

## SOCIETY ACT CONSTITUTION

1. The name of the Society is The British Columbia Distributed Learning Administrators' Association.
2. The purposes of the Society are:
  - 2.1 to co-ordinate and promote the interests of Public Distributed Learning in the province of British Columbia in all its facets.

In particular, the Society will:

- 2.2 develop, maintain, and co-ordinate channels for the exchange and discussion of ideas, methods and techniques in the field of Distributed Learning;
- 2.3 collect, coordinate and distribute information concerning Distributed Learning;
- 2.4 encourage the membership to become better informed and more proficient through the development of skills in the field of Distributed Learning;
- 2.5 encourage and support professional development opportunities for its members;
- 2.6 establish and maintain working relationships with bodies concerned with Distributed Learning;
- 2.7 encourage and assist in the maintenance of high standards of practice and procedure in Distributed Learning;
- 2.8 advocate for:
  - 2.8a: best practices in Distributed Learning by facilitating dialogue with other parties, including the Ministry of Education;
  - 2.8b: reasonable and educationally sound expectations emerging from Ministry of Education policy changes;
  - 2.8c: collaborative Distributed Learning curriculum development across the province;
  - 2.8d: sharing of high quality DL resources;
- 2.9 ensure due process for provincial pilot projects as they relate to the Distributed Learning community.

### 3. By-Laws

Her set out, in numbered clauses, the bylaws providing for the matters referred to in section 6 (1) of the *Society Act* and any other bylaws.

- 3.1 Membership
  - 3.1a Membership in the Distributed Learning Association consists of both Institutional and Individual memberships.
  - 3.1b Institutional Membership – Qualification for Membership

- 3.1b(i): Each School District that operates a Distributed Learning school and has a valid Distributed Learning agreement with the Ministry of Education shall be eligible for Regular Institutional Membership in the Association;
  - 3.1b(ii): the principal or vice principal of each District's Distributed Learning school shall be the District's representative to the Association;
  - 3.1b(iii): where there is no principal or vice principal associated directly with the Distributed Learning school, the senior administrator directly in charge of Distributed Learning shall be his/her District's official representative to the Association;
  - 3.1b(iv): additional representatives from a District may attend meetings at the discretion of the senior official from that District.
- 3.1c Institutional Membership - Fees
- 3.1c(i): Each Regular Institutional Member School District shall pay annually to the Association such membership fee according to the scale of fees then in force;
  - 3.1c(ii): an institutional member shall be deemed to be in good standing when the District has paid its current annual membership fee;
  - 3.1c(iii): an institutional member remains in good standing unless the district has failed to pay annual membership fees if any, or other subscription, or any indebtedness due to the Association.
- 3.1d Institutional Membership – Voting
- 3.1d(i): At all general meetings of the Association, each public Distributed Learning school associated with a Regular Institutional Member School District in good standing is entitled to one vote;
  - 3.1d(ii): voting responsibilities will be carried out by the school principal or vice principal; where there is no principal or vice principal directly associated with and responsible for the school, a district administrator may fulfill the voting responsibilities for the Member School District;
  - 3.1d(iii): no proxy voting is allowed.
- 3.1e Institutional Membership – Privileges and Benefits
- 3.1e(i): Each Regular Institutional Member School District in good standing shall be entitled to
    - 3.1e(i)1 voting privileges (as per Article 3.1d);
    - 3.1e(i)2 receive any and all bulletins and publications issued by the

