

THE OTTAWA JEWISH COMMUNITY SCHOOL

GENERAL OPERATING BY-LAW NO. 1

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A By-law relating generally to the conduct of the affairs of

THE OTTAWA JEWISH COMMUNITY SCHOOL
(the “Corporation”)

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SECTION I **INTERPRETATION**

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Articles” means articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent or supplementary letters patent of the Corporation.
- (b) “Act” means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
- (c) “Board” means the Board of Directors of the Corporation.
- (d) “By-laws” means 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) “Chair” means the chair of the Board;
- (f) “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called.
- (g) “Good Standing” means not being in default of payment of any fees for enrolment of any child or children in any program or programs offered by the School; provided that, if a Parent applies to the Board for relief from or delay of the payment of required fees either before or after going into default, and the Board in its absolute and sole discretion grants such application on such terms and conditions as it sees fit, such Parent shall be deemed to be in Good Standing for the purposes of this By-Law.
- (h) “Member” means a Member of the Corporation and “Members” or “Membership” means the collective Membership of the Corporation.
- (i) “Officer” means an officer of the Corporation.

- (j) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.03 of this by-law.
- (k) “Ordinary Resolution” means a motion or resolution passed by a majority of the votes cast by persons entitled to vote (including those represented by proxy, where applicable) at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires.
- (l) “Parent” shall mean, individually or collectively, the parent or parents of a child or children enrolled at the School who is:
 - A. the natural parent or adoptive parent of the child or children;
 - B. in the event of the death of one or more natural or adoptive parents, the Court appointed legal guardian or guardians of the child or children, up to a maximum of two persons; and
 - C. in the event of the separation and/or divorce of the natural parents or adoptive parents of the child or children, and failing application for membership by a natural or adoptive parent, an in loco parentis parent, or further Court approved adoptive parent, having actual legal right and entitlement to be a guardian of the child or children but, only with or upon the consent of one natural parent and the consent or acquiescence of the other natural parent, up to a maximum of two (2) persons.
- (m) “Parent Member” shall have the meaning ascribed thereto in Section 4.01;
- (n) “Proposal” means a proposal submitted by a Member of the Corporation.
- (o) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (p) “School” means the facilities and educational and/or religious programs operated by the Corporation.
- (q) “Special Resolution” means a motion or resolution passed by a majority of not less than two thirds (2/3) of the votes cast by persons entitled to vote (including those represented by proxy, where applicable) at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” shall [mean][include] an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative;
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail [to the extent of such inconsistency?].

SECTION II GENERAL

2.01 Registered Office

The registered office of the Corporation shall be situated in the City of Ottawa, in the Province of Ontario.

2.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2.03 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of Committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III FINANCIAL AND OTHER MATTERS

3.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 30th of June in each year.

3.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

3.03 Auditor and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of an auditor or a person to conduct a review engagement and level of financial review required by the Act.

3.04 Presentation of Annual Financial Statements to Members

The Corporation shall send copies of the financial statements and any other documents required by the Act to all Members who have informed the Corporation that they wish to receive a copy of those documents not less than twenty-one (21) days before each annual meeting of the Members.

3.05 Borrowing

Subject to the limitations set out in the Act, the Articles of the Corporation, and this By-law, the Board may:

- (a) borrow money on the credit of the Corporation;

- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Corporation.

SECTION IV
MEMBERS

4.01 Classes and Conditions of Membership

There shall be one (1) class of Members in the Corporation as follows:

- (a) anyone who is a Director of the Corporation, if not already a Member; and
- (b) a Parent of a child or children enrolled in the School's full-time educational program and who is in Good Standing ("Parent Member"). For purposes of clarification, a Parent of a child or children enrolled in any other courses or programs that is not a full time educational program offered by the School are not, by such fact alone, considered a Parent Member (notwithstanding any payment of fees related thereto).

4.02 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members. Membership in the Corporation is not transferable.

4.03 Membership Fees

There shall be no Membership fees or dues unless otherwise directed by the Board.

4.04 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for Membership set out in section 4.01; or
- (c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective at the time the resignation is received by the President or at the time specified in the resignation, whichever is later.

Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a Committee Member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or Committee Member if the Board deems it appropriate in the circumstances.

SECTION V MEETINGS OF MEMBERS

5.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.

5.02 Annual Meetings

An annual meeting of the Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

5.03 Place of Meetings

Meetings of Members shall be held at the registered office of the Corporation or at any place within Ontario as the Board may determine.

5.04 Special Meetings

The Board may at any time call a special meeting of the Members. In addition, the Board shall convene a special meeting on written requisition of the Members of the Corporation who hold at least ten percent (10%) of votes that may be cast at a meeting for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the receipt of the requisition.

5.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, is special business except the following:

- (a) consideration of the financial statements, and the audit or review engagement report, if any;
- (b) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (c) the election of Directors; and
- (d) the re-appointment of the incumbent auditor or person appointed to conduct a review engagement.

5.06 Notice

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to receive notice of the meeting, each Director, and the auditor or person appointed to conduct a review engagement of the Corporation, not less than ten (10) and not more than fifty (50) days before any annual or special Members' meeting. Notice shall be given in accordance with the manner provided in section 10.01 of this By-law.

Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and state the text of any Special Resolution or By-law to be submitted to the meeting.

5.07 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the Officers, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act, the Articles, or the Bylaws to be present at the meeting. Any other person may be admitted only on the invitation, or with the consent, of the chair of the meeting or by Ordinary Resolution of the Members.

5.09 Meetings Held by Telephonic or Electronic Means

A meeting of Members may be held by telephonic or electronic means as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes such means available. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held entirely by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic or electronic means provided that the votes may be verified as having been made by Members entitled to vote.

5.10 Chair of the Meeting

The President shall be the chair of the Members' meeting. If the President is absent or unable to act, then a Vice-President shall chair the Members' meeting. If the President and the Vice-President are absent or unable to act then the Members present shall appoint by Ordinary Resolution another Director as chair.

5.11 Quorum

The quorum for the Members' meeting shall be at least 10 Members entitled to vote in attendance at the meeting, whether present in person or by proxy. If a quorum is not present at the opening of a Members' meeting, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

5.12 Votes to Govern

All Members shall be entitled to one (1) vote on each question put to the Members at any meeting of Members. Unless otherwise required by the provisions of the Act or this By-law, all questions proposed for consideration at a meeting of Members shall be determined by Ordinary Resolution of the votes cast in person. In the case of equality of votes, the chair of the Members' meeting, in addition to his original vote, shall have a second or casting vote.

5.13 Voting Procedure

At all Members' meetings, every question shall be decided by a show of hands, unless a ballot on the question is required by the chair of the meeting or requested by any Member. A Member may demand a ballot either before or after any vote.

Whenever a vote by a show of hands has been taken upon a question, a declaration by the chair that a Resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a ballot is conducted.

5.14 Secret Ballot

If, at any Members' meeting, a secret ballot is requested, it shall be taken in the manner as the chair of the Members' meeting directs. The result of a secret ballot shall be deemed to be the Resolution of the meeting at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking. If secret ballots are utilized at any meeting, such secret ballots are to be destroyed following the completion of the meeting.

5.15 Voting Rights and Proxies

Votes at Members' meetings may be given either personally or by proxy, provided that the proxy appointed is either the Secretary or the President, or alternatively a Member who represents no more than one other Member at such meeting by proxy. At every meeting at which a Member is entitled to vote, every Member and/or Person present or appointed by proxy to represent a Member shall have one (1) vote for each Member present or represented by proxy. A proxy shall be executed by the Member or the Member's attorney authorized in writing.

The Board may from time to time make rules regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned Members' meeting is to be held and to determine particulars of such proxies being cabled, telegraphed or sent by facsimile, e-mail or other electronic means, or in writing before the meeting of Members or adjourned meeting to the Corporation. The chair of Members' meetings may, subject to any rules made as aforesaid, in the discretion of the chair of Members' meetings, accept telegraphic, cable, facsimile, e-mail or other electronic means, or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy form as stated above conferring such authority has been lodged with the Corporation, and any votes given in accordance with such communication accepted by the chair of Members' meetings shall be valid and shall be counted.

