. They consist of the following:

- *Legal Fund*

Funds set aside to assist with future unforeseen legal costs required by the Association's members.

- *Employee Contractual Obligations Fund*

Funds set aside to fund the Association's contractual obligations to employees for possible severance costs, service recognition, sick leave and vacation pay.

- *Accumulated Interest Fund*

Funds for future uses and reports investment income earned and expenses.

Revenue Recognition

The Association follows the deferral method of accounting for contributions.

Restricted contributions are recognized as revenue of the appropriate fund in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue of the appropriate fund when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Restricted investment income is recognized as revenue of the appropriate fund in the year in which the related expenses are incurred. Unrestricted investment income is recognized as revenue when earned. Membership and seminar fees are recognized as revenue when the membership fees are due and the seminars are held.

Measurement of Financial Instruments

The Association initially measures its financial assets and financial liabilities at fair value. The Association subsequently measures all its financial assets and financial liabilities at amortized cost.

Financial assets measured at amortized cost include cash, accounts receivable and short-term investments.

Financial liabilities measured at amortized cost include accounts payable and the accruals.

Financial assets measured at cost are tested for impairment when there are indicators of impairment. The amount of the write-down is recognized in net income. The previously recognized impairment loss may be reversed to the extent of the improvement, directly or by adjusting the allowance account, provided it is no greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in net income.

NOTES TO FINANCIAL STATEMENTS

June 30, 2025

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on deposit with banks and short-term interest bearing deposits with maturities within 90 days of purchase.

Short-term Investments

Short-term investments consist of Guaranteed Investment Certificates which mature between three to 12 months from the date of purchase.

Deposits

Deposits consist hotel deposits for future events to be held.

Tangible Capital Assets

Tangible capital assets are initially valued at cost and are amortized over their estimated useful lives at the following annual rates:

• Buildings	5% declining balance
• Computer equipment	3 years straight-line
• Furniture and fixtures	10 years straight-line
• Website	5 years straight-line

3. SHORT-TERM INVESTMENTS

	2025	2024
	\$	\$
Operating Fund	3,612,805	2,828,583
Reserves Fund	187,195	170,977
	3,800,000	2,999,560

The short-term investments consist of Guaranteed Investment Certificates ("GIC's"). The GIC's have an interest rate of between 2.05% to 3.40% [2024 - 4.75% to 5.20%]. All GIC's mature between 3 to 12 months from the date of purchase.

NOTES TO FINANCIAL STATEMENTS

June 30, 2025

4. ACCOUNTS RECEIVABLE

	2025	2024
	\$	\$
Accrued interest	55,469	108,307
Operations and other	19,459	33,340
Government - GST	10,166	—
Allowance for doubtful accounts	—	—
	85,094	141,647

5. TANGIBLE CAPITAL ASSETS

Tangible capital assets are comprised of the following:

	Cost	Accumulated Amortization	Net Book Value
	\$	\$	\$
2025			
Land	145,000	—	145,000
Buildings	221,927	159,938	61,989
Computer equipment	24,234	20,398	3,836
Website	11,217	2,243	8,974
Furniture and fixtures	4,187	2,073	2,114
	406,565	184,652	221,913
2024			
Land	145,000	—	145,000
Buildings	221,927	156,676	65,251
Computer equipment	21,730	16,844	4,886
Furniture and fixtures	4,187	1,654	2,533
	392,844	175,174	217,670

6. ACCOUNTS PAYABLE AND ACCRUALS

	2025	2024
	\$	\$
Operations and other	78,676	137,833
Wages, vacation and sick payable	17,868	44,997
Government - GST	—	6,695
Administered funds - Province of BC [note 7]	1,788,692	1,745,615
	1,885,236	1,935,140

NOTES TO FINANCIAL STATEMENTS

June 30, 2025

7. ADMINISTERED FUNDS - PROVINCE OF BC

The Association administers grants on behalf of the Province of BC for other organizations.

