

Calvin Christian School Society of Chatham O/A Chatham Christian School

Amended and Restated By-Law #1

Approved: May 23rd, 2024

TABLE OF CONTENTS

Corporate By-law

Contents

Article 1: Interpretation	6
1.1 Definitions	6
1.2 Interpretation	8
Article 2: Membership in the Corporation	8
2.1 Admission of Members	8
2.2 Term of Membership	9
2.3 Dues	9
2.4 Membership	9
2.5 Voting	9
2.6 Resignation	9
2.7 Suspension of Membership	9
2.8 Revocation of Membership	10
2.9 Appeal of Suspension or Revocation of Membership	10
Article 3: Meetings of Members	10
3.1 Location	11
3.2 Annual Meetings	11
3.3 Special Meetings	11
3.4 Quorum	11
3.5 Notice	11
3.6 Omission of Notice	12
3.7 New Business	12
3.8 Votes	12
3.9 Written Resolution in Lieu of Meeting	13
3.10 Validity of a Written Resolution in Lieu of Meeting	14
3.11 Persons Entitled to be Present	14
3.12 Chair of the Meeting	14
3.13 Adjourned Meetings of Members	14
3.14 Notice of Adjourned Meetings	14
Article 4: Board of Directors	15

4.1	Composition of the Board	15
4.2	Duties and Responsibilities	15
4.3	Qualifications of Directors	15
4.4	Vacation of Office	16
4.5	Election and Term	16
4.6	Maximum Terms	17
4.7	Filling Vacancies	17
4.8	First Meeting of the Board of Directors	17
4.9	Directors Remuneration	17
4.10	Removal of Directors from the Board	18
Article 5: Meetings of Directors		18
5.1	Meetings of Directors	18
5.2	Regular Meetings	18
5.3	Notices	18
5.4	Quorum	19
5.5	Meeting of Board after Annual Meeting	19
5.6	Persons Entitled to be Present	19
5.7	Voting	19
5.8	Electronic or Telephonic Meetings	19
5.9	Telephonic or Electronic Voting Procedures	19
5.10	Notice of Electronic or Telephonic Meetings	20
5.11	Casting Vote	20
5.12	Written Resolutions in lieu of Meeting	20
5.13	Adjournment of the Meeting	20
5.14	Notice of Adjourned Meeting	20
Article 6: Interest of Directors or Officers in Contracts or Transactions		20
6.1	Declaration of Conflict of Interest	20
6.2	Avoidance standards	21
Article 7: Protection of Officers and Directors		22
7.1	Standard of Care	22
7.2	Directors Liability	22
7.3	Indemnities to Directors and Others	22
7.4	Insurance for Directors and Officers	22

Article 8: Committees	23
8.1 Committees	23
8.2 Functions, Duties, Responsibilities and Powers of Committees	23
8.3 Committee Members	23
8.4 Procedures at Committee Meetings	23
Article 9: Officers	23
9.1 Officers	23
9.2 Removal of Officers	24
9.3 Terms of Office	24
9.4 Agents and Attorneys	24
Article 10: Duties of Officers	24
10.1 Chair	24
10.2 Principal	24
10.3 Auditor	24
Article 11: Organization and Financial	25
11.1 Execution of Documents	25
11.2 Other Signing Officers	25
11.3 Banking Arrangements	25
11.4 Financial Year	25
11.5 Appointment of Auditor	25
11.6 Borrowing Power	26
11.7 Investments	26
11.8 Dissolution	26
11.9 Restrictions on Power of the Directors	27
Article 12: Books and Records	27
12.1 Books and Records	27
Article 13: Confidentiality	28
13.1 Confidentiality	28
13.2 Board Spokesperson	28
Article 14: Matters Required by Applicable Legislation	28
14.1 Required Committees and Programs	28
Article 15: Policies and Procedures	29
15.1 Rules of Order	29

15.2	Policies	29
	Article 16: Notices	29
16.1	Notice	29
16.2	Computation of Time	29
16.3	Omissions and Errors	30
16.4	Waiver of Notice	30
	Article 17: Amendment of By-laws	30
17.1	Amendment	30
17.2	Effect of Amendment	30
17.3	Member Approval	31

Amended and Restated By-law #1

A By-law relating to the transaction of the activities and affairs of Calvin Christian School Society of Chatham O/A Chatham Christian School (the "Corporation").