5.16 Resolution in Lieu of Meeting

Any resolution signed by all the Members is as valid and effective as if passed at a Members' meeting duly called, constituted and held for the purpose.

5.17 Adjournments

Subject to other provisions of this By-law, any Members' meeting may be adjourned to any time and from time to time by the chair of Members' meetings with the consent of the meeting and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place in accordance with the notice calling the same, provided that no notice of such adjournment need to be given to the Members.

SECTION VI DIRECTORS

6.01 Number of Directors

- (a) The affairs of the Corporation shall be managed by the Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the By-Laws or by the Act expressly directed or required to be done in some other manner.
- (b) The Board shall consist of a minimum of eight (8) and a maximum of fifteen (15) Directors. The Board shall be comprised of the immediate Past-President of the Corporation and all remaining Directors who shall be elected pursuant to section 6.03 (individually an "Elected Director and collectively the "Elected Directors") of which the objective is that a minimum of one-half (1/2) of such Elected Directors shall not be qualified Parent Members of the Corporation.

6.02 Qualifications

- (a) Each Director shall be an individual who is not less than eighteen (18) years of age.
- (b) No person who has been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property, who has

been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt shall be a Director.

6.03 Election of Directors and Term

- (a) Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The Board shall establish a Governance Committee, the details of which shall be set forth in the Operating Policies. The Governance Committee may present a proposed slate of election of Directors to the Members and such proposed slate will be prepared in accordance with the requirement of this By-Law and the Operating Policies.
- (c) At each annual meeting of the Members for the election of new Elected Directors, Elected Directors shall be appointed by the Members from among those nominated in accordance with the provisions of Section 6.03(b), to:
 - (i) fill the positions of those Elected Directors whose terms of office have expired and each such Elected Director so appointed shall hold office for, a term of two (2) years;
 - (ii) fill the positions of any Elected Director whose office has been vacated prior to the expiration of his or her term and which office has not been filled by appointment pursuant to the provisions of Section 6.07, and each such Elected Director so appointed shall hold office only for the unexpired term of the office of the Elected Director whose place he or she was appointed to take; and
 - (iii) appoint additional Directors, as required, and each such Director so appointed shall hold office for such term of not more than two (2) years as the Board of Directors shall determine in order to maintain substantially equal rotations.
- (d) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (e) Directors may not serve for more than six (6) consecutive years (ignoring in such calculation any period served under Section 6.06 (c)(iii) unless by and commencing on the end of the six (6) years they are appointed President or Vice-President of the Corporation in which case the Director so appointed as Vice-President, President and Past-President as applicable may serve for an additional two (2) years in each such position as Vice-President, President and Past-President respectively. Directors in office for 5 (five) or more years at the time this By-law is passed may

serve for an additional period of up to two (2) years notwithstanding the six (6) year time limit provided for in this sub-paragraph.

- (f) A Director who has served the maximum term allowed in subparagraph (e) may not be re-elected to the Board until after a 2 (two) year gap in service.

6.04 Written Consent to Act as a Director

- (a) An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless the individual consents in writing to hold office as a Director before or within 10 days after the election or appointment.
- (b) Despite paragraph (a), if an individual elected or appointed consents in writing after the period mentioned in that subsection, the election or appointment is valid.
- (c) Despite paragraph (a), the requirement for written consent does not apply to a director who is re-elected or reappointed where there is no break in his or her term of office.

6.05 Ceasing to Hold Office

The office of a Director shall automatically be vacated:

- (a) if the Director dies;
- (b) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (c) if the Director no longer fulfils all of the qualifications to be a Director set out in section 6.02, as determined in the sole discretion of the Board;
- (d) if the Director fails to attend three (3) consecutive regularly scheduled Board meetings or four (4) regularly scheduled Board meetings between any two annual meetings of the Members, except for health reasons and such other extraordinary reasons which have been communicated to and approved by the Board;
- (e) if the Director is determined to have committed a breach of confidentiality, under the terms of section 6.12; or
- (f) if, at a special meeting of Members of the Corporation called for that purpose, the Members determine by an Ordinary Resolution that a Director be removed from office provided that the Director is first given an opportunity to give the Corporation a statement giving reasons for opposing his or her removal as a Director.

Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as a Member, an Officer and/or a Committee Member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or Committee Member if the Board deems it appropriate in the circumstances.

6.06 Filling Vacancies

A vacancy resulting from a Director ceasing to be Director for whatever reason may be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors then in office shall call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors then in office, the meeting may be called by any Member.

A Director appointed or elected to fill a vacancy holds office until the next Members' meeting.

6.07 Executive Committee

Subject to the Act, the Board may appoint from their number a Managing Director or a Committee of Directors (which may be referred to as an executive Committee) and delegate to the Managing Director or Committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to the Act. Unless otherwise determined by the Board such a Committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

6.08 Committees

The Board may from time to time appoint or terminate any Committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any Committee Member may be removed by the Board. A Committee shall have the power to elect its chair and to otherwise regulate its procedure.

6.09 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of

Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

6.10 Remuneration of Directors

Directors shall serve 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 in performing his or her duties. A Director may receive compensation for services provided to the Corporation in another capacity.

6.11 Remuneration of Officers, Agents, Employees

The Directors of the Corporation may fix the reasonable remuneration of the Officers, Committee Members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. Any Officer, Committee Member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, Committee Member or employee, subject to any policy in this regard that may be adopted by the Board from time to time subject to approval two of the Head of School, the President or Treasurer.

6.12 Confidentiality

Every Director, Officer, Committee Member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any Committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

SECTION VII MEETINGS OF DIRECTORS

7.01 Calling of Meetings

Meetings of the Directors may be called by the President, Vice-President, Chair of the Governance Committee or the Secretary or any two Directors at any time on notice as required by this By-law.

7.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

7.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10.01 of this By-law to every Director of the Corporation

before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. A Board of Directors meeting may be held without notice immediately before or following the annual meeting of Members.

A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with one of the following board powers:

- (a) To submit to the Members any question or matter requiring the approval of the Members;
- (b) To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation;
- (c) To appoint additional Directors;
- (d) To issue debt obligations except as previously authorized by the Directors;
- (e) To approve any financial statements;
- (f) To adopt, amend or repeal by-laws; or
- (g) To establish contributions to be made, or dues to be paid, by Members,

in which case the notice must specify that matter.

7.04 Regular Meetings

Provided that meetings take place no less than once per year, the Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

7.05 Chair

The chair of all Board meetings shall be the President. If the President is absent or unable to act, then the Vice-President shall be the chair. If the President and the Vice-President are absent or unable to act, then a Director appointed by the Board by Ordinary Resolution shall be the chair.

7.06 Participation at Meeting by Telephone or Electronic Means

A Director may participate in a meeting of the Directors or of a Committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

7.07 Quorum

Subject to the Articles, a majority of the number of Directors constitutes a quorum at any meeting of the Board, provided that a quorum shall be a majority of the number of Directors then in office. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

7.08 No Alternate Directors

No person shall act for an absent Director at a meeting of Directors.

7.09 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not vote except to break a tie.

7.10 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director's dissent is entered in the minutes of the meeting; or
- (b) the Director requests that his or her dissent be entered in the minutes of the meeting; or
- (c) the Director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the Director submits his or her dissent immediately after the meeting is terminated to the Corporation;

provided that a Director who votes for or consents to a resolution may not dissent.

7.11 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes his or her dissent to be placed with the minutes of the meeting; or
- (b) submits his or her dissent to the Corporation.

7.12 Voting Procedures

At all meetings of the Board, every question shall be decided by a show of hands unless a secret ballot on the question is required by the chair of Board Meetings or requested by any Director. A declaration by the chair of Board Meetings that a Resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the Resolution.

7.13 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting or committee of Directors, shall be as valid as if it had been passed at a Board meeting or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

SECTION VIII OFFICERS

8.01 Appointment

The Board shall appoint from among the Directors a President and may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person, except the offices of President and Vice-President.

