

# **ST. MARGARET'S SCHOOL SOCIETY BYLAWS 2000**



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## **PART 1 - INTERPRETATION**

1. In these bylaws, unless the context otherwise requires:

"Alumnae" means persons who have graduated from St. Margaret's School;

"Board" means the Board of Governors of the Society;

"Governor" means a duly elected member of the Board of Governors of the Society;

"Head" means the Head of School;

"Member" means a person with Active or Life membership in the Society, unless otherwise specifically stated;

"Officer" means a member of the Board who is elected by the Board to hold the position of Chair, Vice-Chair, Secretary, or Treasurer;

"Old Girls" means former students of St. Margaret's School, whether graduated or not;

"Registered Address of a Member" means the address as recorded in the register of the Members;

"School" means St. Margaret's School, located in Victoria, British Columbia;

"School Year" means the calendar period of July 1st to June 30th in the following calendar year;

"Secretary" means recording secretary for the Society;

"Society" means St. Margaret's School Society;

"Society Act" means the Society Act of British Columbia, from time to time in force, and all amendments to it; and

"Student" means a pupil in attendance at St. Margaret's School.

The definitions of the *Society Act* on the date these bylaws become effective apply to these bylaws.

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

## **PART 2 - MEMBERSHIP**

3. (1) Membership in the Society shall consist of Active and Life Members;
- (2) Every Member must uphold the Constitution of the Society and comply with these bylaws.
- (3) Persons eligible to be Active Members shall be:
  - (a) parents (or guardians) of Students, Alumnae or Old Girls;
  - (b) Alumnae over the age of eighteen (18) years;
  - (c) Old Girls over the age of eighteen (18) years;
  - (d) employees of the Society during the School Year in which they are employed by the Society; and
  - (e) such other persons as the Board of Governors may accept.
- (4) A family may have more than one Active Member.
4. (1) Every person eligible for membership as an Active Member shall become an Active Member upon payment to the Society of the annual membership fees as determined by the Board at the last Board meeting prior to a General Meeting;
- (2) Persons who have paid any amount of tuition fees for the current School Year shall be deemed to have paid the annual membership fee with one deemed membership fee per Student;
- (3) Annual membership fees may be paid at any time, but will be considered expired at the end of the School Year in which they are paid;
- (4) All Members are in good standing except an Active Member who has failed to pay her current annual fees or any other subscription or debt due and owing by her to the Society, and the Active Member is not in good standing so long as the fees, subscription or debt remains unpaid; and
- (5) The Board may elect to waive annual membership fees for any Member or group of Members.
5. (1) Life Members shall be nominated by the Board, and may include former Active Members of the Society and past members of the Board who may be honoured for outstanding contributions to the School; and the nomination will be subject to ratification at the next Annual General Meeting of the Society; and
- (2) Life Members shall not be subject to the levy of annual membership fees.

6. A person ceases to be a Member of the Society:
  - (a) by delivering her resignation in writing to the Secretary or by mailing or delivering it to the address of the Society;
  - (b) on her death; or
  - (c) other than a Life Member, at the end of the School Year for which the person has paid or is deemed to have paid an annual membership fee.
  
7.
  - (1) A Member may be expelled by a special resolution of the Members passed at a General Meeting;
  - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion; and
  - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.

## **PART 3 - MEETINGS OF MEMBERS**

8. General Meetings of the Society shall be:
  - (a) either Annual General Meetings or Extraordinary General Meetings;
  - (b) held at such time and place as the Governors decide; and
  - (c) held, in accordance with the Society Act, either in British Columbia or at a place outside of British Columbia that the Registrar of Companies approves on application by the Society.
9. Every General Meeting of the Society, except an Annual General Meeting, is an Extraordinary General Meeting.
10. (1) The Society must give not fewer than fourteen (14) days written notice of a General Meeting, to those Members entitled to receive notice of a General Meeting;  
  