Be it enacted as a By-law of the Corporation as follows:

Article 1: Interpretation

1.1 Definitions

In this By-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a) **"Act"** means the *Not-for-Profit Corporations Act, 2010* (Ontario) including any regulations made pursuant to the *Act*, and any statute or regulations that may be substituted therefore, and as from time to time amended;
- b) **"Articles"** means any instrument or document that incorporates the Corporation or modifies its incorporating document or instrument, including restated articles of incorporation, articles of amendment, letters patent, and supplementary letters patent;
- c) **"Board"** means the Board of Directors of the Corporation;
- d) **"By-laws"** means this By-law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e) **"Candidate"** shall be the title of the office a qualified person holds after they are appointed to the office of a Director pursuant to article 4.5 or 4.7 and they shall hold the title of Candidate until such time that their appointment is approved by the Membership and they consent to their election as a Director by executing a consent as prescribed by the Board from time to time;
- f) **"Chair"** means the president of the Board;
- g) **"Corporation"** means the Corporation that has passed these By-laws under the *Act* or that is deemed to have passed these By-laws under the *Act*;
- h) **"Director"** means a member of the Board;
- i) **"Employee"** means any Person who has entered into a contract of employment with the Corporation;
- j) **"Ex Officio"** means membership "by virtue of office" and includes all rights and responsibilities, unless otherwise specified;
- k) **"Extraordinary Resolution"** means a resolution passed by the Directors or Members by at least eighty percent (80%) of the votes cast at a meeting of the Board or Members duly called for that

purpose;

- l) **"Fundamental Change"** means an amendment to the Articles of the Corporation resulting in
- I. a change in the Corporation's name;
 - II. add, remove or change any restriction upon the activity or activities that the corporation may carry on or upon the powers that the corporation may exercise;
 - III. create a new class or group of Members;
 - IV. change a condition required for being a Member;
 - V. change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group;
 - VI. divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - VII. add, change or remove a provision respecting the transfer of a Membership;
 - VIII. subject to section 30 of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the articles;
 - IX. change the purposes of the Corporation;
 - X. change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
 - XI. change the manner of giving notice to Members entitled to vote at a meeting of members;
 - XII. change the method of voting by Members not in attendance at a meeting of the members;
or
 - XIII. add, change or remove any other provision that is permitted by this Act to be set out in the Articles.
- m) **"Head Office"** means the Corporations head office located at 475 Keil Drive South in the City of Chatham in the Municipality of Chatham-Kent in the province of Ontario.
- n) **"Holiday"** means any Saturday, Sunday or statutory or declared holiday observed in Ontario and any other day which the Corporation is not open to the public;
- o) **"Member(s)"** means members of the Corporation as described in article 2;

- p) **"Officer"** means an officer of the Corporation;
- q) **"Ordinary Resolution"** means a resolution passed by the Directors or Members by at least a majority of the votes cast at any meeting of the Board or Members duly called for that purpose;
- r) **"Person"** means an individual;
- s) **"Principal"** means the Chief Executive Officer of the Corporation;
- t) **"Policy"** means a policy adopted by the Board in accordance with sub-article 15.2;
- u) **"Secretary"** means the secretary of the Board;
- v) **"Special Business"** means any business other than consideration of the financial statements and the audit report, election of Directors and reappointment of the incumbent auditor;
- w) **"Special Meeting"** means any meeting of the Members other than the annual general meeting;
- x) **"Special Resolution"** means a resolution passed by the Directors or Members by at least two-thirds of the votes cast at any meeting of the Board or Members duly called for that purpose;
- y) **"Treasurer"** means the treasurer of the Board; and
- z) **"Vice-Chair"** means the vice-president of the Board.

1.2 Interpretation

- a) In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and words importing one gender shall include the opposite.
- b) Other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*.
- c) The division of this By-law into articles and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Agreement.

Article 2: Membership in the Corporation

2.1 Admission of Members

A Member shall be any person who is at least eighteen (18) years old, and who:

- a) Notifies an Officer in writing of their desire to become a Member in a form and procedure as prescribed by the Board from time to time;

- b) Has agreed to and executed a statement in the prescribed form as determined from time to time by the Board, providing that such Member is in agreeance with, and shall abide by the By-laws of the Corporation in all matters when such Member is acting in their capacity as a Member;
- c) Has, in the sole discretion of the Board acting reasonably, a genuine interest in the objectives of the Corporation, including the By-laws of the Corporation
- d) Pays and has paid all membership dues as described in article 2.3;

2.2 Term of Membership

- a) The Membership term for each Member will begin on the date of receipt of payment of all applicable Membership dues and shall expire at the earlier of:
 - i. The Member dies;
 - ii. The Member resigns;
 - iii. The Corporation dissolves; or,
 - iv. The Members membership is revoked pursuant to article 2.8.