- 3.1e(i)3 Association, paper or electronic; the benefits of any advisory, consultative, or other service provided by the Association.
- 3.1f Institutional Membership – Termination of Membership  
3.1f(i): Regular Institutional Membership shall cease when the School District no longer designates an official to be in charge of the District's Distributed Learning Education Division.
- 3.1g Individual Membership – Qualification for Membership  
3.1g(i): Each principal and vice principal assigned to a Distributed Learning school in a public school district in British Columbia will be considered an individual member of the association, by virtue of his or her assignment to administration of a Distributed Learning school, for the duration of that assignment;  
3.1g(ii): the Ministry of Education official in charge of Distributed Learning shall be eligible for ex-officio membership in the Association.
- 3.1h Individual Membership – Officers  
3.1h(i): Any individual member in good standing shall have the right to hold office in the Association.
- 3.1i Individual Membership – Voting  
3.1i(i): Voting privileges are not extended to individual members; voting members do so on behalf of Institutional Member Distributed Learning schools (as per Article 3.1d).
- 3.1j Individual Membership – Termination of Membership/Suspension  
3.1j(i): An individual member shall cease to be a member of the Association if/when he/she  
3.1j(i)1 is no longer associated with the Regular Institutional Member School District's Distributed Learning school; or  
3.1j(i)2 delivers his/her resignation in writing to the Executive or by mailing or delivering it to the address of the Association; or  
3.1j(i)3 ceases to be a member in good standing for a period of time prescribed by the Directors, or  
3.1j(i)4 is expelled by the Directors [as per Article 3.1j(ii)], or  
3.1j(i)5 is deceased;

- 3.1j(ii): the Directors shall have the power, by the majority vote of those present at a meeting of Directors, to expel or suspend any individual member whose conduct shall have been determined by the Directors to be likely to endanger the interest or the reputation of the Association, or who willfully commits a breach of the constitution or by-laws of the Association;
- 3.1j(iii): no individual member shall be expelled or suspended without being notified in writing of the charge or complaint against him, and without having first been given an opportunity to be heard by the Directors at a Meeting called for that purpose; the member expelled or suspended shall have the right of appeal at the next general meeting;
- 3.1j(iv): Upon failure of any individual member to pay annual membership fees, or any subscription, or any indebtedness due to the Association within a time required herein, the Board of Directors may cause the name of such member to be removed from the register of members, but such member may be readmitted to membership by the Directors upon such evidence as they may consider satisfactory;
- 3.1j(v): any individual member who resigns, withdraws or is expelled from the Association shall forthwith forfeit all rights, claims and interest arising from or associated with membership in the Association.

### 3.2 Meetings

- 3.2a The Annual General Meeting of the Association shall be held during September in each calendar year at such time and place as the Executive may determine. Such business of the Association shall be conducted at the Annual General Meeting as these by-laws require, and the proceedings of any Annual General Meeting may include the review and determination of philosophy, policy, programs and such other matters as may arise.
- 3.2b Other General or Specific Meetings of the Association may be convened from time to time, or shall be convened at the written request of at least 10% of the Membership. Such Meetings may be held at any time or place in British Columbia without notice if each of the members either consents to or is present.

### 3.3 Executive

- 3.3a The Executive shall consist of seven persons and will include the President and six Directors.
- 3.3b Executive members shall be elected for two-year terms.

- 3.3c Executive elections shall be held in alternating years, with the President and three directors elected in one year for a two-year term, and the remaining three directors elected in the following year for a two-year term. The purpose of this structure is to ensure that the executive always includes some experienced members.  
**Note** – the inaugural election of officers will include the following: President – two-year term; Directors (x3) – two-year terms; Directors (x3) – one-year terms.
- 3.3d An executive member may be removed from office by a special motion of the executive passed by a 75% majority vote.
- 3.3e Executive members shall not be remunerated for their services.

#### 3.4 Duties of the Officers

- 3.4a The President is the chief executive officer of the Association.
- 3.4b The President shall preside at all meetings of the Association and of the Directors, unless the Directors or the members otherwise decide.
- 3.4c The President shall appoint a designate from among the Directors to carry out the duties of the President in the event that he/she should be absent or temporarily unable to fulfill his/her duties.
- 3.4d The Directors will be responsible for specific portfolios; the portfolios will be assigned to individuals by mutual agreement of the Executive at the time of election each year.
- 3.4e Directors' portfolios may include, but not be limited to, such duties as: communications, both internal and external; Association correspondence; keeping of minutes; keeping of financial records, including books of account; liaising with Ministry personnel and other organizations with whom the Association may have dealings; coordination of professional development activities; and others to be determined by the Executive.

#### 3.5 Association Committees

- 3.5a The Association will create a Ministry Liaison Committee. This committee will consist of the President, one Executive Director, and two other members of the Association as designated by the President.
- 3.5b The Association Executive may create other committees, ad hoc or standing, as need for such committee work is identified.