	\$
BC Ministry of Education and Child Care: Management Foundation Standards for the K-12 Education Sector	
Administered funds, beginning of year	1,292,054
Received	—
Paid	(83,514)
Administration fee revenue	(18,000)
Administered funds, end of year	1,190,540
BC Ministry of Education and Child Care: Provincial Management Foundational Standards and Implementation Plan	
Administered funds, beginning of year	146,534
Received	—
Paid	(146,534)
Administration fee revenue	—
Administered funds, end of year	—
BC Ministry of Education and Child Care: Careers and Learning Resources Project	
Administered funds, beginning of year	24,000
Received	—
Paid	(17,035)
Administration fee revenue	—
Administered funds, end of year	6,965
BC Ministry of Education and Child Care: Early Childhood Education Dual Credit Project Support	
Administered funds, beginning of year	59,000
Received	—
Paid	(59,000)
Administration fee revenue	—
Administered funds, end of year	—
BC Ministry of Education and Child Care: Indigenous-Focused Graduation Requirement	
Administered funds, beginning of year	224,027
Received	—
Paid	(164,590)
Administration fee revenue	(5,250)
Administered funds, end of year	54,187

NOTES TO FINANCIAL STATEMENTS

June 30, 2025

7. ADMINISTERED FUNDS - PROVINCE OF BC (CONT'D)

BC Ministry of Education and Child Care: Northern BC Return of Service Program	
Administered funds, beginning of year	—
Received	247,000
Paid	—
Administration fee revenue	—
Administered funds, end of year	247,000
BC Ministry of Education and Child Care: Dual Credit Programs for First Nation Students	
Administered funds, beginning of year	—
Received	290,000
Paid	—
Administration fee revenue	—
Administered funds, end of year	290,000
Administered funds - Province of BC, beginning of year	1,745,615
Administered funds - Province of BC, end of year	1,788,692

8. DEFERRED REVENUE

	2025	2024
	\$	\$
Province of BC - grants	904,250	188,681
Member's dues	453,609	432,549
Conferences and sponsorships	132,318	194,900
Mentoring program	—	—
	1,490,177	816,130

9. RESERVES FUND

The Reserves Fund consists of the following:

	2025	2024
	\$	\$
Beginning accumulated interest to date	59,380	52,110
Interest income - Reserves Fund	6,155	7,270
Ending accumulated interest to date	65,535	59,380
Employee Contractual Obligations Fund	100,613	100,613
Legal Fund	21,047	21,047
	187,195	181,040

NOTES TO FINANCIAL STATEMENTS

June 30, 2025

10. FINANCIAL INSTRUMENTS

The Association is exposed to various risks through its financial instruments. The following analysis presents the Association's exposures to significant risk as at June 30, 2025.

Credit Risk

Credit risk is the risk that one party to the financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Association's main credit risk relates to short-term investments and accounts receivable.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Association is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Association meets its liquidity requirements by preparing and monitoring detailed forecasts for cash flows from operations, anticipating investing and financing activities and holding assets that can be readily converted into cash.

Interest Rate Risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. In seeking to minimize the risks from interest rate fluctuations, the Association manages exposure through its normal operating and financing activities. The Association is exposed to interest rate risk primarily through its floating interest rate bank indebtedness and credit facilities.

11. DISCLOSURE OF REMUNERATION

Pursuant to the British Columbia Societies Act, the Association is required to disclose remuneration paid to employees and contractors who are paid \$75,000 or more during the fiscal year. Salaries and wages expense includes \$290,530 [2024 - \$164,142] paid to two [2024 - one] employees during the year. No contractors were paid above this threshold. No remuneration was paid to any members of the Board.

NOTES TO FINANCIAL STATEMENTS

June 30, 2025

12. EMPLOYEE PENSION BENEFITS

The Society and its employees contribute to the Municipal Pension Plan of British Columbia, a multi-employer defined benefit pension plan.

Employer contributions to the Municipal Pension Plan of \$13,061 [2024 - \$11,411] were expensed during the year. Every three years an actuarial valuation is performed to assess the financial position of the plan and the adequacy of plan funding. The most recent actuarial valuation for the plan at December 31, 2024 indicated the plan is fully funded. The plan covers approximately 263,000 active

13. COMPARATIVE FIGURES

Certain prior year's comparative figures have been reclassified where necessary to conform to the current year's presentation.



Bylaws

Updated November 16, 2023

**NOTICE OF SPECIAL RESOLUTION
OF
BRITISH COLUMBIA SCHOOL SUPERINTENDENTS' ASSOCIATION
(the "Association")**

The following special resolution will be proposed for approval at the annual general meeting of the Association to be held on November 13, 2025, at 4:00 pm in Salon 1 at the Westing Bayshore Hotel.

Note that while this special resolution will be considered and approved at the annual general meeting, the proposed amendments to the bylaws of the Association (the "Bylaws") will not come into effect until a Bylaw Alteration Application is filed with the Registrar of Companies of the Province of British Columbia. Until such time, the Bylaws as amended by special resolution dated November 16, 2023, will remain in effect.