2.3 Dues

Membership dues are payable annually. All applicable Membership dues shall be quantified in the sole discretion of the Board.

2.4 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with these By-laws or the Act.

2.5 Voting

Each Member shall be entitled to one vote.

2.6 Resignation

Members may resign by resignation in writing delivered to the Secretary which shall be effective upon the date or time on, or after, the execution of the instrument of resignation as determined by the Board. A Member who has resigned continues to remain liable for payment of all outstanding fees and dues owed to the Corporation.

2.7 Suspension of Membership

- a) Without limiting the rights the Corporation may have by law, the Board may pass a resolution

to suspend a Member in good faith for:

- i. Fees or any other amount owing to the Corporation that have remained outstanding fifteen (15) days after the issuance of a notice of assessment for payment, in whole or in part, of such fees; and,
 - ii. Such period of time as the Board determines for conduct unbecoming of a Member, or conduct prejudicial to the objects of the Corporation in the sole discretion of the Board.
- b) To ensure that the Members are suspended in good faith, a Member will:
- i. Be provided with at least fifteen (15) days' notice of a disciplinary action with reasons; and,
 - ii. The Member will be provided an opportunity to be heard in a format determined by the Board not less than five (5) days before the disciplinary action becomes effective, by a quorum of the Board.
- c) A suspended member loses all rights of membership including the right to vote at annual meetings of the Members or at a Special Meeting, but continues to be obligated to pay all fees and dues payable to the Corporation

2.8 Revocation of Membership

In addition to the power to suspend Members pursuant to article 2.7, the Board may also revoke the membership of a Member on the same grounds provided for in sub-article 2.7(a)(i) and (ii) so long as the good faith provisions provided for in sub-article 2.7(b)(i) and (ii) are also abided by.

2.9 Appeal of Suspension or Revocation of Membership

Where a Member's membership has been suspended pursuant to article 2.7, or revoked pursuant to article 2.8, a Member may appeal the Board's decision to the Membership of the Corporation at the next scheduled meeting of the Members by providing written notice to the Chair within thirty (30) days of receipt of the written notice of the Board of notice of the disciplinary action contemplated in sub-article 2.7(b)(i). The Member being disciplined will be allotted no more than ten (10) minutes at the prescribed Special Meeting or the next scheduled annual meeting to speak to the Membership so long as the Member in question conducts themselves in a reasonable manner and does not prejudice the objects of the Corporation. The decision of the Board on the disciplinary action will be upheld unless, and until, a Special Resolution of the Members passes in favour of dismissing the Board's decision on the disciplinary action. Any decision of the Membership on an appeal of a disciplinary action pursuant to sub-article 2.7 or 2.8 is final.

Article 3: Meetings of Members

3.1 Location

Meetings of the Members shall be held at the Head Office of the Corporation or at any place in Ontario as the Board may determine from time to time.

3.2 Annual Meetings

The annual meeting of Members shall be held each year at a date determined by the Board from time to time but the annual meeting of the Members will occur no later than fifteen (15) months after the preceding annual meeting of the Members. The Members shall be provided, not less than five (5) business days before the annual meeting, with

- a) a copy of the approved financial statements for the period that began immediately after the end of the last completed financial year and not more than six (6) months before the annual meeting of the Members;
- b) a report on the relevant affairs of the Corporation by the Board;
- c) the auditor's report; and,
- d) any other information respecting the financial position of the Corporation, the results of the Corporation's operations, or required by the By-laws or Articles.

3.3 Special Meetings

- a) Pursuant to the Act, and subject to the notice requirements outlined in article 3.5, the Board may convene a Special Meeting at any date and time as determined by the Board from time to time.
- b) A Special Meeting shall be scheduled by the Board where at least 10% of the Members requisition such Special Meeting in writing for any purpose related to the affairs of the Corporation. The Board shall convene such meeting within twenty-one (21) days of receipt of the Members' requisition.

3.4 Quorum

A quorum for the transaction of business at any Special Meeting or the annual meeting of Members shall consist of not less than forty (40) of those Members, present in person at the meeting, who are entitled to vote at the meeting and who have not had their Membership suspended under article 2.7, or had their Membership revoked under article 2.8.

3.5 Notice

- a) Notice of the time and place of a meeting of Members shall be given to each Director, each Member entitled to receive notice, and to the auditors by sending it by one of the methods set out in article 16.1 addressed to such person at their most recent address as shown on the Corporation's records at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

- b) Notice of a meeting of Members at which Special Business is to be transacted must:
 - (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and,
 - (ii) state the text of any Special Resolution to be submitted to the meeting.

