

**BYLAW No. 1**  
**OF**  
**TORONTO DISTRICT**  
**CHRISTIAN HIGH SCHOOL**  
[Consolidated]

WHEREAS:

1. The Corporation has an operating bylaw no. 1 relating generally to the transaction of the affairs of the Corporation;
2. The members and directors of the Corporation have agreed to and passed certain amendments thereto; and
3. The Corporation wishes to set out in a consolidated form, Bylaw no. 1 inclusive of all amendments that have been approved and passed by the directors and the members of the Corporation;

NOW THEREFORE BE IT ENACTED as the consolidated version of bylaw no. 1 of **Toronto District Christian High School** as follows:

SECTION ONE

**INTERPRETATION**

**Definitions**    **1.01** In this bylaw and all other bylaws and special resolutions of the Corporation, unless the context otherwise requires:

“Act” means the **Corporations Act** (Ontario) and any Act that may be substituted therefore, as from time to time amended;

“Board” means the Board of Directors of the Corporation;

”Bylaws” means this bylaw and all other bylaws of the Corporation from time to time in force and effect;

“Corporation” means Toronto District Christian High School;

“Letters Patent” means the Letters Patent of the Corporation dated August 4, 1964, as from time to time supplemented;

“Non-business day” means Saturday, Sunday and any other day that is a holiday as defined in the **Interpretation Act** (Ontario);

“Meeting of members” includes an annual or other general meeting of members and a special meeting of members;

“Recorded address” means, in the case of a member, the member’s address as recorded in the register of members and, in the case of a director, officer, auditor or member of a committee of the Board, his or her address as recorded in the records of the Corporation;

“Signing officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 9.03 or 9.05 of this bylaw or by a resolution passed pursuant thereto;

“TDCH” means Toronto District Christian High School operated by the Corporation in Woodbridge, Ontario;

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and

Wordings importing the singular number include the plural and vice versa; words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations; and the masculine shall include the feminine and the neuter.

## SECTION TWO

### GENERAL PROVISIONS

- Head Office** 2.01 Until changed in accordance with the Act, the head office of the Corporation shall be at 377 Woodbridge Avenue, Woodbridge, Ontario L4L 2V7.
- Corporate Seal** 2.02 Until changed by resolution of the Board, the corporate seal of the Corporation shall be in the form impressed hereon.

## SECTION THREE

### CHAPTERS

- Local Chapters** 3.01 The members of the Corporation may participate in local chapters which shall be formed subject to the prior approval of the Board. The Board shall authorize the formation of such chapters to coincide with local supporting church congregations or a group of such church congregations and by the designation of geographical areas. Subject to the approval of the members of the Corporation, the Board may revoke, alter, vary or amalgamate a chapter or chapters.
- Chapter Board** 3.02 A chapter may organize itself as it sees fit and may adopt its own practices for the conduct of its business, provided such practices are not inconsistent with the Letters Patent, bylaws, and policies of the Corporation.
- Chapter Duties** 3.03 Every chapter shall, inter alia, perform the following duties:  
(a) promote the basis and purpose of the Corporation as set forth in its Letters Patent;

- (b) collect membership fees and donations, and transfer the same to the Corporation; and
- (c) help its members in providing financial and transportation assistance, when warranted to do so, to enable the children of its members to attend at TDCH.

**Chapter Finance Representative** **3.04** Each chapter shall appoint one of its members to represent the chapter to the Board of the Corporation in the area of finance. This representative must be a member of the Corporation.

## SECTION FOUR

### DIRECTORS

**Number of Directors and Quorum** **4.01** Until changed in accordance with the Act, the Board shall consist of not less than seven (7) and not more than eleven (11) directors, of whom a simple majority will constitute a quorum for the transaction of business, i.e., 4 out of 7, 5 out of 8 or 9, or 6 out of 10 or 11 directors.