Amendment to Bylaws

RESOLVED as a special resolution that the Bylaws be amended by deleting paragraph 9.1(f) in its entirety and replacing it with the following:

- "(f) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board. Nominations will not be permitted from the floor at a General Meeting."

Authorization

RESOLVED as an ordinary resolution that the solicitors for the Association, Miller Thomson LLP, be and are hereby authorized to electronically file the Bylaw Alteration Application giving effect to the amendment approved herein.

Please see below for redline showing the proposed amendment to the Bylaws.

- (f) nominations must be submitted in advance of an election, in accordance with such ~~policies~~deadlines as may be established by the Board. Nominations will not be permitted from the floor at a General Meeting.



SOCIETIES ACT


T.K. SPARKS

**BYLAWS
OF THE
BRITISH COLUMBIA SCHOOL SUPERINTENDENTS' ASSOCIATION**

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**BYLAWS
OF THE
BRITISH COLUMBIA SCHOOL SUPERINTENDENTS' ASSOCIATION**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Association, unless the context otherwise requires:

- (a) **"Act"** means the *Societies Act*, S.B.C. 2015, c. 18, the regulations prescribed thereunder, all as amended from time to time, and includes any successor legislation thereto;
- (b) **"Address of the Association"** means the registered office address of the Association on record from time to time with the Registrar;
- (c) **"Association"** means the British Columbia School Superintendents' Association, a society under the Act with incorporation number S-30690, and includes this society by any name it may adopt in the future;
- (d) **"Board"** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
- (e) **"Board Resolution"** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been circulated in writing to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board, and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (f) **"Bylaws"** means the bylaws of the Association as filed with the Registrar;
- (g) **"Chapter"** means a geographic or other division of the Association and its Members, having such rights and obligations as are set out in Part 15 of these Bylaws;
- (h) **"Chapter Director"** means a Person appointed as Director by the Active Members of a specific Chapter, in accordance with Bylaw 7.5;

- (i) **“Chief Executive Officer”** means the Person appointed pursuant to Bylaw 13.1 with the duties described in Bylaw 13.2;
- (j) **“Constitution”** means the constitution of the Association as filed with the Registrar;
- (k) **“Directors”** means those Persons who are, or who subsequently become, directors of the Association in accordance with these Bylaws and have not ceased to be directors;
- (l) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (m) **“General Meeting”** means each annual general meeting and any extraordinary general meetings of the Association, but does not include any gatherings of members for purposes of other than the conduct of official business of the Association;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (o) **“Members”** means those Persons who are, or who subsequently become, members of the Association in accordance with these Bylaws and, in either case, have not ceased to be members;
- (p) **“Membership Year”** means the period of approximately one (1) year that relates to the term of Members, which period may be set by the Board from time to time, and until otherwise set shall be from July 1 of each year until June 30 of the following year;
- (q) **“Ordinary Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been circulated in writing to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

- (r) **“Organization”** means an association, corporation, partnership or society;
 - (s) **“Past-President”** means the Person, if any, who is currently serving past-president of the Association in accordance with Bylaw 7.7;
 - (t) **“Person”** means a natural person;
 - (u) **“President”** means the Person elected to the office of president of the Association in accordance with these Bylaws;
 - (v) **“Registered Address”** of a Member or Director means the work address of that Person as recorded in the register of Members or the register of Directors, as the case may be;
 - (w) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
 - (x) **“Secretary”** means a Person elected to the office of secretary of the Association in accordance with these Bylaws;
 - (y) **“Special Resolution”** means:
 - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been circulated in writing to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,
- and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (z) **“Treasurer”** means a Person elected to the office of treasurer of the Association in accordance with these Bylaws; and
 - (aa) **“Vice-President”** means a Person elected to the office of vice-president of the Association in accordance with these Bylaws.

1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Language Conventions

In these Bylaws:

- (a) a word defined in the plural form includes the singular and vice-versa; and
- (b) the gender neutral pronouns “they”, “them” or “their” are used throughout these Bylaws and are to read as being inclusive of all genders and gender-identities.

2. MEMBERSHIP

2.1 Composition of Membership

Membership in the Association is restricted to:

- (a) those Persons who transition as Members in accordance with Bylaw 2.5(a); and
- (b) those Persons who are subsequently admitted as Members in accordance with these Bylaws.