3.6 Omission of Notice

The accidental omission of notice of any meeting or the non-receipt of any notice by any Director, Member or auditor of the Corporation shall not invalidate any resolution passed, or any proceedings taken, at any meeting of the Members.

3.7 New Business

Any Member who wishes to put forward any new business at a meeting of the Members which will require a vote by the Members shall do so by delivering a Notice of Motion to the Secretary no later than the earlier of:

- a) twenty (20) days prior to the date of the meeting of the Members; or,
- b) five (5) days after the date that the Notice of Meeting was sent where reasonably possible in the sole discretion of the Board.

The Secretary shall send the Notice of Motion to the Members in advance of the meeting of the Members, together with any recommendation made by the Board in respect of the Notice of Motion. Every motion or question to be determined by the Members shall be determined pursuant to the procedure outlined in article 3.8.

3.8 Votes

- a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- b) Notwithstanding sub-article 3.8(a), a Member may submit an absentee vote by:
 - i. Completing the prescribed form as determined by the Board from time to time;
 - ii. Signing the ballot;
 - iii. Sealing the ballot in an envelope addressed to the Board; and,
 - iv. Specifying the resolutions in which a vote will be made, and whether the vote will be to approve or dis-approve the stated resolution.

- c) At all meetings of Members, every question shall be determined by a majority of votes cast unless otherwise specifically provided for by the Act or by this By-law.
- d) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands, and in the case of an equality of votes, whether on a show of hands or on a ballot, the motion shall be defeated and the chair of the meeting shall not have a second vote.
- e) Voting shall be undertaken by way of a ballot where:
 - i. An election of the Board is contested;
 - ii. In respect of any matter where the Board, by resolution, directs that the voting be undertaken by way of a ballot;
 - iii. Where a ballot is demanded by any Member where the matter at issue in the motion is a non-procedural issue as determined in the sole discretion of the chair of the meeting;
 - iv. In respect of a vote on a procedural matter, at the direction of the chair of the meeting;
or,
 - v. A ballot is demanded by a Member present at the meeting.
- f) Ballots shall be undertaken by secret written ballot. Ballots may be counted by any two (2) Directors or one (1) Director and one (1) Member of the Corporation. Each ballot shall remain confidential and shall be held by the Secretary for ten (10) days following the termination of the meeting at which time each ballot shall be destroyed by the Secretary and such destruction shall be witnessed by another Director, unless at the meeting in which the ballot vote occurred, the Members approved by Ordinary Resolution for the ballots to be destroyed earlier. A Member may request a recount in respect of a vote on a non-procedural matter, however, any request for a recount shall be made, and the recount shall be undertaken, prior to the conclusion of the meeting.
- g) At any meeting of Members, unless a ballot is demanded, an entry in the minutes of a meeting reflecting that the chair of the meeting declared a resolution carried, carried unanimously or by a particular majority, lost or did not carry by a particular majority shall be proof of said fact in the absence of evidence to the contrary.

3.9 Written Resolution in Lieu of Meeting

Matters that require the approval of the Membership but that are deemed by the chair of the

meeting or the Board not to require consideration by the Membership at a meeting of the Members, or which do not require a Special Resolution or Extraordinary Resolution, may be voted on by circulation to the Membership a written resolution with votes to be cast by electronic mail, facsimile, or personal delivery.

3.10 Validity of a Written Resolution in Lieu of Meeting

Except as provided in the *Act* and this By-law, a written resolution signed by all of the Members entitled to vote on that resolution pursuant to article 3.9 is valid as if it had been passed at a meeting of Members.

3.11 Persons Entitled to be Present

The only persons entitled to attend the Members meeting are the Members, except those Members who have been suspended pursuant to article 2.7, or those Members who have had their membership revoked pursuant to article 2.8, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act*, the Articles or the By-law of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

3.12 Chair of the Meeting

- a) The chair of a meeting of the Members of the Corporation shall be:
 - i. the Chair;
 - ii. the Vice-Chair, if the Chair is absent or is unable to act; or
 - iii. a chair elected by the Members present if the Chair and Vice-Chair are absent or unable to act, or, by the passing of an Ordinary Resolution, the Members vote to elect a chair at the outset of the meeting.
- b) The Secretary shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

3.13 Adjourned Meetings of Members

If within one-half (1/2) hour after the time appointed for a meeting of the Members of the Corporation, the meeting has not commenced because a quorum is not present, or the Members by Ordinary Resolution vote to adjourn the meeting, the meeting shall stand adjourned until a day to be determined by the Board.

