



## **ROYAL ROADS UNIVERSITY FOUNDATION**

### **BYLAWS**

#### **PART 1 – INTERPRETATION**

1.1 In these Bylaws and in the Constitution of the Foundation, unless the context otherwise requires:

“Board” means the board of directors of the Foundation;

“Board of Governors” means the board of governors of the University, regardless of the name by which the board may be designated from time to time;

“directors” means those persons who in accordance with these Bylaws have become directors and have not ceased to be directors,

“Foundation” means Royal Roads University Foundation;

“members” means those persons who become members of the Foundation in accordance with these Bylaws and who have not ceased to be members;

“registered address” of a member or director means the address of that person as recorded in the register of members or register of directors;

“Society Act” means the Society Act R.S.B.C. 1979, c. 390 as amended;

“University” means Royal Roads University.

1.2 Except where they conflict with the definitions contained in these Bylaws, the definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws

1.3 Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.

1.4 The headings appearing in these Bylaws are for convenience only and in no way define, limit or enlarge the scope of the meanings of the provisions of these Bylaws.

## PART 2 – MEMBERSHIP

- 2.1 The members of the Foundation shall be those persons who from time to time are the members of the Board of Governors of the University, and have consented to be members of the Foundation.
- 2.2 There shall be no annual membership dues.
- 2.3 A person shall cease to be a member of the Foundation:
  - (a) by delivering a resignation in writing to the Secretary/Treasurer of the Foundation, by sending it by prepaid registered post, or delivering it to the address of the Foundation;
  - (b) upon the death of the person;
  - (c) upon ceasing to be a member of the Board of Governors of the University; or
  - (d) upon being expelled.
- 2.4 A member may be expelled from membership by a special resolution.
- 2.5 The membership of a person in the Foundation is not transferable.
- 2.6 All members are deemed to be members in good standing.

## PART 3 – MEETINGS OF MEMBERS

- 3.1 General meetings of the Foundation shall be held at such time and place, in accordance with the Society Act, as the Board decides.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Board may whenever it thinks fit convene an extraordinary general meeting.
- 3.4 The Board must convene an extraordinary general meeting, in accordance with the Society Act, at the request of 10% or more of the members. The request must state the purpose of the general meeting, and be delivered to the Secretary/Treasurer of the Foundation.
- 3.5 Notice of a general meeting shall specify the place, the day and the hour of meeting and in the case of special business, the general nature of that business.
- 3.6 The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, any of the members entitled to receive notice does not invalidate any proceedings at that meeting.

- 3.7 The first annual general meeting of the Foundation shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### PART 4 – PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except;
  - i. adoption of rules of order;
  - ii. consideration of the financial statements;
  - iii. consideration of the report of the auditors;
  - iv. election of directors;
  - v. appointment of the auditor;
  - vi. such other business that, under these Bylaws or any governing statutes, ought to be considered at an annual general meeting, or business which is brought under consideration by the report of the directors.

4.2 No business other than the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.

4.3 If at any time during a general meeting there ceases to be a quorum present, any business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 A quorum at a general meeting is three members present or a greater number that the members may determine at a general meeting.

4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present with 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

4.6 The member of the Foundation who is the current Chair of the Board of Governors shall chair all general meetings, but if at any general meeting the Chair is not present within 15 minutes after the time appointed for the meeting, or if the Chair requests that he or she not chair that meeting, the members present may choose one of their numbers to chair that meeting.

- 4.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from when the adjournment took place.
- 4.8 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 10 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.9 Resolutions proposed at meetings shall be moved and seconded and the chair of any meeting is entitled to move or propose a resolution.
- 4.10 A member in good standing is entitled to one vote.
- 4.11 The chair of a general meeting, if a member, may vote, but the chair shall not have a second or casting vote.
- 4.12 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that at the request of any three members a secret vote by written ballot shall be required.
- 4.13 Voting by proxy is not permitted.
- 4.14 A resolution in writing which is identified as an ordinary resolution and which has been submitted to all the members and signed by at least 2/3 of the members who would have been entitled to vote on it in person at a general meeting of the Foundation is as valid and effective as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be effective on the date stated therein, or in the absence of such date being stated, on the latest date stated on any counterpart.
- 4.15 A resolution in writing which is identified as a special resolution and which has been submitted to and signed by all the members who would have been entitled to vote on it in person at a general meeting of the Foundation is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted. Such a resolution may be in two or more counterparts, which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the members and shall be deemed to have been passed on the date stated therein, or in the absence of such date on the latest date stated on any counterpart. Such special resolution shall not take effect until the date it is accepted for filing by the Registrar of Companies.