2.2 Classes of Membership

The Association will have one (1) class of voting membership, called Active Members, and one (1) class of non-voting membership, called Associate Members.

2.3 Eligibility for Active Membership

A Person is eligible to be accepted as an Active Member if they are:

- (a) nineteen (19) years of age or older;
- (b) employed in public education in the Province of British Columbia in one of the following capacities, or an equivalent position as determined by the Board in its discretion:
 - (i) Superintendent of Schools,
 - (ii) Deputy Superintendent of Schools,
 - (iii) Assistant Superintendent of Schools,
 - (iv) Associate Superintendent of Schools,
 - (v) Director of Instruction,
 - (vi) District Principal or Vice-Principal; and
- (c) interested in supporting the purposes and the activities of the Association.

2.4 Eligibility for Associate Membership

A Person is eligible to be accepted as an Associate Member if they:

- (a) are nineteen (19) years of age or older;

- (b) were previously an Active Member of the Association;
- (c) are no longer eligible as an Active Member; and
- (d) continue to be interested in supporting the purposes and the activities of the Association.

2.5 Transition of Membership

On the date these Bylaws come into force:

- (a) each Person who is a member of the Association in good standing and who is eligible for membership under these Bylaws will continue as a Member in the appropriate class as determined by the Board until the conclusion of the current Membership Year, unless they otherwise cease to be a Member in accordance with these Bylaws; and
- (b) each Person who is a member of the Association not in good standing or who is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

2.6 Application for Membership

An eligible Person may apply to the Association to become a Member by:

- (a) submitting a completed application, in such form and manner as may be established by the Association, at the Address of the Association;
- (b) paying all applicable membership fees and dues; and
- (c) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

2.7 Membership Coordinator

The Board may delegate the review and acceptance of new applications and re-applications for membership to a Person or committee, which Person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

2.8 Reviewing and Acceptance of Application

The membership coordinator, if any, will review all applications for membership in the Association and may, if necessary to determine eligibility for membership, request the Person to provide further information or documentation in support of the application.

The membership coordinator may, by entering the Person's information into the register of members, accept that Person as a Member in the appropriate class as determined in accordance with these Bylaws.

The membership coordinator, will regularly report to the Board regarding applications for membership received and approved.

2.9 Referral of Application to Board

The membership coordinator, may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse such application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Association.

2.10 Membership not Transferable

Membership is not transferable by a Member.

2.11 Re-designation of Membership

The membership coordinator, if any, may, on application by a Member, or on its own accord, re-designate a Person from one class of membership to another class to reflect any change in circumstances or eligibility.

2.12 Chapter Membership

Each Member shall be assigned to one (1) Chapter, determined as follows:

- (a) the Chapter within which the Member's Registered Address is located; or
- (b) in the event that a Member's Registered Address is not located within the geographical boundaries of any Chapter, the Chapter closest to the Member's Registered Address, as determined by the membership coordinator.

A Member who identifies as a First Nations, Metis or Inuit Person may also choose to join the Indigenous Chapter, in addition to the geographic Chapter as determined above.

2.13 Term of Membership

Once accepted as a Member, a Person continues as a Member until close of business on the 90th day following the conclusion of the current Membership Year, unless they cease prior to the conclusion of the current Membership Year to be a Member in accordance with these Bylaws.

2.14 Renewal and Re-application of Membership

A Member who continues to be eligible may renew their membership prior to its expiry in such manner as may be determined by the Board from time to time.

A Person whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with Bylaw 2.6.

A Person expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the Person may re-apply for membership after one (1) year from the date of expulsion.

2.15 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the member coordinator or to the Address of the Association; and
 - (2) the effective date of the resignation stated thereon;
- (b) on close of business on the date which is 90 days following the final day of the current Membership Year, unless renewed in accordance with Bylaw 2.14;
- (c) upon their expulsion; or
- (d) upon their death.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership, by class:

Active Member

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings or otherwise by the Members;
- (d) may nominate qualified Persons to stand for election as Directors, in accordance with these Bylaws;
- (e) may be nominated, if qualified, to stand for election as a Director, in accordance with these Bylaws;
- (f) may serve on committees of the Association, as invited; and;
- (g) may participate in the programs and initiatives of the Association, in accordance with such criteria as may be determined by the Board from time to time.

Associate Member

- (h) to receive notice of, and to attend, all General Meetings;

- (i) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (j) may serve on committees of the Association, as invited; and;
- (k) may participate in the programs and initiatives of the Association, in accordance with such criteria as may be determined by the Board from time to time.