3.14 Notice of Adjourned Meetings

If a meeting of Members is adjourned for less than thirty (30) days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with article 3.5.

Article 4: Board of Directors

4.1 Composition of the Board

The Board shall consist of no less than three (3) and no more than fifteen (15) elected Directors, who satisfy the criteria set out in article 4.3, and who are elected by the Members in accordance with article 4.5 or appointed in accordance with article 4.7. The size of the Board shall be fixed by a Special Resolution of the Members at the annual general meeting, unless such power has been delegated to the Board by the Members, which would require a Special Resolution.

4.2 Duties and Responsibilities

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the Act, By-laws or any Special Resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a Special Meeting.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such time and conditions as they may deem advisable.

4.3 Qualifications of Directors

No person shall be qualified for election or appointment as a Director referred to in article 4.1 if they:

- a) are not an individual;
- b) are less than twenty-one (21) years of age;
- c) are a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- d) are a person who has been found to be incapable by any court in Canada or elsewhere;
- e) has the status of a bankrupt;
- f) are not a Member;

- g) are not a resident Canadian;
- h) are an “ineligible individual” as defined in section 149.1(1) of the *Income Tax Act*; or
- i) are an Employee of the Corporation, or an immediate family member of an Employee of the Corporation.

The decision of the Board as to whether or not a Candidate is qualified to stand for election shall be final.

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

- a) If a Director dies;
- b) If a Director resigns;
- c) If the Director becomes disqualified under subsections 4.3(a) to (i) and the Members pass an ordinary resolution approving said disqualification; or,
- d) If at a Special Meeting, an ordinary resolution is passed removing the Director from office.

A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.

Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

4.5 Election and Term

- a) A qualified person under article 4.3 shall be appointed by the Board or a Member as a Candidate. In order to become a valid Director, the Candidate must be elected to the office of a Director by the Members, and consent to act as a Director of the Corporation by executing a consent in the prescribed form as provided for by the Board from time to time.
- b) Directors shall be elected and retire in a rotation that ensures that no more than thirty-three percent (33%) of the Directors on any given Board retire in any one (1) year.
- c) The Directors referred to in article 4.1 shall be elected for a term of up to four (4) years provided that each Director shall hold office until the earlier of the:
 - I. date on which his or her office is vacated pursuant to article 4.4; or,
 - II. the end of the meeting at which his or her successor is elected or appointed.

4.6 Maximum Terms

Current Directors who have completed their first four (4) year term shall be ineligible for election or appointment to the Board until the first (1st) annual meeting of the Members held in the year following the completion of their first (1st) four (4) year term.

4.7 Filling Vacancies

- a) So long as there is a quorum of Directors in office, any vacancy occurring on the Board may be filled by a qualified person, as defined in article 4.3, by a majority vote of the Board to be appointed as a Candidate until the earlier of the:
 - i. Conclusion of the unexpired term; or,
 - ii. Approval of the Candidate's appointment to be a Director by an Ordinary Resolution of the Members at the next scheduled meeting.
- b) A quorum of the Board may, in the sole discretion of the Board, choose to fill a vacancy on the Board at the next annual meeting of the Members if an Ordinary Resolution of the Board is passed to do so.
- c) If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided above.
- d) If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a Special Meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

4.8 First Meeting of the Board of Directors

At the first meeting following an annual meeting of the Members, and or upon a vacancy on the Board, the Board shall elect a Chair, and may elect a Vice-Chair, a Secretary and a Treasurer, and any other such Officers as the Board determines is necessary from time to time, and may make such appointments as are provided by the By-law.

4.9 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of his or her duties.

4.10 Removal of Directors from the Board

- a) The Members may, by Ordinary Resolution at a Special Meeting or an annual meeting of the Members, remove from office any Director or Directors.
- b) A Director is entitled to provide the Corporation a statement giving reasons for:
 - I. Resigning; or,
 - II. For opposing his or her removal as a Director if a meeting is called for the purpose of removing him or her.

Article 5: Meetings of Directors

5.1 Meetings of Directors

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, or the Vice-Chair.

5.2 Regular Meetings

- a) Meetings of the Board of Directors may be convened at any time by:
 - i. the Chair;
 - ii. the Vice-Chair;
 - iii. any two (2) Directors; or,
 - iv. the Secretary, at the direction of any two (2) Directors.
- b) The Board may appoint one (1) or more days for regular meetings of the Board at a place and time determined by the Board. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting. The Secretary of the Corporation shall convene such regular meetings by the notice described in article 5.3.