## PART 5 – DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Foundation may exercise and do and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Foundation;
  - (b) these Bylaws; and
  - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Foundation in general meetings.
- 5.2 No rule made by the Foundation in general meetings invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 5.4 Directors shall be elected by the members at a general meeting from among the names submitted to the general meeting by the Nominating committee pursuant to these bylaws. Elected directors shall take office commencing at the close of such meeting.
- 5.5 A person need not be a member of the Foundation to be eligible to be a director.
- 5.6 The directors shall be elected for a term of two years, subject to the following provisions:
- (a) the members shall within one year after the 2004 annual general meeting designate not less than one-third of those persons nominated for the position as a director at the 2004 annual general meeting, who will be elected to hold office for a term of one year from such meeting.
  - (b) those persons who are nominated for a one year term may stand for re-election at the end of their respective term in accordance with these bylaws.
  - (c) directors may serve three consecutive terms but then must cease to be a director for at least one year before being eligible for re-election unless the members pass a resolution, evidence in writing, waiving this provision with respect to a named director.
  - (d) for purposes of calculating the duration of a director's term of office, the term shall be deemed to commence at the close of the annual general meeting in which such director was elected. If the director was elected at an extraordinary general meeting, for purposes of calculating the term of office, such term shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

- 5.7 An elected director shall cease to hold office if he or she is absent without having been excused from more than 50% of the meetings of the Board held in any calendar year.
- 5.8 The members may by special resolution remove a director before the expiration of that director's term of office and may by ordinary resolution appoint a successor as a director to complete the term of office.
- 5.9 If an elected director ceases to hold office during his or her term for any reason other than removal by special resolution, the member who is the current Chair of the Board of Governors of the University may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.10 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.11 No director may be remunerated for services rendered in his or her capacity as a director. A director may be reimbursed for all expenses necessarily and reasonable incurred by the director while engaged in the affairs of the Foundation only with the prior approval of the Chair and the President of the Foundation.
- 5.12 The Board shall take such steps as it deems necessary to enable the Foundation to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Foundation. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

## PART 6 – PROCEEDINGS OF THE BOARD

- 6.1 The directors may meet together at such place as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they fit.
- 6.2 Subject to Bylaws 6.10 and 6.11, at least 48 hours notice of directors' meetings shall be given to each director, but a director may waive notice of a meeting.
- 6.3 The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
- 6.4 The Chair shall chair all meetings of the directors but if at any meeting the Chair is not present with 30 minutes after the time appointed for holding the meeting, the directors present may choose someone of their number to chair the meeting.

- 6.5 Two or more directors or the Chair, may at any time, and the Secretary/Treasurer shall upon the request of two or more directors or of the Chair, convene a meeting of the directors
- 6.6 Voting at meetings of directors shall be by show of hands or voice vote recorded by the Secretary/Treasurer of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.7 Voting by proxy is not permitted.
- 6.8 Questions arising at any meeting of the directors shall be decided by a majority of votes.
- 6.9 The Chair may vote, but shall not have a second or casting vote.
- 6.10 For the first meeting of directors held immediately following the appointment of directors at an annual or other general meeting of members or for a meeting of the directors 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 appointed director or directors for the meeting to be duly constituted if a quorum of the directors is present.
- 6.11 A director who may be absent temporarily from the province of British Columbia may send or deliver to the address of the Foundation a waiver of notice, which may be by letter, telegram, telex, email or facsimile, of any meeting of the directors and may at any time withdraw the waiver and until the waiver is withdrawn:
- (a) no notice of meetings of directors shall be sent to that director; and
  - (b) any and all meetings of the directors notice of which has not been given to that director shall if a quorum of the directors is present, be valid and effective.
- 6.12 A Board resolution in writing which has been signed by all the directors and deposited with the Secretary/Treasurer is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts that together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.13 The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- 6.14 A committee so formed in the exercise of the powers so delegated shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held after it has been done.