#### 3.6 Borrowing

- 3.6a Subject to the society act, the Board of Directors shall have the power to borrow from any person or persons any sum or sums of money, and for that purpose shall be entitled to charge the assets of the Association either by way of mortgage, lien or otherwise, provided; however, that such power as aforesaid shall not be exercised except it be assented to by at least two-thirds of the Board of Directors.


3.7 Minutes


- 3.7a The Director specially charged by the Executive with that duty, shall maintain and have charge of the Minute Books of the Association and shall record or cause to be recorded therein minutes of proceedings of all Meetings of members and the Executive.
- 3.7b The Director specially charged by the Executive with that duty, shall keep or cause to be kept a book or books wherein shall be kept properly recorded:
- (i) a copy of the Constitution of the Association and any special resolutions altering or adding thereto, and a copy of the By-Laws of the association and any resolutions altering or adding thereto;
  - (ii) copies of originals of all documents, registers and resolutions as required by law;
  - (iii) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
  - (iv) all revenues and expenditures by the Association;
  - (v) all assets and liabilities of the Association;
  - (vi) all other transactions affecting the financial position of the Association.
- 3.7c Any member shall have the right to inspect the accounts or books or documents of the Association with forty-eight hours notice given.
- 3.7d The Secretary-Treasurer shall present an audited report to the members at each Annual General Meeting of the Association.


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WITNESS(ES)

APPLICANTS FOR INCORPORATION

  
Ian M. Gordon  
1925 Greaves Ave.  
Merritt, BC  
V1K 1J3

  
Alan Mackay-Smith  
780 Hwy. #8  
Merritt, BC  
V1K 1P1

  
Alan Mackay-Smith  
780 Hwy. #8  
Merritt, BC  
V1K 1P1

  
Bradley Hutchinson  
2349 Mountain Dr.  
Abbotsford, BC  
V3G 1E8

August 24, 2011



Alan Mackay-Smith  
780 Hwy. #8  
Merritt, BC  
V1K 1P1



Karen Fello  
4716 Sunnymead Way  
Victoria, BC  
V8Y 3B7



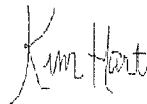
Alan Mackay-Smith  
780 Hwy. #8  
Merritt, BC  
V1K 1P1



Robert Souther  
4317 South Crescent  
Port Alberni, BC  
V9Y 1L9



Alan Mackay-Smith  
780 Hwy. #8  
Merritt, BC  
V1K 1P1



Kim Hart  
5978 Broadway Rd.  
Nanaimo, BC  
V9V 1C9



Alan Mackay-Smith  
780 Hwy. #8  
Merritt, BC  
V1K 1P1



Jeffery Stewart  
2354 Orkney Place  
Courtenay, BC  
V9N 1G5



Alan Mackay-Smith  
780 Hwy. #8  
Merritt, BC  
V1K 1P1



Stephen Whiffin  
177 Roe Drive  
Port Moody, BC  
V3H 3M9

August 24, 2011

**Notes:**

**Province of British Columbia**  
Ministry of Finance and Corporate Relations

**MAINTAINING YOUR SOCIETY**

Every society has responsibilities as required by the Society Act. To maintain the society in active status with this office, the following requirements must be satisfied:

**ANNUAL REPORT (Form 11) /**

An annual report must be filed each year for your society, within 30 days after each annual general meeting. This report is not automatically sent to the society, therefore, the onus is on the society to ensure that one is completed and filed for every calendar year. Financial statements made up to not more than six months prior to the annual general meeting must accompany the annual report which must be approved and signed by two directors. If the society is a reporting society, the financial statements must be audited as well as approved and signed by two directors.

**CHANGE IN ADDRESS OF SOCIETY (Form 5)**

If you wish to change the address of the society, a notice of this change must be filed without delay and the change takes effect on the day after the notice is filed with my office.

**CHANGE IN DIRECTORS (Form 7)**

Notice of every change in the directors, other than at an annual general meeting, must be filed without delay. A separate form is required for changes which take place on different dates.