5.3 Notices

- a) Notice of meetings, other than regular meetings described in article 5.2(b), shall be given to all Directors by mail, electronic mail or facsimile at least forty-eight (48) hours prior to the meeting, excluding Holidays. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

- b) Notice of a meeting of the Board is not necessary if all Directors are present and no one objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.
- c) Any variation from this article that creates an irregularity in providing notice may be waived by the receiving Director and such waiver may be validly given either before or after the Board meeting to which such waiver relates.

5.4 Quorum

A majority of the Directors shall constitute a quorum.

5.5 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual meeting of Members.

5.6 Persons Entitled to be Present

Members and guests may attend meetings of the Board with the unanimous consent of the present Directors. Notwithstanding the above, only Directors shall be permitted to attend in-camera sessions of the Board where confidential or personnel issues are to be discussed. The Board may adopt a policy from time to time with respect of the attendance of the public at meetings of the Board.

5.7 Voting

Each Director present at a meeting of the Board shall be entitled to one (1) vote on each matter. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

5.8 Electronic or Telephonic Meetings

- a) The Directors may meet by such electronic or telephonic means that allow all persons attending the meeting to be able to communicate with each other simultaneously and instantaneously.
- b) A person who, through telephonic or electronic means, attends a meeting of directors is deemed for the purposes of this By-law to be present in person at the meeting and present in Canada.

5.9 Telephonic or Electronic Voting Procedures

Matters that require approval of the Board may be voted on by telephonic or electronic means if such a vote is called for by the Chair. Any Director who fails to vote by any method provided for by the Chair will be deemed to have forfeited his or her right to vote on the issue. The Chair will advise the Directors of the results of any telephonic or electronic vote.

5.10 Notice of Electronic or Telephonic Meetings

- a) A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.
- b) If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting shall include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

5.11 Casting Vote

Notwithstanding article 5.7, in the case of an equality of votes, the Chair shall have a second and deciding vote.

5.12 Written Resolutions in lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

5.13 Adjournment of the Meeting

If within one-half (1/2) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within fourteen (14) days to be determined by the chair of the meeting.

5.14 Notice of Adjourned Meeting

Within twenty-four (24) hours of a determination that a meeting will be adjourned, each Director will be provided with notice of such adjournment.

Article 6: Interest of Directors or Officers in Contracts or Transactions

6.1 Declaration of Conflict of Interest

- a) Any Director or Officer who:
 - i. is a party to a material contract or transaction, or proposed material contract or transaction with the Corporation; or
 - ii. is a director or officer of, or has a material interest in, any person or corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation;

shall disclose to the Corporation the nature and extent of his or her interest at the time

and in the manner provided by the Act.

- b) Except as permitted by the Act, a Director referred to in sub-article 6.1(a) shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- c) For the purposes of sub-article 6.1(a), a general notice to the Directors by a Director declaring that the person is a Director or Officer of, or has a material interest in, a person or corporation, and is to be regarded as interested in any contract or transaction entered into with that person or corporation is sufficient declaration of interest in relation to any contract or transaction so made.
- d) The provisions of this article are in addition to any conflict of interest policy adopted by the Board from time to time.

6.2 Avoidance standards

- a) A contract or transaction for which disclosure is required by article 6.1 or the Act is not void or voidable, and the Director and Officer is not accountable to the Corporation or its Members for any profit or gain realized from the contract or transaction if:
 - i. the disclosure of the interest was made in accordance with this By-law and the Act;
 - ii. the Directors approved the contract or transaction; and,
 - iii. the contract or transaction was reasonable and fair to the Corporation when it was approved.
- b) A Director or Officer acting honestly and in good faith is not accountable to the Corporation or its Members for any profit or gain realized from any such contract or transaction by reason only of their holding the office of Director or Officer and the contract or transaction, if it was reasonable and fair to the Corporation at the time it was approved, is not by reason only of the Director's or Officer's interests therein void or voidable where the contract or transaction is:
 - i. Confirmed or approved by Special Resolution at a meeting of the Members duly called for that purpose; and,
 - ii. The nature and extent of the Director's or Officer's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting.

Article 7: Protection of Officers and Directors

7.1 Standard of Care

Every Director and Officer of the Corporation in exercising his powers and discharging his duties shall, act lawfully, honestly and in good faith with a view to the best interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the regulations, Articles, Bylaw, board policies and any decisions made at a duly called meeting of the Members.