3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and may, in the Board's sole discretion, participate in programs or initiatives of the Association (subject to eligibility) but is suspended from all of the other rights and privileges described in Bylaw 3.1 for so long as they remain not in good standing.

3.3 Dues

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

The Board may determine that:

- (a) different dues or fees will apply to different classes of membership; and
- (b) dues may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances.

Once determined, dues and fees are deemed to continue each year until altered by Board Resolution.

Members are responsible for payment of dues and fees as set by the Board, when due and owing.

3.4 Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay such annual membership dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid.

3.5 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Association in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Association; and
- (c) further and not hinder the purposes, aims and objectives of the Association.

3.6 Expulsion of Member

Following an appropriate investigation or review of a Member's conduct or actions, the Board may, by Board Resolution, expel a Member for conduct which, in the reasonable opinion of the Board:

- (a) is contrary to Bylaw 3.5; or
- (b) is likely to endanger the reputation or hinder the interests of the Association.

The Board must provide notice of a proposed expulsion to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the proposed discipline at or before the Board Resolution for expulsion is considered by the Board.

3.7 No Distribution of Income to Members

No part of the income of the Association will be payable to, or otherwise available for the personal benefit of, any Member unless otherwise in accordance with the *Income Tax Act*.

The activities and purposes of the Association shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Association shall be used in promoting the purposes of the association, provided that the Association may compensate a member for full and valuable consideration in the form of services given or property transferred by the member to the Association and may reimburse a member for reasonable expenses incurred by the member in the performance of their duties on behalf of the Association.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Association will be held at such times and places, in accordance with the Act, as the Board decides.

4.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

4.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

4.4 Calling of Extraordinary General Meeting

The Association will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5 Notice of General Meeting

During any period when the Association has at least the number of Members required by the Act, the Association will provide notice of every General Meeting to each Member by:

- (a) e-mail, sent to each Member who has provided the Association with an e-mail address, not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and
- (b) posting notice of the General Meeting on the Association's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting.

If at any point the Association has less Members than the number required by the Act, the Association will, in accordance with Bylaw 19.1, send notice of every General Meeting to:

- (c) each Member shown on the register of Members on the date the notice is sent; and
- (d) the auditor of the Association, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting, but the Association may send notice to other Persons, in the Board's discretion.

4.6 Contents of Notice

Notice of a General Meeting will specify the date, time and (if applicable) location of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

4.7 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Association:

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;
- (d) the election or appointment of Directors, as necessary;
- (e) consideration of any Members' proposals submitted in accordance with the Act; and
- (f) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 Attendance at General Meetings

Each Member, Director and the Association's auditor, if any, is entitled to attend every General Meeting. In addition, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

5.3 Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

5.4 Quorum

A quorum for the conduct of business at a General Meeting is a number of Active Members in good standing equal to the greater of:

- (a) ten percent (10%) of the total number of Active Members in good standing on the date of the meeting; or
- (b) three (3) Members in good standing on the date of the meeting.

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present. If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.5 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.6 Chairperson at General Meetings

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

5.7 Alternate Chairperson

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, they may preside as chairperson.

5.8 Chairperson to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

5.9 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

5.11 Minutes of General Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2 Entitlement to Vote

Each Active Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person, including an Associate Member, is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

6.3 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Active Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Association provides each Active Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how an Active Member may cast a vote.

6.4 Voting Methods

Voting by Active Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Active Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented

anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.5 Voting by Chair

If the Person presiding as chairperson of a General Meeting is a Member, then they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chairperson who is not a Member has no vote.

The Person presiding as chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

6.6 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Association.

7.2 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they:

- (a) are less than nineteen (19) years of age;
- (b) have been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs, unless subsequently found by a court to be capable again;
- (c) are an undischarged bankrupt; or
- (d) have been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act; or

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they are not an Active Member in good standing.