(2) Notice of a General Meeting shall specify the place, the day, and the hour of such meeting, and in the case of special business, the general nature of that business;  
  
(3) The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any Member of the Society entitled to receive notice, does not invalidate proceedings at that General Meeting; and  
  
(4) An Annual General Meeting must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
11. Notice of an Annual General Meeting shall be given to:
  - (a) all Members of the Society;
  - (b) the Society's auditor;
  - (c) the Society's employees; and
  - (d) such other person or persons as the Board may deem necessary.
12. Notice of a General Meeting may be given by one or more of the following means:
  - (a) personal delivery;
  - (b) electronic mail to a Member's last known email address, if any, as provided to the Society by that Member;

- (c) mail to a Member's last known postal address, provided that such notice shall be deemed to have been given on the fifth day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed to the Member's last known postal address, as provided to the Society by that Member, and placed in a Canada Post receptacle;
  - (d) display on the St. Margaret's School website; or
  - (e) any other method of electronic distribution agreed to by the Board of Governors.
13. Resolutions to be moved at an Annual General Meeting must be approved by the Board or signed by at least three (3) Members of the Society and must be received by the Secretary at least twenty-one (21) days before the meeting.

## **PART 4 - PROCEEDINGS AT GENERAL MEETINGS**

14. The Chair of the Board, or the Vice-Chair, shall preside at a General Meeting.
15. If neither the Chair nor the Vice-Chair is present within fifteen (15) minutes after the time appointed for a General Meeting, those Members present and entitled to vote at a General Meeting shall elect, by a show of hands recorded in the minutes of the meeting, from among the Board Members in attendance, a Member to act as chair of that meeting.
16.
  - (1) No business, other than the election of a person to act as chair at a General Meeting and the adjournment or termination of a General Meeting, shall be conducted at a time when a quorum is not present;
  - (2) If at any time during the General Meeting, there ceases to be a quorum present, business in progress shall be suspended until a quorum is present or until the meeting is adjourned or terminated;
  - (3) A quorum at a General Meeting shall not be less than nine (9) Members of the Society in attendance at such meeting; and
  - (4) If within thirty (30) minutes from the time appointed for a General Meeting, a quorum is not present, the meeting 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 within thirty (30) minutes from the appointed time, the Members present shall constitute a quorum.
17. 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 unfinished business. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given, as in the case of the initial meeting.
18. In the case of a tied vote, the chair of a General Meeting shall not have a casting or second vote, in addition to the vote to which she may be entitled as a Member and the proposed resolution shall not pass.
19.
  - (1) General Meetings shall be conducted according to Robert's Rules of Order, subject to interpretation by the Chair. In the event of conflict between these bylaws and Robert's Rules, these bylaws will take precedence;
  - (2) A Member is entitled to one (1) vote;
  - (3) Voting shall be by a show of hands or by secret ballot if requested; and
  - (4) Voting by proxy shall not be permitted.

## **PART 5 - THE BOARD OF GOVERNORS**

20. The number of Governors shall normally not number more than thirteen (13). In the event that a retiring Governor opts not to seek re-election, or a sitting Governor seeking re-election is defeated, the size of the Board shall be increased by the number of Governors-elect until the end of the outgoing Governors' term of office.
21. Governors will be elected at either:
- (a) an Annual General Meeting of the Society; or
  - (b) an Extraordinary General Meeting of the Society if the number of Governors is less than seven (7).
22. A call for nominations for elections to the Board:
- (1) Shall be issued at least sixty (60) days prior to the election, by notifying all Members of the Society that there are vacancies on the Board and that the nomination, resume, and consent (the "Nomination Papers") of the person nominated shall be submitted to the Governance Committee; and
  - (2) May be distributed to Members by one or more of the following means:
    - (a) personal delivery;
    - (b) electronic mail to a Member's last known email address, if any, as provided to the Society by that Member;
    - (c) mail to a Member's last known postal address, provided that such notice shall be deemed to have been given on the fifth day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed to the Member's last known postal, as provided to the Society by that Member, and placed in a Canada Post receptacle;
    - (d) display on the St. Margaret's School website; or
    - (e) any other method of electronic distribution agreed to by the Governance Committee.
23. Nominations must be received at least thirty (30) days prior to the date of the election.
24. No employee of the Society shall be eligible for membership on the Board.