8.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated

therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-President** - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members and Committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of Committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** - If appointed, the Treasurer shall be responsible for the oversight of the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

8.03 Term of Office

Any Officer shall cease to hold office upon resolution of the Board. Officers shall hold their position for a period of two (2) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

8.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;

- (c) the Board of Directors adopts an Ordinary Resolution to remove an Officer for any reason at a Board meeting duly called for that purpose, provided that such Officer is first offered an opportunity to be heard;
- (d) if an Officer becomes prohibited from being an Officer by reason of any order made under the Act;
- (e) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (f) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

8.05 Head of School

The Head of School is a participant and an observer at the Board and entitled to attend all meetings thereof. The Head of School shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the Head of School the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Head of School shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation.

SECTION IX PROTECTION AND INDEMNITY

9.01 Protection of Directors, Officers and Others

Except as otherwise provided in the Act, no Director, Officer, Member, Committee Member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Member, Committee Member, employee or volunteer of the Corporation or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities or effects of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person (with "person" in this section to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication 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 whatever which may happen in the execution of the duties of the Director's, Officer's, Member's, Committee Member's, employee's or volunteer's respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default.

9.02 Indemnity to Directors, Officers and Others

Every Director, Officer, Member, Committee Member, employee and volunteer of the Corporation, and his/her/its heirs, executors and administrators, and estate and effects, respectively, who has undertaken or is about to undertake any liability on behalf of the Corporation, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against the following:

- (a) all costs, charges and expenses whatsoever that such Director, Officer, Member, Committee Member, employee and volunteer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer, Member, Committee Member, employee and volunteer for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability except such costs, charges and expenses as are occasioned by their own wilful neglect or default; and
- (b) all other costs, charges and expenses that the Director, Officer, Member, Committee Member, employee and volunteer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

9.03 Indemnity to Others

The Corporation may also indemnify such other persons in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-law to the extent permitted by the Act or the law.

9.04 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section, provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of Directors and officers liability insurance.

SECTION X
NOTICES

10.01 Method of Giving Notices

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Undelivered Notices

Notwithstanding Section 10.01, if any notice given to a Member is returned on three (3) consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

10.03 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.05 Waiver of Notice

Any Member, proxy holder, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XI
AMENDMENT OF ARTICLES AND BY-LAWS

11.01 Amendment of Articles

Notwithstanding the Act, the Articles of the Corporation may only be amended by a Special Resolution of the Board at a meeting called for that purpose and sanctioned by a Special Resolution of the Members at a meeting of Members duly called for the purpose of considering the said amendment, provided that notice of such Members meeting shall be given at least thirty (30) days prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

11.02 Amendment of By-laws

The By-laws of the Corporation not embodied in the Articles may be repealed or amended by By-law and enacted by a Special Resolution of the Board at a meeting called for that purpose and sanctioned by a Special Resolution of the Members at a meeting of Members duly called for the purpose of considering the said By-law. Except as otherwise provided, a By-law or an amendment to a By-law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion. 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 Members or to a special general meeting of Members of the Corporation called for that purpose, provided that notice of such Members' meeting shall be given at least thirty (30) days prior to such Membership meeting and provided further that the notice shall state the proposed amendment and the purpose thereof. The Members at the annual meeting or special general 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 thereupon takes effect as amended. Any rejection, amendment or refusal to approve the By-law or part of the By-law made in accordance with this section shall not invalidate any act done or right acquired under any such By-law prior to its rejection, amendment or refusal to approval.

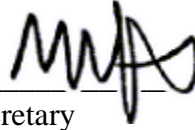
11.03 Repeal of Previous By-law

Upon the enactment of this By-law, all previous By-laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles obtained pursuant to any such By-law prior to its repeal. All Directors, Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members and of the Directors with continuing effect passed under any repealed By-law shall continue as good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED by the Directors of the Corporation this 12th day of June, 2023, under the seal of the Corporation




President



Secretary

CONFIRMED by a Special Resolution of Members this 12th day of June, 2023.



Secretary