**CHANGE IN CONSTITUTION/BYLAWS (Form 10)**

Any change made to the constitution or bylaws of a society must be filed with the Registrar on a special resolution form. These changes do not take effect until the Registrar has accepted them for filing.

The required forms may be obtained from my office or reproduced from the schedules to the *Society Act*. A fee schedule, which may be subject to change, is enclosed for your reference.

Failure to comply with the requirements of the Act may result in a society being dissolved and struck from the register.

**PART 2**  
**CHANGES IN CONSTITUTION AND BYLAWS**

Changes in constitution

- (1) A society, by special resolution, may change
  - (a) its name; or



- (b) its purposes so as to include a new purpose that may conveniently or advantageously be combined with the existing purposes of the society, or so as to restrict or abandon a purpose specified in the constitution, but a charitable purpose referred to in section 73 (3) shall not be abandoned.
- (2) A resolution pursuant to subsection (1) does not take effect
  - (a) unless the registrar approves; and
  - (b) where the new purpose or an existing purpose is one referred to in section 2 (1) (a), (b), (c), (d) or (e), unless the consent of the person named in that paragraph is obtained.
- (3) Where subsection (2) is complied with, the registrar shall issue a certificate under his seal of office setting forth particulars of the change.
- (4) Where a society is in default in respect of a requirement of this Act, the registrar may refuse to issue a certificate under this section.
- (5) A certificate issued by the registrar under this section is conclusive proof that this section has been complied with.
- (6) A society incorporated under the original Act has power, subject to subsection (2), to change or rescind, by special resolution, any other provision of its declaration. 1977-80-20

#### Effect of change of name

- 21. A change of name of a society does not
  - (a) affect any right or obligation of the society; or
  - (b) render defective legal proceedings by or against the society, and a legal proceeding that might have been continued or commenced against it under its former name may be continued or commenced against it under its new name.1977-80-20.

#### Additional provisions of constitution

- 22. (1) Where the constitution of a society contains a provision other than the statement of its name and purposes, the constitution shall state whether or not the provision may be altered and the provision shall be alterable or not as is stated in the constitution.
  - (2) Where it is not stated that a provision is unalterable, it is alterable.
  - (3) A provision that is alterable may be altered by a special resolution.
  - (4) A society may by special resolution add to its constitution a provision, other than the statement of its name and purposes, and this section applies to that provision. 1977-80-22.

#### Change in bylaws

- 23. (1) A society may change its bylaws by special resolution and the resolution is effective on the date of its acceptance by the registrar as being in compliance with this Act or, where the resolution is accepted by the registrar and a later date is specified in the resolution, on that later date.
  - (2) On accepting a special resolution under subsection (1), the registrar shall retain one copy of it and return the other copy to the society, certified as having been accepted by him
  - (3) The registrar shall not accept a special resolution under subsection (1) that is passed by a society referred to in .

August 24, 2011

- (a) section 2 (1) (b), without the written consent of the Minister of Health;  
or
- (b) section 2 (1) (d), without the written consent of the Superintendent of  
Financial Institutions.



Telephone: 250 356-8609

**Freedom of Information and Protection of Privacy Act (FOIPPA):**  
Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

**LIST OF FIRST DIRECTORS OF** BC DISTRIBUTED LEARNING ADMINISTRATORS' ASSOCIATION  
(Name of Society)

FULL NAMES	RESIDENTIAL ADDRESSES*
BRAD HUTCHINSON	2349 MOUNTAIN DR., ABBOTSFORD, BC V3G 1E8
1. ALAN MACKAY-SMITH	780 HWY #8 MERRIT BC. V1K 1P1
2. KAREN FLELO	4716 SUNNYMEAD WAY, VICTORIA BC V8Y-3B7
3. ROBERT SOUTHER	4317 SOUTH CRESCENT, PORT ALBERNI, BC, V9Y 1L9
4. KIM HART	5978 BROADWAY RD. NANAIMO, BC V9V 1C9
5. JEFF STEWART	2354 ORKNEY PLACE, COURTENAY BC, V9N 1G5
6. STEVEN WHIFFIN	177 ROE DRIVE, PORT MOODY BC, V3H 3M9

Note: (a) One director must be ordinarily resident in British Columbia.