25. The Chair of the Board shall appoint a Governance Committee to manage the nomination process.
- (1) Membership of the Governance Committee shall consist of a minimum of three (3) Governors;
  - (2) The chair of the Governance Committee shall be the Chair of the Board or her delegate.
26. The Governance Committee shall present, after the close of nominations, a slate of qualified candidates to fill as many vacancies on the Board as is reasonably possible:
- (a) at an Annual General Meeting, if there are vacancies on the Board; or
  - (b) at an Extraordinary General Meeting pursuant to Bylaw 21(b).
27. Election to the Board of Governors will be by secret ballot, where:
- (1) If the number of eligible candidates for election as a Governor exceeds the number of vacancies on the Board, Governors will be chosen based on a plurality of votes, until all vacancies are filled; or
  - (2) If the number of candidates for election as a Governor is equal to or less than the number of vacancies on the Board, Governors will be chosen by election subject to Bylaw 27(3);
  - (3) Notwithstanding 27(1) and 27(2), no person may be elected without receiving a number of votes equal to at least 25% of the Members in attendance; and
  - (4) For the purposes of Bylaw 27, each Member in attendance shall have a number of votes equal to the lesser of the number of vacancies on the Board or the number of candidates eligible for election but may cast only one vote for any candidate.
28. (1) A Governor's term of office shall run until the end of the third complete School Year following the date of her election unless or until she ceases to be a Governor prior to the expiry of her term pursuant to Bylaw 30;
- (2) Each retiring Governor is eligible for re-election upon submission to the Governance Committee of her Nomination Papers in accordance with these bylaws and any related policy established by the Board from time to time. If there is a conflict between these bylaws and any related policy, these bylaws will be paramount; and
  - (3) For the purposes of elections, a Governor's seat shall be considered vacant at the last Annual General Meeting of the Society prior to the end of her term of office, though the Governor shall be permitted to serve out her term pursuant to Bylaw 20.
  - (4) No Governor may serve more than three (3) consecutive terms; and

(5) Notwithstanding 28(4) an Officer may be granted leave to serve one (1) additional term upon approval of the Board of Governors.

29. No Governor shall be remunerated for being or acting as a Governor, but may be reimbursed for all expenses necessarily and reasonably incurred by her, while engaged in the affairs of the Society.

30. A Governor ceases to be a Board member:

(1) Having been absent for three (3) consecutive regular meetings or any four (4) non-consecutive regular meetings in a School Year;

(a) if, having been given an opportunity to explain such absences, a resolution of the Board confirming the removal of that Governor is passed by at least a two-thirds (2/3) majority vote of the Governors in attendance at a meeting of the Board;

(2) For acts deemed (by the Board or the Members of the Society) to be detrimental to the Society, by a special resolution of the Members of the Society passed at a General Meeting of the Society, provided that:

(a) notice of the special resolution for expulsion is accompanied by a brief statement of the reason(s) for the proposed expulsion; and

(b) the person who is the subject of the proposed resolution for expulsion is given an opportunity to be heard at the General Meeting before the resolution is put to a vote;

(3) Upon submission of her resignation in writing or by electronic mail, to the Chair or Vice-Chair of the Board or by mailing it or by delivering it to the address of the Society;

(4) Upon death; or

(5) Upon completion of her term as Governor.

31. The Board may fill a vacancy on a temporary basis:

(1) Upon recommendation of the Governance Committee;

(2) A resolution of the Board being passed by majority vote of the Governors in attendance at a meeting of the Board; and

(3) The term of the temporary appointment will last only until the next General Meeting, whereby the appointment will be deemed to have expired.

