

Charter Board Operations

Preamble

The Gwynne Valley Rural Academy Society Charter Board's ability to discharge its obligations in an efficient and effective manner is dependent upon the development and implementation of a sound organizational design. In order to discharge its responsibilities to the members of the Society, the Charter Board shall hold meetings as often as necessary. A quorum, which is a simple majority of the number of currently serving Directors, must be present for every duly constituted meeting. The Charter Board has adopted policies so the business of the Charter Board can be conducted in an orderly and efficient manner.

General or Special Meetings

1. The Charter Board may call a General meeting of the Society at any time with appropriate notice to Members.
2. The Charter Board will call a Special meeting of the Society within twenty-one (21) days of the receipt of a written request signed by at least one-quarter (1/4) of the Members in order to consider the subject matter of the request. The request must state the nature of the request and the motion(s), if any, to be submitted at such Special meeting.
3. Members shall be given seven (7) days notice of the date, time and place of any General or Special meeting and of the nature of the business to be conducted. Whenever practicable, the Charter Board will attempt to hold a General or Special meeting of the Society in conjunction with a regular meeting of the School Council.

Quorum

4. A quorum for the transaction of any business at a Society meeting exists when there are at least five (5) Members in attendance.
5. If a quorum is present at the start of a meeting, business may continue to be conducted even if a quorum is not maintained for the duration of the meeting.
6. If there is no quorum within 30 minutes of the set time, the meeting is adjourned to one week later at the same place and time. Notice of such adjournment is not required and those Members present at such subsequent meeting shall constitute a quorum.

Notice

7. Whenever notice is required to be given to Parent and Staff Members of the Society, it shall be given by as many of the following means as are practicable:
 - a. posting written notice in a prominent location at the School;
 - b. including a written notice in a School newsletter or notice given to the child or children of parents or placed in the mailbox of a Staff Member; and
 - c. including notice in a School newsletter or notice delivered by means of electronic mail or computer network.
8. No action taken at a meeting of the Society is invalidated by:
 - a. accidental omission to give notice to any Member;
 - b. failure of any Member to receive notice; or

- c. any error in any notice which does not substantially affect the meaning or intent of the notice.

Proceedings

- 9. Robert's Rules of Order shall govern all proceedings at meetings of the Society unless otherwise provided in these bylaws.

Voting

- 10. Each Member has one (1) vote.
- 11. Every ordinary resolution or motion shall be decided by a majority of the votes of those Members present and voting and in the case of a tie vote, the motion is defeated.
- 12. The passage of a Special Resolution of the Society requires a 75% majority of those Members present and voting.
- 13. Voting shall be by a show of hands unless at least five (5) Members request that a vote be taken by ballot.
- 14. A decision by the Chairperson that a motion or resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour or against such motion or resolution.

Open Meetings

- 15. All General and Special meetings of the Society are open to the public; however, only Members are entitled to speak. The Chairperson may ask any person to leave the meeting for improper conduct. A majority of the Members may ask any person who is not a Member to leave the meeting.

Closed Session

- 16. The Board may, by resolution, schedule a closed session meeting at a time or place agreeable to the Board or recess a meeting in progress for the purpose of meeting in closed session. Such resolutions shall be recorded in the minutes of the Board and shall specify those individuals eligible to attend in addition to trustees and the Superintendent. The reason for the closed session shall be limited to discussion pertaining to the following stated reasons:
 - a. Individual students;
 - b. individual employees;
 - c. contract/budget issues/concerns;
 - d. litigation issues;
 - e. acquisition/disposal of property; and
 - f. other topics that a majority of the directors present feel should be held in private, in the public interest.Such sessions shall be closed to the public and press. The Board shall only discuss the matter that gave rise to the closed meeting. Board members and other persons attending the session shall maintain confidentiality and not disclose the substance of

deliberations at such sessions.

The Board shall, during the in-camera session, adopt only such resolution as is required to re-convene the Board in an open, public meeting.

Annual General Meeting (AGM)

17. The AGM shall be held on or before November 30 at such place and time as the Charter Board may determine.
18. The Charter Board shall provide Members with fourteen (14) days notice of the date, time and place of the AGM as well as the business to be conducted at the AGM.
19. The agenda for the AGM shall provide for:
 - a. adopting minutes of the previous AGM;
 - b. reviewing the Society's audited financial statements;
 - c. reporting on any significant activities during the year; and
 - d. conducting any other business.

Revised: March 2023

Legal Reference: The Education Act
The Societies Act (2000)
Gwynne Valley Rural Academy Charter Bylaws (2023)