7.3 Composition of Board

The Board will be composed of a minimum of nine (9) and a maximum of sixteen (16) Directors, as follows:

- (a) the President and Vice-President, as elected by the Active Members generally in accordance with Bylaw 8.2 and Part 9;
- (b) the Past-President, if any, in accordance with Bylaw 7.7;

- (c) at least seven (7) Chapter Directors, comprised of one (1) Chapter Director appointed in accordance with Bylaw 7.5 by and from each specific Chapter listed in Bylaw 15.1;
- (d) at least one (1) and not more than two (2) Directors at large elected by the Active Members generally in accordance with Part 9; and
- (e) up to four (4) Directors appointed by the Board in accordance with Bylaw 7.6 of which not more than two (2) may be Superintendents of Schools;

7.4 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

7.5 Appointment of Chapter Directors

Subject to these Bylaws and in accordance with its own established processes, each Chapter may select an Active Member from within the Chapter who is qualified in accordance with Bylaw 7.2 to appoint as a Chapter Director. Selection will normally occur prior to the Association's annual general meeting in any year in which an appointment from that Chapter is required. Following the selection, the Chapter will provide notice of the selection to the Board and the appointment will be effective on the date the notice is received by the Board or such later date as may be specified in the notice.

7.6 Appointment of Directors by Board

The Board may, from time to time by Board Resolution, appoint as a Director a Person who :

- (a) is qualified in accordance with Bylaw 7.2; and
- (b) has, in the Board's determination, expertise, skills or knowledge that is beneficial to the Board or to the Association,

provided that there cannot be more than four (4) Directors appointed pursuant to this Bylaw serving on the Board at any one time, and not more than two (2) such Directors may be Superintendents of Schools.

7.7 Past-President

A Person who:

- (a) completed a full term as President immediately prior to the current Person serving as President; and
- (b) remains an Active Member in good standing,

may, if they consent, continue as Past-President, and the term of such Person as a Director is automatically extended for one (1) year following the expiry of their most recently completed term of office.

7.8 Term of Directors

The term of office of Directors will normally be two (2) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting their term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

7.9 Consecutive Terms and Term Limits

A Person may serve, if they remain qualified, as a Director in any position or combination of positions (excepting Past-President) for up to eight (8) consecutive years, by any combination of terms.

A Person who has served as a Director for eight (8) consecutive years may not be re-elected or re-appointed for at least one (1) year following the expiry of their latest term, provided that the Past-President may serve an additional year, in accordance with Bylaw 7.7.

7.10 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which they were elected, unless they otherwise cease to be a Director in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

7.11 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below eight (8), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.12 Appointment to fill Vacancy

If a Director who was elected by the Active Members (other than a Chapter Director) ceases to hold office before the expiry of their term, the Board, by Board Resolution, may, in its discretion, appoint another Active Member qualified in accordance with Bylaw 7.2 to fill the resulting vacancy. The position occupied by a replacement Director appointed will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless they otherwise

cease to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

If a Chapter Director ceases to hold office before the expiry of their term, the relevant Chapter may appoint another Active Member qualified in accordance with Bylaw 7.2 as a replacement Chapter Director to fill the resulting vacancy for the remainder of the unexpired term.

The period during which a Person serves as an appointed replacement Director (including a Chapter Director) does not count toward the term limits set out above.

7.13 Removal of Director

Any Director may be removed before the expiration of their term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

7.14 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the President or to the Address of the Association; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of their term;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;
- (d) upon their removal; or
- (e) upon their death.

8. OFFICERS

8.1 Officers

The officers of the Association are the President, Vice-President, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Association as it deems necessary and determine the duties and responsibilities of all officers.

8.2 Election and Term of President and Vice-President

The President and Vice-President will be elected by the membership in accordance with Part 9 of these Bylaws. A Person must have served at least one (1) full year as a Director, or one (1) full year as a member of the executive of a Chapter, in order to be eligible to be nominated, elected or appointed to serve as President.

The term of office for the President and for the Vice-President will each be one (1) year, commencing on the date the Director is elected in accordance with Part 9 and continuing until the conclusion of the next following annual general meeting, unless subsequently re-elected. A Person may be elected to consecutive terms as President or as Vice-President, provided that a Person cannot serve more than three (3) consecutive years as President, and not more than three (3) consecutive years as Vice-President, respectively.

8.3 Appointment and Term of Secretary and Treasurer

At the first meeting of the Board following an annual general meeting, the Board will elect or appoint the Secretary and the Treasurer.

The term of office for the Secretary and for the Treasurer will each be one (1) year, commencing on the date the Director is elected or appointed as an officer and continuing until the conclusion of the first meeting of the Board held after the next following annual general meeting. A Director may be appointed as Secretary or Treasurer for consecutive terms, without limits.

8.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

8.5 Replacement

Should any other officer for any reason be unable to complete their term, the Board will remove such officer from their office and will appoint a replacement from among the current Directors without delay.

8.6 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Association and of the Board.