## **PART 6 - POWERS AND DUTIES OF THE BOARD**

32. The Board shall possess all the powers vested in the Society under the Society Act, subject to provision of these bylaws.
33. The Board shall be empowered by right of election by the Members of the Society to manage St. Margaret's School in the name of the Society. In particular, it shall have the power:
- (a) from time to time to appoint, and at its discretion, to remove or suspend the Head; and determine her duties and powers and fix her salary or emoluments. Removal or suspension of a Head requires the approval of at least two-thirds (2/3) of the Governors who are in office at the material time;
  - (b) on the recommendation of the Head, to approve the appointment of a deputy or assistant Head;
  - (c) in consultation with the Head, to fix the fees for tuition and board and the annual operating and capital budgets of the School;
  - (d) in consultation with the Head, to determine the educational policy of the School;
  - (e) in consultation with the Head, to approve the process and standards for awarding scholarships and bursaries;
  - (f) to invest funds in such manner as the Board shall, in its discretion, deem advisable, including investments in mutual funds, the shares of an investment corporation, or other investment medium not permitted by law to trustees;
  - (g) to keep minutes of all meetings of the Society and the Board;
  - (h) to keep custody of all records and documents of the Society; and
  - (i) to maintain the register of Members.
34. The Governors may meet as a Board from time to time as they determine but at a minimum quarterly;
- (1) Meetings of the Board shall be conducted according to Robert's Rules of Order, subject to interpretation by the Chair. In the event of conflict between these bylaws and Robert's Rules, these bylaws will take precedence;
  - (2) A quorum for a meeting of the Board shall be five Governors;
  - (3) The Board and its committees as established under Bylaw 35(1) may conduct a meeting by joining any number of locations by telephone or by any other means of communication that allows all persons participating in and entitled to vote at the meeting to hear each other;

(4) A Governor participating at a meeting at any location connected under Bylaw 34(3) is present at the meeting for the purpose of calculation of a quorum, and is entitled to vote if otherwise qualified;

(5) Five (5) days notice of Board meetings shall be provided verbally or by electronic mail to all members of the Board unless at the discretion of the Chair of the Board, a shorter notice period is considered reasonably necessary; and

(6) In the event of the absence of the Chair and Vice-Chair from a Board meeting, the Chair will appoint a Board Member to act as chair of the meeting.

35. (1) The Governors may delegate any, but not all, of their powers to committees consisting of such members as they see fit; and

(2) A committee so formed in the exercise of delegated powers shall conform to any terms of reference that may be imposed upon it by the Governors, and shall report every act or thing done in exercise of those powers to the Board.

36. A committee shall choose one of its members to be the chair.

37. The members of a committee may meet and adjourn as they see necessary.

38. Questions arising at any meeting of the Board or any committee of the Governors shall be decided by majority vote of the Governors in attendance at a meeting of the Board. In case of a tied vote, the Chair shall not have a second or casting vote, and the proposed resolution shall not pass.