**Qualification** **4.02** No person shall be qualified for election or appointment as a director if that person is an undischarged bankrupt; mentally incompetent or incapable of managing his or her affairs; under the age of 18 years; or an employee of the Corporation. A director shall be a member of the Corporation throughout the term of office. A person shall automatically cease to be a director if he or she ceases to be a member in good standing of the Corporation.

**Consent** **4.03** No election or appointment of a person as a director shall be effective unless that person (a) consents in writing to act as a director before being elected or appointed or within ten (10) days thereafter; or (b) was present at the meeting when elected or appointed and did not refuse at that meeting to act as a director.

**Election and Term** **4.04** At each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office for a term of three years or until the third annual meeting after his or her election, whichever first occurs. Directors, if qualified, shall be eligible for re-election, provided no director shall serve for more than six (6) years consecutively. The election shall be by ballot. If an election of directors is not held at the proper time, the directors shall continue in office until their successors are elected. Directors serving at the time of a change to the bylaw concerning length of term will complete their term as defined by the bylaw in force at their election.

**Nomination of Directors** **4.05** Prior to the election of directors, the Board shall nominate, either as a whole or by means of an appointed committee of at least three directors, one or more candidates for each vacancy and shall obtain the prior consent from the nominee to stand for election. The Board shall then submit these

nominations to the membership. In making such nominations, the Board shall seek as far as possible to provide for balanced representation of all its support communities. Members may also submit nominations to the Board for endorsement up to 60 days before the membership meeting. Such endorsement shall not be unreasonably withheld.

**Removal of Directors**

**4.06** The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast thereon at a meeting of members called for that purpose, remove any director before the expiration of his or her term of office and may by a majority of votes cast at such a meeting elect any other person to complete the remainder of that director's term.

**Vacation of Office**

**4.07** The office of a director shall be vacated upon the occurrence of any of the following events: (a) if the director ceases to be a member in good standing of the Corporation; (b) if a receiving order is made against the director or if he or she makes an assignment under the Bankruptcy Act; (c) if an order is made declaring the director to be a mentally incompetent person or incapable of managing his or her affairs; (d) if the director shall be removed from office by resolution of the members as provided in section 4.06; (e) if by notice in writing to the Corporation the director resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or (f) if the director becomes an employee of the Corporation.

**Vacancies**

**4.08** If a vacancy shall occur in the Board, the remaining directors, if constituting a quorum, may appoint a qualified person to fill the vacancy for the remainder of the term. In the absence of a quorum, the remaining directors shall forthwith call a meeting of members to fill the vacancy. If the number of directors is increased, a vacancy or vacancies on the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

**Duties of the Board**

**4.09** The Board shall manage or supervise the management of the affairs of the Corporation. The powers of the Board may be exercised by a meeting at which a quorum of directors is present or by bylaw or resolution consented to in accordance with the Act by the signatures of all the directors then in office. Where there is a vacancy or vacancies in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

Without in any way limiting the generality of the foregoing, the directors are charged with the following specific duties:

- (a) determine school policies in harmony with the basis and purpose of the Corporation as determined by its Letters Patent and bylaws;
- (b) ensure that a curriculum is set for TDCH which meets or exceeds the requirements set forth by the Ministry of Education (Ontario) so long as these do not conflict with the basis and purpose of the Corporation;

- (c) engage a principal and teaching staff who are qualified to carry out the educational program and policies of the Corporation;
- (d) devise ways and means for obtaining the necessary funds for operating TDCH and determine how these funds shall be distributed;
- (e) propagate the cause of Christian secondary education in the district by means of public meetings, promotional literature, and other means of publicity, and promote this cause in general through the Ontario Alliance of Christian Schools;
- (f) appoint the members of the standing committees annually, and such other committees as the Board may deem necessary, and designate the chairperson of these committees, who shall also be a director.

**Place of Meetings**            **4.10** Meetings of the Board shall be held at the head office of the Corporation or, if the Board so determines, at any place elsewhere in Ontario.