(b) Full names and residential addresses are required for all directors.

\* This address must be a complete **physical address**. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, please provide a description that will readily allow a person to locate the office.

YYYY / MM / DD

Dated on \_\_\_\_\_

BC DISTRIBUTED LEARNING ADMINISTRATORS' ASSOCIATION  
(Name of Society)

by G. Mackay-Smith  
(Signature)

PRESIDENT  
(Relationship to Society)

Telephone: 250 356-8609

**INSTRUCTIONS:**

Please type or print clearly in block letters and ensure that the form is signed and dated in ink. Complete all areas of the form. The Corporate Registry may have to return documents that do not meet this standard.

- Item A** Enter the Incorporation Number. This number is assigned at the time of incorporation and is located in the upper right-hand corner of the Certificate of Incorporation.
- Item B** Enter the exact name as shown in Item 1 of the society's constitution, or on the Certificate of Incorporation or Change of Name.
- Item C** Enter the complete **physical address** for the society. **In addition** you may include general delivery, post office box, rural route, site or comp. number as part of the address. The Corporate Registry cannot accept a PO Box number alone as a physical address. You must include a postal code. If an address does not have street names or numbers, provide a description that would readily allow a person to locate the office. This is the address of the society in British Columbia to which all communications and notices may be sent where the society's records are kept and at which all documents **may be served**.

**Filing Fee:**

To register the address of a society at the time of incorporation: **no fee**  
To change the address of an incorporated society: **\$15.00** Submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

**Important Note:**

If this form is used to register the address of a society at the time of incorporation no filing fee is charged. If this form is used to change the address of a society after it is incorporated a filing fee of \$15.00 is applicable.

**Note: A change of address has effect on the day after the notice is filed with the registrar.**

**A CERTIFICATE OF INCORPORATION NUMBER**

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

**Freedom of Information and Protection of Privacy Act (FOIPPA):** Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

**B FULL NAME OF SOCIETY**

BRITISH COLUMBIA DISTRIBUTED LEARNING ADMINISTRATORS' ASSOCIATION

**C ADDRESS OF SOCIETY (must be a physical address – refer to definition in Instructions above)**

C/O SOUTH CENTRAL INTERIOR DISTANCE EDUCATION SCHOOL  
2475 MERRITT AVE.  
Box 4700 STATION MAN, MERRITT

PROVINCE	POSTAL CODE
B.C.	V1K 1B8

**D CERTIFIED CORRECT – I have read this form and found it to be correct.**

Signature of a current Director, Officer, or Society Solicitor

X 

DATE SIGNED  
YYYY / MM / DD

2011/11/17



**APPROVAL TO USE INITIALS "B.C." OR  
WORDS "BRITISH COLUMBIA" IN A NAME**

**TO:** **Al Mackay-Smith** **DATE:** 24-Oct-11  
PO Box 4700 Station Main  
Merritt, BC V1K 1B8  
**Email:** amackay@scides.ca  
**Phone:** (250) 315-1200 **NR# 3084774**

**FROM:** Office of Protocol  
Intergovernmental Relations Secretariat  
PO Box 9422 Stn Prov Govt  
Victoria, BC V8W 9V1  
Phone: (250) 356-7294

**RE: BC DISTRIBUTED LEARNING ADMINISTRATORS'  
ASSOCIATION**

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The Government of British Columbia has no objections to your use of the initials "B.C." or the words "British Columbia" in your name application, subject to the approval of the Registrar of Companies and **the use of the name, as approved above, in all business and public communications.**

*I draw your attention to Section 2 of the Provincial Symbols and Honours Act, as outlined below. This response should not be considered an endorsement of your organization by the Government of British Columbia.*

*"Representation of government authority:*

*(1) No person or organization shall assume, display or use a name, title or device that indicates or that is reasonably susceptible of the interpretation that the person or organization has authority from the government to do so or is exercising a function of the government, if in fact the person or organization has no authority from or is not exercising a function of the government.*

*(2) the registration, under an enactment, of a name of the nature described in subsection (1) is not a defence to a prosecution under this section."*

Signature of Ministry Representative