## **PART 7 - OFFICERS OF THE BOARD**

39. (1) The Board shall, as often as may be required, appoint a Chair by majority vote of the Governors in attendance at a meeting of the Board.
- (2) The Chair's term shall commence upon being appointed and shall end upon the earlier of:
- (a) the expiry of the two-year period next following such appointment;
  - (b) the expiry of her term as a Governor, subject to Bylaw 28(3);
  - (c) her resignation as a Governor; or
  - (d) her removal as Chair pursuant to Bylaw 39(6).
- (3) If the Chair is re-elected as a Governor and has, immediately preceding her re-election, held the office of Chair for less than two (2) years, she shall automatically continue holding the office of Chair.
- (4) If the Chair is not re-elected as a Governor, the Board shall appoint a new Chair in accordance with these bylaws.
- (5) Any Governor who holds the office of Chair shall, if she continues to be a Governor, be eligible for reappointment as Chair.
- (6) The Chair shall be subject to removal at any time by a resolution of the Board being passed by at least a two-thirds (2/3) majority of all sitting Governors.
40. The Chair of the Board is the Chief Executive Officer of the Society and shall direct the other Officers in the execution of their duties. The Chair shall preside at all meetings of the Society and of the Board.
41. (1) The Board shall, as often as may be required, appoint a Vice-Chair, Treasurer and Secretary by majority vote of the Governors in attendance at a meeting of the Board.
- (2) The Vice-Chair's, Treasurer's and Secretary's term shall commence upon being appointed and shall end upon the earlier of:
- (a) the expiry of the one-year period next following such appointment;
  - (b) the expiry of her term as a Governor, subject to Bylaw 28(3);
  - (c) her resignation as a Governor; or
  - (d) her removal as an Officer pursuant to Bylaw 41(6)
- (3) If the Vice-Chair, Treasurer or Secretary is re-elected as a Governor and has, immediately preceding her re-election, held the office for less than one (1) year, she shall automatically continue holding the office.

(4) If the Vice-Chair, Treasurer or Secretary is not re-elected as a Governor, the Board shall appoint a new Officer in accordance with these bylaws.

(5) Any Governor who holds the office of Vice-Chair, Treasurer or Secretary shall, if she continues to be a Governor, be eligible for reappointment.

(6) The Vice-Chair, Treasurer and Secretary shall be subject to removal at any time by a resolution of the Board being passed by at least a two-thirds (2/3) majority of all sitting Governors.

42. The Vice-Chair shall carry out the duties of the Chair during her absence.

(a) In the event that the Chair is unable to complete her term of office, the Vice-Chair will assume the responsibilities of Chair until a new Chair can be selected as per Bylaw 39.

43. The Secretary shall be responsible for:

(a) appointing a recording secretary, with or without remuneration, to take minutes of each General Meeting and Board meetings, to maintain board records, to be responsible for board administration and such other duties as the Secretary stipulates;

(b) giving proper notice of all meetings;

(c) the minutes of the General Meetings and Board meetings;

(d) all correspondence of the Board;

(e) the seal of the Society;

(f) maintaining an accurate record of the names and address of all Members;  
and

(g) perform all other duties as normally fall to the office of a Board Secretary.

44. The Treasurer shall be responsible for:

(a) the collection of fees and other monies owing to the Society;

(b) the payment of bills;

(c) the keeping of accurate record of monies received and disbursed; and

(d) the preparation of a balance sheet and statement of revenue and expenditures annually and at any other time when required by the Governors to do so.

## **PART 8 - HONORARY ADVISORY GOVERNORS**

45. The Governors may, at their discretion, appoint a person, or persons, as an Honorary Advisory Governor(s) of the Society by majority vote of the Governors in attendance at a meeting of the Board.
46. An Honorary Advisory Governor is invited to attend the meetings of the Board, but shall not be entitled to vote at such meetings.
47. The Governors may seek the advice of an Honorary Advisory Governor and may authorize an Honorary Advisory Governor to act on behalf of the Society in specified and limited capacities.

## **PART 9 - STATEMENT OF INDEMNIFICATION**

48. Subject to such limitations as may from time to time be imposed by law:

(1) The Society shall not make any claim against the Governors, Officers, Honourary Advisory Governors, or any former Governors, Officers, or Honourary Advisory Governors for any act or omission in performance of duties on behalf of the Society;

(2) Subject to the *Society Act*, the Society must indemnify a Governor, Officer, Honourary Advisory Governor, or any former Governor, Officer, or Honourary Advisory Governor and her heirs and legal personal representatives against all amounts to which such person is or may be liable from performance of duties on behalf of the Society, and the Society must, after the settlement or final disposition of any proceeding brought against such person related to the performance of duties on behalf of the Society, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each Governor, Officer, Honourary Advisory Governor, or any former Governor, Officer, or Honourary Advisory Governor is deemed to have contracted with the Society on the terms of the indemnity contained in Section 48 of the Bylaws; and

(3) The Society may purchase insurance for the benefit of a Governor, Officer, Honourary Advisory Governor, or any former Governor, Officer, or Honourary Advisory Governor against personal liability incurred by her in performance of duties on behalf of the Society.