8.7 Duties of Vice-President

The Vice-President will assist the President in the performance of their duties and will, in the absence of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board.

8.8 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Association and the Board;
- (b) the keeping of minutes of all meetings of the Association and the Board;
- (c) the custody of all records and documents of the Association, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Association.

8.9 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

8.10 Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

8.11 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

9. NOMINATION AND ELECTION OF DIRECTORS

9.1 Nomination of Directors

Nominations for election as President, Vice-President or as a Director generally must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations for President, Vice-President and Director elected by the Active Members generally are subject to the following rules:

- (a) Nominations may be made by Active Members in good standing, or by such nominations committee as may be established. Associate Members are not entitled to make nominations;
- (b) a qualified Active Member in good standing may nominate themselves;

- (c) a nominee must be an Active Member in good standing to be nominated and must remain an Active Member in good standing in order throughout the period to stand for election;
- (d) a nomination must be made in writing, in a form established by the Association, and signed by:
 - (i) the nominating Active Member,
 - (ii) the nominee, and
 - (iii) in the case of a self-nomination, by one (1) other Active Member in good standing;
- (e) an Active Member may not nominate more than one (1) eligible nominee for each of the positions of President and Vice-President, and may not nominate more nominees than the total number of Director positions available for election; and
- (f) nominations must be submitted in accordance with such policies as may be established by the Board. Nominations will be permitted from the floor at a General Meeting.

9.2 Elections Generally

The President, the Vice-President, and up to two (2) additional Directors at large will be elected by acclamation or by vote of the Active Members and such election will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting. A Chapter Director will be elected or appointed in accordance with Bylaw 7.5.

All Directors must be elected or appointed in accordance with the applicable provisions of these Bylaws and such policies and procedures as are established by the Board from time to time.

9.3 Election by Acclamation

In elections where the number of eligible nominees for a given position at the close of the nomination period is equal to or less than the number of positions of that kind that will become vacant at the close of the next annual general meeting, then the eligible nominee(s) are deemed to be elected by acclamation and no vote will be required.

9.4 Election by Secret Ballot

In elections where there are more eligible nominees for a given position at the close of the nomination period than vacant positions coming available, election for that position will be by secret ballot and the following rules apply:

- (a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all Active Members in good standing participating in the election, and only to those Persons;

- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the President will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

9.5 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or prudent for the Association, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

10. POWERS AND RESPONSIBILITIES OF THE BOARD

10.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Association 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 nevertheless subject to the provisions of:

- (a) all laws affecting the Association; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Association. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Association in furtherance of the purposes of the Association.

10.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Association;
- (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 the regulations thereunder; and
- (d) subject to Bylaws 10.2(a) to 10.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 10.2(a) to 10.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Association.

10.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Association as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

10.4 External Appointments

The Board may nominate or appoint a Person or Persons to serve as liaisons, advisors, committee members or similar positions to another organization, and may delegate the nomination or appointment of such Persons to the Chief Executive Officer or another designate, all as the Board determines in its discretion.

10.5 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director shall not receive any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Association, provided that all claims for reimbursement are in accordance with established policies.

10.6 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Association, the Board may invest the property of the Association in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Association. The Board may establish further policies related to the investment of the Association's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

10.7 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Association and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

10.8 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Association's property that a prudent investor might delegate in accordance with ordinary business practice.

11. PROCEEDINGS OF THE BOARD

11.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

11.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

11.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the President or of the CEO; or
- (b) by request of any two (2) or more Directors.

11.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

11.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board by Board Resolution may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

11.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Association must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

11.7 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

11.8 Director Conflict of Interest

A Director who knows, or reasonably ought to know that they have a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Association, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent themselves from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

11.9 Chairperson at Board Meetings

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that they not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

11.10 Alternate Chairperson

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, they may preside as chairperson.

11.11 Chairperson to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

11.12 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

12. DECISION MAKING AT BOARD MEETINGS

12.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

12.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

12.3 Entitlement to Vote

Subject to Bylaw 11.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

12.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the President:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

13. CHIEF EXECUTIVE OFFICER

13.1 Appointment of Chief Executive Officer

The Board is responsible:

- (a) to appoint the Chief Executive Officer, by Board Resolution from time to time as necessary
- (b) to supervise the Chief Executive Officer in the performance of their duties.