7.2 Directors Liability

Any Director or Officer or committee member of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, Officer, committee member or employee or for any loss, damage or expense happening to the Corporation through any insufficiency or deficiency of title to any property acquired by the Corporation or for any insufficiency or deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or Officer's or committee member's respective office unless such occurrence is as a result of such Director's or Officer's own willful neglect or default.

7.3 Indemnities to Directors and Others

- a) Every Director or Officer or former Director or Officer of the Corporation or an individual who acts or acted at the request of the Corporation as a Director or Officer, or in a similar capacity of another entity, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal or administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- b) The Corporation shall not indemnify an individual under sub-article 7.3(a) unless:
 - i. the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - ii. if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful

7.4 Insurance for Directors and Officers

The Corporation may purchase and maintain insurance for the benefit of current and former directors or officers of the Corporation, against any liability incurred by him in his capacity as a director or officer of the Corporation, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Corporation.

Article 8: Committees

8.1 Committees

The Board may establish committees from time to time. The Board shall determine the duties of such committees.

8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or such further resolutions as adopted by the Board.

8.3 Committee Members

Unless otherwise provided by By-law or by Board resolution, the Board shall appoint the members of committees, the chair of each committee and, if desirable, the vice-chair thereof. The members and the chair and vice-chair of a committee will hold their office at the pleasure of the Board. Unless otherwise provided, the Chair shall be an *Ex Officio* member of all committees but shall be permitted to delegate their position on any committee to any other Director. The Board may appoint members to any committee who are not Members.

8.4 Procedures at Committee Meetings

Procedures at, and quorum for, committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations or policy from time to time.

Article 9: Officers

9.1 Officers

- a) The Officers of the Corporation shall include a Chair and a Principal, and may include a:
 - I. Vice-Chair;
 - II. Treasurer; and,

III. Secretary.

In lieu of a Secretary and Treasurer, a Secretary-Treasurer may be appointed.

- b) The Board may appoint such other Officers as the Board may by resolution determine are necessary from time to time. The Officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. Subject to the *Act*, the Board may specify the duties of Officers and delegate to them powers to manage the activities and affairs of the Corporation. A Person may hold more than one (1) office except that the Chair cannot be the same Person as the Vice-Chair or the Principal, the Vice-Chair cannot be the same Person as the Chair or the Principal, and the Principal cannot be the same Person as the Chair or Vice-Chair.

9.2 Removal of Officers

All Officers shall be subject to removal by resolution of the Board at any time with or without cause.

9.3 Terms of Office

Unless otherwise provided for in this By-law, the Officers appointed by the Board shall hold office at the pleasure of the Board.

9.4 Agents and Attorneys

The Directors of the Corporation shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

Article 10: Duties of Officers

10.1 Chair

The Chair shall perform such duties as the Board may prescribe from time to time.

10.2 Principal

The Principal shall perform such duties as the Board may prescribe from time to time.

10.3 Auditor

An auditor shall be appointed by resolution of the Members at the annual meeting of the Members and they shall hold office until the next annual meeting or until their successor is appointed, unless

previously removed by resolution of the Board.

Article 11: Organization and Financial

11.1 Execution of Documents

- a) Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or Vice-Chair together with any other Director, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- b) Contracts executed in the ordinary course of the Corporation's operations as determined by the Board may be entered into on behalf of the Corporation by any Person authorized by the Board to do so.

11.2 Other Signing Officers

In addition to the provisions of article 11.1, the Board may from time to time by resolution direct the manner in which, and the Person or Persons by whom, any particular instrument or class of instruments or document may or shall be signed.

11.3 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or Corporation carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on the Corporation's behalf to facilitate such banking business.

11.4 Financial Year

Unless otherwise determined by the Members, the fiscal year end of the Corporation shall be the thirty-first (31st) day of August in each year.

11.5 Appointment of Auditor

- a) The Members entitled to vote shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors shall immediately fill a vacancy in the office of auditor in accordance with the *Act*. The remuneration of the auditor shall be fixed by the Board at the annual meeting of the Members.
- b) If the Corporation receives a revenue of more than one-hundred-thousand dollars (\$100,000.00) but less than five-hundred-thousand dollars (\$500,000.00), the Members can waive the requirement to have an audit of the Corporations accounts by passing an Extraordinary Resolution.

11.6 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the *Act*, but subject to the Articles, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- a) borrow money on the credit of the Corporation;
- b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- c) to the extent permitted by the *Act*, give directly or indirectly financial assistance to any Person by means of a loan, a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any Person or otherwise; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this article limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

11.7 Investments

Subject to the Articles or any limitations accompanying a gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

11.8 Dissolution

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more registered Canadian charities, the objects of which are similar to the objects of the Corporation or any successor thereto.