**Calling of Meetings**        **4.11** Meetings of the Board shall be held from time to time at such place (subject to section 4.10) at such time and on such day as the Board, the president, the vice-president, or any two directors may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in Section Twelve to each director (a) not less than seventy-two (72) hours before the time when the meeting is to be held if the notice is mailed, or (b) not less than twenty-four (24) hours before the time when the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication; provided that no notice of a meeting shall be necessary if all the directors in office are present or if those absent waive notice of or otherwise consent to such meeting being held.

**No Notice Required in Certain Cases**            **4.12** No formal notice of any meeting of the Board is required if all the directors are present or if those absent have signified their consent to the meeting being held in their absence, or of a meeting held pursuant to Section 4.13. Provided a quorum of directors is present, the Board may also, without notice, hold a meeting immediately following the meeting of members at which directors were elected.

**Regular Meetings**            **4.13** The Board shall meet at least once each month while the school is in session. The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given or sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

**Order of Procedure of Meeting**            **4.14** The following order of procedure shall be adhered to at all Board meetings:

- a. Prayer and Scripture reading
- b. Roll Call
- c. Reading of the minutes of the previous meeting
- d. Consideration of unfinished business
- e. Reading of papers and correspondence

- f. Report of the Treasurer
- g. Report of the Principal
- h. Reports of the standing committees
- i. Reports of the special committees
- j. Consideration of new business
- k. Adjournment and closing prayer

**Chairman** 4.15 The president or, in his or her absence, the vice-president, shall chair any meeting of the Board. If no such officer is present, the directors present shall choose one of their number to be chairperson.

**Votes to Govern** 4.16 At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote. All votes at all meetings of the Board shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by a show of hands. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**Conflict of Interest** 4.17 A director shall not be disqualified by reason of his or her office from contracting with the Corporation. Subject to the provisions of the Act, a director shall not by reason only of his or her office be accountable to the Corporation or to its members for any profit or gain realized from such a contract or transaction in which that director has an interest, and such contract or transaction shall not be voidable by reason only of such interest, provided that if a declaration and disclosure of such interest is required by the Act, such declaration and disclosure shall have been made and the director shall have refrained from voting as a director on the contract or transaction.

**Remuneration and Expenses** 4.18 The directors shall receive no remuneration for acting as such, nor shall they be entitled to be reimbursed for travelling and other expenses except as authorized by the Board.

## SECTION FIVE

### COMMITTEES (AREAS OF OVERSIGHT)

**Areas of Oversight** 5.01 The Board is responsible to oversee the following areas of operation so as to ensure specified outcomes, and may accomplish this through committees. Committees or other working structures may involve members and/or non-members as the nature of the work allows and as stipulated in Board policy. Each year following the election of directors, the Board shall appoint each director to serve in one or more of the following areas, as needed.

- Program**      **5.01.01** The Board shall ensure that the program of study, teaching and assessment methods, and discipline at TDCH conform to the basis and purpose and that the standards of the Ministry of Education (Ontario) are met. It shall also oversee the hiring and terms of employment of teaching, support, and administrative personnel, which shall be subject to its approval according to policy and collective contract.
- Finance**      **5.01.02** The Board shall ensure that a budget and financial statements are prepared annually, which shall be subject to approval by the members of the Corporation. It shall also oversee decisions regarding sources of income, methods of collection, and the financial feasibility of any project under consideration.
- Promotion**    **5.01.03** The Board shall oversee projects and programs designed to promote Christian secondary education.
- Building and Grounds**    **5.01.04** The Board shall ensure that the building, physical equipment, and grounds of TDCH are adequately maintained. Any projects for their improvement shall be subject to its approval and oversight.
- Transportation**    **5.01.05** The Board shall oversee liaisons with the transportation supplier. It shall also ensure that optimal routes and schedules are set up annually and that reliable communication systems are in place in case of cancellation of classes.
- Membership**    **5.01.06** The Board shall set policy with regard to orienting, admitting, and educating members of the Corporation and of the Board.
- Staff Relations**    **5.01.07** The Board shall oversee all issues relating to the supervision of staff and take part in negotiations to renew contracts.
- Special Committees**    **5.02** The Board may from time to time elect or appoint such special committees as it may deem advisable, but the function of any such special committee shall be advisory only and its chairman shall be a member of the Board.
- Ex-officio Members**    **5.03** The president is an ex-officio member of all standing and special committees and is entitled to receive notice of and to attend all meetings of such committees.
- Procedure**      **5.04** Unless otherwise ordered by the Board, each standing and special committee shall have power to fix its quorum at not less than a majority of its members and to regulate its procedure, but the reports of all meetings shall be made to the Board promptly.
- 5.05** The committees shall serve the Board with advice on matters assigned to them by the bylaws of the Corporation or by specific mandate of the Board.