6.15 The directors may also appoint special committees to perform such duties as are specifically conferred by resolution of the directors and to report thereon to the directors from time to time as directed.

6.16 The members of a committee may meet and adjourn as they think proper.

#### PART 7 – EXECUTIVE COMMITTEE

7.1 The Board shall appoint an Executive committee that shall consist of not less than three directors. All members of the Executive Committee must be directors.

7.2 Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Foundation in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee or of any two members thereof.

#### PART 8 – NOMINATING COMMITTEE

8.1 The Board shall appoint a Nominating Committee that shall consist of not less than three persons and shall be chaired by a member of the Foundation.

8.2 The Nominating Committee shall provide the names of all nominated persons eligible for election as elected directors to the Secretary/Treasurer of the Foundation at least 21 days prior to each general meeting at which elections will be held.

#### PART 9 – OFFICERS

9.1 The officers of the Foundation shall consist of a Chair, a Vice-Chair, and Secretary/Treasurer. The members shall elect the Chair. The Board shall elect from amongst their number the Vice-Chair. The Secretary/Treasurer of the Foundation shall be the person holding the office of President of the University. An officer elected by the Board shall hold office until the close of the next annual general meeting of the Foundation unless earlier removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than 75% of the directors present.

9.2 The Chair shall be responsible for chairing meetings of the Board.

9.3 The Vice-Chair shall carry out the duties of the Chair during the Chair's absence.

9.4 The Secretary/Treasurer shall:

(a) conduct the correspondence of the Foundation;



- (b) issue notices of meetings of the Foundation and of directors;
- (c) keep minutes of all meetings of the Foundation and of directors;
- (d) have custody of all records and documents of the Foundation except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Foundation;
- (f) maintain the register of members;
- (g) keep such financial records, including books of account, as are necessary to comply with the Society Act; and
- (h) render financial statements to the directors, members and others when required.

9.5 In the absence of the Secretary/Treasurer from a meeting, the directors shall appoint another person to act as Secretary/Treasurer at that meeting.

#### PART 10 – SEAL

10.1 The Board may provide a common seal for the Foundation and shall have power from time to time to destroy a seal and substitute a new seal in its place.

10.2 The common seal shall be affixed only when authorized by resolution of the Board and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two directors.

#### PART 11 – INVESTMENTS

11.1 In investing the funds of the Foundation, the Board may invest the funds in such manner as the Board shall in its absolute discretion deem advisable, including investments in mutual funds, the shares of an investment corporation, or other investment medium.

11.2 Without limiting the generality of section 11.1, the Board may liquidate, alter, improve or enhance the assets that it receives. The Board may also retain any investments or other assets and postpone the sale and/or conversion of any investments or assets for such period as the Board in its absolute discretion deems fit. Any such investments or assets retained by the Foundation shall for all purposes deemed to be authorized investments.

11.3 The Board shall take such steps as it deems necessary to enable the Foundation to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the charitable purposes of the Foundation. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

11.4 Subject to the provisions of the Society Act and the Trustee Act, the Board may in its absolute discretion delegate its powers and duties with respect to such investment and management in whole or in part to one or more of the following:

- (a) a committee of the Board;
- (b) the Chief Financial Officer of the University;
- (c) one or more investment counsel; and
- (d) a trust company authorized by law to perform such function

and shall not be personally liable for any loss or damage arising in any manner by reason of such arrangements or delegation provided always that the Directors shall exercise prudence in:

- (e) selecting any agent;
- (f) establishing the terms and limits of the authority delegated;
- (g) acquainting the agent with the investment objectives; and
- (h) monitoring the performance of the agent to ensure compliance with the terms of the delegation.