13.2 Duties of Chief Executive Officer

The Chief Executive Officer is the chief of staff for the Association and shall, under the supervision and direction of the Board, be responsible to manage the administration and operations of the Association. The Chief Executive Officer shall direct and manage the Association's staff and administrative offices and shall regularly report to and advise the Board on all matters relevant to the affairs of the Association.

The Chief Executive Officer will perform such duties as may be assigned by these Bylaws and such policies as the Board may establish.

13.3 Removal of Senior Manager

The Chief Executive Officer may be removed by Board Resolution.

14. INDEMNIFICATION

14.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Association against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of their holding or having held authority within the Association:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or

- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

14.2 Purchase of Insurance

The Association may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

15. CHAPTERS

15.1 Current Chapters Continued

The following seven (7) Chapters are continued:

- (a) Fraser Valley Chapter;
- (b) Indigenous Chapter;
- (c) Kootenay-Boundary Chapter;
- (d) Metro Chapter;
- (e) Northern Chapter;
- (f) Thompson-Okanagan Chapter; and
- (g) Vancouver Island Chapter.

15.2 Additional Chapters

Additional Chapters may be established or re-organized out of the existing Chapters, as determined by Board Resolution from time to time, and any additional or re-organized Chapter has the same rights and obligations of all other Chapters.

15.3 Chapter Policies

The Board may establish policies to administer Chapters, subject to these Bylaws.

15.4 Chapter Organization

Subject to these Bylaws and the policies established by the Board, if any, the Members of a Chapter may determine the internal organization of that Chapter, subject to the following:

- (a) the Chapter's organization may not exceed the purposes set out in the Constitution, and must not be inconsistent with the Bylaws, and to the extent of any such inconsistency, such organization or policy is void;
- (b) the Chapter must establish a system of appointment which will enable the Active Members in that Chapter to select, as and when required under these Bylaws, a qualified Person from among their number to be appointed as a Director; and

- (c) the Chapter's organization must provide that any Active Member appointed as a Director by the Members of that Chapter in accordance with these Bylaws shall automatically become and remain part of the executive of that Chapter for so long as the Person serves as a Director.

16. COMMITTEES

16.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

16.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

16.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

16.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

17. EXECUTION OF INSTRUMENTS

17.1 Seal

The Association may have a corporate seal but will not use the seal for the purpose of executing documents.

17.2 Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Association may be signed as follows:

- (a) by the President, together with one (1) other Director, or
- (b) in the event that the President is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Association without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Association to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

17.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing officers who are authorized to sign cheques and all banking documents on behalf of the Association.

18. FINANCIAL MATTERS AND REPORTING

18.1 Accounting Records

The Association will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

18.2 Borrowing Powers

In order to carry out the purposes of the Association, the Board may, on behalf of and in the name of the Association, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

18.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

18.4 When Audit Required

The Association is not required by the Act to be audited. However, the Association will conduct an audit of its annual financial statements if:

- (a) the Directors determine to conduct an audit by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Association will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

18.5 Appointment of Auditor at Annual General Meeting

If the Association determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Association no longer wishes to appoint an auditor.

18.6 Vacancy in Auditor

Except as provided in Bylaw 18.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

18.7 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

18.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

18.9 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Association in accordance with the requirements of the Act and applicable law.

18.10 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

19. NOTICE GENERALLY

19.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

19.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

19.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

20. MISCELLANEOUS

20.1 Dissolution

In the event of winding-up or dissolution of the Association, all funds and property remaining after:

- (a) the payment or satisfaction of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator,
- (b) the payment to employees of the Association of any arrears of salaries or wages, and
- (c) the payment or satisfaction of all debts and liabilities of the Association,

will be distributed to such one or more "qualified donees" (as that term is defined by the *Income Tax Act*), and in such portions, as is determined by Ordinary Resolution, provided that if determination by Ordinary Resolution is not feasible, such distribution may be determined by Board Resolution.

Any funds or property remaining received for specific purposes will, wherever possible, be distributed to "qualified donees" carrying on work of a similar nature to such specific purposes.

20.2 Inspection of Documents and Records

The documents and records of the Association, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Association, to inspect any of the following documents and records of the Association at the Address of the Association during the Association's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Association;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Association;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Association. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Association, to inspect any other document or record of the Association and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

20.3 Right to become Member of other Society

The Association will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Association's purposes.

21. BYLAWS

21.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Association will provide them with, access to a copy of the Constitution and these Bylaws.

21.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

21.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

THESE BYLAWS AMENDED BY SPECIAL RESOLUTION DATED: November 16, 2023.