The committees may make recommendations to the Board at their own initiative in their own specific field. The committees shall not finalize action unless specifically mandated by these bylaws or by the Board.

## SECTION SIX

### OFFICERS

#### **Officers of the Corporation**

**6.01** There shall be a president, a vice-president, a secretary, and a treasurer. The president, vice-president, secretary and treasurer shall be elected by the Board from among their number at the first meeting of the Board after the annual election of directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. Other officers of the Corporation, as the Board may determine from time to time, need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

#### **President**

**6.02** The president shall be the chief executive officer of the Corporation and, subject to the authority of the Board, shall have general supervision of the affairs of the Corporation. The president shall be responsible for the enforcement of the provisions of the Corporation's bylaws.

#### **Vice-President**

**6.03** During the absence or disability of the president, the vice-president shall perform the duties and exercise the powers of the president. The vice-president shall have such other powers and duties as the Board or the president may prescribe.

#### **Secretary**

**6.04** The secretary shall attend and be the secretary of all meetings of members, of the Board, and of the executive committee and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; give or cause to be given, as and when instructed, all notices to directors, members, auditors, and members of committees of the Board; be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose; and have such other duties as the Board or the president may prescribe.

#### **Treasurer**

**6.05** The treasurer shall keep proper accounting records in compliance with the Act and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; render to the Board, whenever required, an account of all his or her transactions as treasurer and of the financial position of the Corporation; and have such other duties as the Board or the president may prescribe.

<b>Duties of Assistants and Other Officers</b>	<b>6.06</b> The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed, may be exercised and performed by such assistant, unless the Board or the president otherwise directs.
<b>Variation of Duties</b>	<b>6.07</b> From time to time the Board may vary, add to or limit the powers and duties of any officer.
<b>Term of Office</b>	<b>6.08</b> The Board may remove at its pleasure any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed by the Board shall hold office until a successor is elected or appointed.
<b>Terms of Employment and Remuneration</b>	<b>6.09</b> The terms of employment and remuneration of officers shall be settled from time to time, provided no officer shall be appointed to hold office beyond the first meeting of directors after the annual membership meeting in which new directors are elected.
<b>Agents and Attorneys</b>	<b>6.10</b> The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such power of management or otherwise (including the power to subdelegate) as may be thought fit.
<b>Fidelity Bonds</b>	<b>6.11</b> The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.
<b>Limitation of Liability</b>	<b>6.12</b> No directors or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee; or for joining in any receipt or other act for conformity; or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation; or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested; or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited; or for any loss occasioned by any error of judgment or oversight on the part of the director or officer; or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by the willful neglect or default of the director or officer, provided that nothing herein shall relieve any director or officer of any liability imposed upon him or her by the Act.
<b>Indemnity</b>	<b>6.13</b> Every director and every officer of the Corporation and every other person who has undertaken or is about to undertake any liability on behalf of

the Corporation, and his or her heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against:

- (a) any liability and all costs, charges and expenses such a person sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against that person for or in respect of anything done or permitted by him or her in respect of the execution of official duties; and
- (b) all other costs, charges and expenses that such a person sustains or incurs in respect of the affairs of the Corporation.