## PART 12 – AUDITOR

12.1 The Foundation shall have an auditor.

12.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.

12.3 At each annual general meeting the Foundation shall appoint an auditor to hold office until the next following annual general meeting.

12.4 An auditor may be removed by ordinary resolution.

12.5 An auditor shall be promptly informed in writing of his or her appointment or removal.

12.6 No director or employee of the Foundation shall be the auditor of the Foundation.

12.7 The auditor may attend general meetings.

## PART 13 – NOTICES

13.1 Notice of a general meeting shall be given to:

- (a) every person shown on the register of members as a member on the day the notice is given; and
- (b) the auditor.

No other person is entitled to be given notice of a general meeting.

- 13.2 A notice may be given to a member or director either personally (by hand delivery, email, facsimile, telegram or telex) or by first class mail posted to such person's registered address.
- 13.3 A notice sent by mail shall be deemed to have been given on the second day following the day on which the notice was posted. Any notice delivered by hand or sent by email, facsimile, telegram or telex shall be deemed to have been given on the day it was so delivered or sent.

#### PART 14 – MISCELLANEOUS

- 14.1 The books of account of the Foundation and minutes of meetings of the Board shall be open to inspection, at any reasonable time, upon the written request of any member for a purpose reasonably related to the person's interest as a member. Such written request shall be made to the Chair or Secretary/Treasurer and the Foundation shall have a reasonable period of time to comply with the request.
- 14.2 Any meeting of the Foundation, the Board, or any committee of the Board may be held, or any member, director or member of a committee may participate in any meeting of the Foundation, the Board, or a committee by conference call or similar communication equipment or device so long as all the members, directors or members of a committee participating in the meeting can hear and respond to one another. All such members, directors or members of a committee so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and notwithstanding anything else in these Bylaws shall be entitled to vote by voice vote recorded by the Secretary/Treasurer of such meeting.
- 14.3 The Foundation shall have the right to subscribe to, become a member of and cooperate with any other society, foundation, corporation or association whose purposes or objectives are in whole or in part similar to the Foundation's purposes.
- 14.4 Subject to an order of the Registrar pursuant to Section 38 of the Society Act stating that the Foundation is a "reporting society" the Foundation shall be deemed not to be a reporting society.
- 14.5 The Foundation shall be deemed not to be a subsidiary society of the University.
- 14.6 The Foundation shall be deemed not to be an ancillary association of the University.

#### PART 15 – INDEMNIFICATION

- 15.1 Subject to the provisions of the Society Act, each Officer, Director, employee, agent, or member of the Foundation shall be indemnified by the Foundation against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being, or having been an Officer, Director, employee, agent or member of the Foundation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as an Officer, Director, employee, agent, or member. "Derelict" shall mean grossly negligent, criminally negligent, intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Foundation.
- 15.2 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Foundation prior to the final disposition thereof at the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.
- 15.3 The Foundation may, to the extent that insurance coverage is not otherwise available, purchase and maintain insurance for the benefit of any or all directors, officers, employees, agents or members against personal liability incurred by any such person as a director, officer, employee, agent or member.

## PART 16 – BORROWING

- 16.1 The Foundation shall not exercise borrowing powers.

## PART 17 - BYLAWS

- 17.1 Upon being admitted to membership, each member shall be entitled to, and the Foundation shall give each member, without charge, a true copy of the Constitution and Bylaws of the Foundation.
- 17.2 These Bylaws shall not be altered or added to except by special resolution.

## PART 18 - WINDING UP OR DISSOLUTION OF THE FOUNDATION

- 18.1 Upon winding up or dissolution of the Foundation, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to Royal Roads University, a charitable organization located in British Columbia. This provision was previously unalterable.

## PART 19 - PERSONAL GAIN:

- 19.1 No person connected with the Foundation shall derive any personal financial gain or profit as a result of his or her association with the Foundation. This provision was previously unalterable.

## PART 20 - CHARITABLE STATUS

- 20.1 The Foundation shall ensure that at all times it functions as a charity.