11.9 Restrictions on Power of the Directors

Notwithstanding the foregoing, the Board shall be required to obtain the approval of the Membership as prescribed in this By-law and the Act with respect to:

- a) the acquisition and sale of real property which shall require a Special Resolution of the Members;
- b) The acquisition or conveyance of public access rights over the Corporation's lands which shall require a Special Resolution of the Members;
- c) The acquisition or conveyance of easements, rights of way or other similar real property interests to or from any third party which shall require a Special Resolution of the Members;
- d) Granting mortgages or other security against the real or personal property of the Corporation which shall require a Special Resolution of the Members;
- e) Approval of expenditures in excess of twenty-five percent (25%) of the annual budget, where such expenditures have not been approved in principle by the annual budget;
- f) Approval of major changes in educational policy;
- g) Approval of major changes in administrative policy; and,
- h) Approval of the annual budget, which shall require an Ordinary Resolution of the Members.

Article 12: Books and Records

12.1 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept, including:

- a) the Articles and By-laws, and amendments to them;
- b) the minutes of meetings of the Members and of any committee of Members;
- c) the resolutions of the Members and of any committee of Members;

- d) the minutes of meetings of the Directors and of any committee of Directors;
- e) the resolutions of the Directors and of any committee of Directors;
- f) a register of Directors;
- g) a register of Officers;
- h) a register of Members;
- i) accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis; and
- j) a register of ownership interests in land.

Article 13: Confidentiality

13.1 Confidentiality

Every Director, Officer, member of the staff, member of a committee of the Board, Employee and agent of the Corporation shall respect the confidentiality of all matters:

- a) brought before the Board;
- b) brought before any committee; or,
- c) dealt with in the course of a Member's connection with the Corporation.

13.2 Board Spokesperson

Normally the Chair shall act as spokesperson for the Board. The Board may, from time to time, give authority to one or more Directors, Officers or Employees of the Corporation to make statements to the news media or public about matters brought before the Board.

Article 14: Matters Required by Applicable Legislation

14.1 Required Committees and Programs

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to applicable legislation.

Article 15: Policies and Procedures

15.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or of any committee, which have not been provided for in this By-law or by the Act or regulations thereunder, or the Policies adopted from time to time by the Board, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

15.2 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the Directors and Officers, provided however that any such Policy shall be consistent with the provision of this By-law and the Act.

Article 16: Notices

16.1 Notice

Whenever under the provisions of the By-laws of the Corporation notice is required to be given, unless otherwise provided, such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic transmission addressed to the Director, Officer, member of a committee, Member or auditor at the postal address, the facsimile number or electronic transmission address, as the case may be, as the same appears on the books of the Corporation.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of facsimile transmission or electronic transmission shall be deemed to have been given when transmitted.

A declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice except where such declaration is not in accordance with the Act.

The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by him or her to be reliable.

16.2 Computation of Time

Except as otherwise determined in this By-law, in computing the date or time when notice must be

given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall expire at midnight of the last day of the notice period except if the last day is a Holiday, the period shall terminate at midnight of the next day that is not a Holiday.

16.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, Officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

16.4 Waiver of Notice

Any Member, Director, Officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the Act or the Articles or the By-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

Article 17: Amendment of By-laws

17.1 Amendment

- a) Subject to applicable legislation and the Act, the provisions of the By-laws of the Corporation may be repealed or amended by a by-law enacted by a Special Resolution of the Directors at a meeting of the Board and sanctioned by at least an Ordinary Resolution of the Members at a meeting duly called for the purpose of considering the said by-law where such amendment does not address a Fundamental Change.
- b) Where the repeal or amendment of a By-law is a Fundamental Change, such repeal or amendment shall be enacted by a Special Resolution of the Directors at a meeting of the Board and sanctioned by at least a Special Resolution of the Members at a meeting duly called for the purpose of considering the said by-law.

17.2 Effect of Amendment

Subject to the Act, including Section 103 thereof, and to article 17.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

- a) from the time the motion was passed, or,

b) from such future time as may be specified in the motion.

17.3 Member Approval


A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting of the Members or at a Special Meeting called for that purpose.

The Members entitled to vote at the annual meeting or at a Special Meeting may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

The foregoing by-law was approved by the Board on the 25th day of March, 2024

and confirmed by the Members on the 23rd day of May, 2024.



Chair



Secretary