## **PART 10 - BORROWING**

49. In order to carry out the purposes of the Society, the Governors may, on behalf of, or in the name of the Society, raise or secure the payment or repayment of money in the manner they decide and, in particular, but without limiting the generality of the foregoing, by the issue of mortgages and security agreements.
50. A mortgage or security agreement may be issued without the authorization of a special resolution, but a debenture must not be issued without the authorization of a special resolution.
51. The Members may, by special resolution at a General Meeting, restrict the borrowing powers of the Governors, but a restriction so imposed expires in a manner and at such time as prescribed by the special resolution, but no later than at the next Annual General Meeting.

## **PART 11 - THE SEAL**

52. The Governors may provide a Common Seal for the Society and they shall have the power from time to time to destroy it and substitute a new Seal in place of the Seal destroyed.
53. The Common Seal shall be affixed only when authorized by a resolution of the Governors and then only in the presence of the person prescribed in the resolution or if no person is prescribed, in the presence of the Chair or Vice-Chair.
54. The Common Seal shall be kept in the St. Margaret's School facilities.

## **PART 12 - POWERS AND DUTIES OF THE HEAD**

55. The Head, subject to any previous directions of the Board:

- (a) hires or sets the terms of employment, removes or suspends tutorial and non-tutorial staff;
- (b) makes other appointments, as deemed appropriate and necessary, and as authorized by the Board;
- (c) determines the curriculum and timetable;
- (d) makes such purchases as are necessary for the operation of the School; and
- (e) is responsible for the admission, discipline, and dismissal of students.

## **PART 13 - THE AUDITOR**

56. At each Annual General Meeting, the Society shall appoint an auditor to hold office until the next Annual General Meeting.
57. An auditor may be removed by an ordinary resolution passed at a General Meeting of the Society for the purpose.
58. No director or employee of the Society shall be auditor.
59. The auditor may attend General Meetings and shall attend the Annual General Meeting of the Society.

## **PART 14 - THE BYLAWS**

60. On being admitted to membership in the Society, each Member is entitled to, and the Society shall give, without charge, a copy of the Constitution and Bylaws of the Society, if requested.
61. These bylaws shall not be altered or added to, except by special resolution, at a General Meeting of the Society.

## PART 15 - SOCIETY NAME AND RECORDS

62. The Board has the authority to review and approve the use of the Society's name, or a derivative thereof, by affiliated organizations sharing a common interest in the development, operations and well-being of the Society.
63. The Society shall keep the following documents and records, in either print or electronic format, at the registered address of the Society:
- (a) a copy of the Constitution;
  - (b) a copy of these bylaws;
  - (c) a copy of the Board policy manual;
  - (d) a copy of all registrations and appointments of Governors;
  - (e) a copy of all the minutes of meetings of the Board;
  - (f) a copy of all the minutes of *in camera* meetings of the Board;
  - (g) a copy of all minutes of meetings of Board committees;
  - (h) a copy of all minutes of *in camera* meetings of Board committees;
  - (i) a copy of all minutes of the General Meetings of Members;
  - (j) a copy of all documents filed with the Registrar of Companies for British Columbia;
  - (k) a copy of the register of all members; and
  - (l) a copy of the Society's annual financial statements.
64. All documents and records of the Society shall be kept in the administrative offices at the registered address of the Society.
65. Every member may examine and take extracts from only those records, documents and instruments of the Society referred to in Bylaw 63, excluding those described in Bylaws 63(f) and 63(h).
66. No member may examine records held by the Society pursuant to Bylaws 63(f) and 63(h) without the express consent of the Governors and Head of School.