## SECTION SEVEN

### MEMBERSHIP

**Conditions of Membership** 7.01 The membership shall consist of such persons who have attained the age of eighteen years, as are admitted as members to the Corporation by the Board. As a minimum requirement for admission as a member, each applicant for membership shall acknowledge to the Board or to such member or members of the Board as are designated for that purpose, that he or she subscribes to a statement expressing the basis and purpose of the Corporation as set forth in the Letters Patent. Such acknowledgment must be required to be in writing. No person shall be admitted to membership unless he or she has met the requirements stipulated in a membership policy approved by the Board.

**Appeal re Application** 7.02 Appeal can be made to the general membership of the Corporation on the decision of the Board regarding an application for membership.

**Dues and Fees** 7.03 The annual dues and other assessments and fees will be determined by the Board of Directors of the Corporation and must be approved by the membership. Membership confers the privilege of voting at the meetings of the Corporation as provided for in the bylaws, and implies as well, a readiness to participate in activities entered into by the Corporation.

**Enrolment** 7.04 Enrolment in TDCH is open to children of parents and guardians who are members of the Corporation. Any other enrolment is subject to the approval of the Board of Directors of the Corporation and such enrolment shall be reviewed annually by the Board of Directors. Parents or guardians of children enrolled at the school who are not members shall be required to execute a parental agreement and may be assessed fees and tuition in excess of fees and tuition paid by members.

**Termination of Membership** 7.05 Membership in the Corporation may be terminated by presentation of a written notice to the Board. The Board may terminate the membership of any person for failure to pay the prescribed fees or dues of the Corporation or if in the opinion of the Board the person's membership is detrimental to the basis or purpose of the Corporation. A member shall remain liable for

payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to his or her termination. Termination is subject to appeal to the membership, but until such appeal is considered, the rights and privileges of the member are suspended.

**Vote**                    **7.06** Subject to the bylaws of the Corporation each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

## SECTION EIGHT

### MEETING OF MEMBERS

**Annual Meetings**                    **8.01**  
**Spring Meeting** – The spring meeting of members shall be held at such time and on such day in the spring of each year as the Board may from time to time determine for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting; electing directors; reporting on any contemplated changes to the teaching and administrative staff of TDCH; presenting a preliminary budget for the ensuing fiscal period; and for the transacting of such other business as may properly be brought before the meeting.

**Fall Meeting** – The fall meeting of members shall be held at such time and on such day in the Fall of each year as the Board may from time to time determine for the purpose of receiving reports concerning the Corporation, receiving and approving the auditor’s report and financial statements of the Corporation, appointing auditors, and for the transacting of such other business as may properly be brought before the meeting.

**General and Special Meetings**                    **8.02** The Board, the president, the vice-president or the Board pursuant to a petition signed by not less than twenty members and presented to the Board, shall have power to call a general or special meeting of members at any time.

**Place of Meetings**                    **8.03** Meeting of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or, if the Board shall so determine, at some other place in Ontario.

**Notice of Meeting**                    **8.04** Notice of the time and place of each meeting of members shall be given in writing to members not less than eighteen (18) days before the date of the meeting. Notice of a special meeting of members shall state the general nature of the business to be transacted at it.

**Chairman, Secretary, and Scrutineers**      **8.05** The president or, in his or her absence, the vice-president, shall be chairperson of any meeting of members. If no such officer is present within fifteen (15) minutes following the time fixed for holding the meeting, the persons present and entitled to vote may choose one of their number to chair the meeting. If the secretary and the assistant secretary of the Corporation are both absent, the chairperson shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairperson with the consent of the meeting.

**Persons Entitled to Be Present**      **8.06** The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or by bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

**Quorum**      **8.07** A quorum for the transaction of business at any meeting of members, who are entitled to vote at the meeting, shall not be less than fifty (50) members.

**Right to Vote**      **8.08** At any meeting of members every person shall be entitled to vote who is entered in the records of the Corporation as a member in good standing at least seven (7) days before the meeting.

**Proxies**      **8.09** Every member entitled to vote at a meeting of members may appoint a person, who must also be a member, as a proxy to attend and act for him or her at the meeting in the manner, to the extent and with the power conferred by the instrument appointing the proxy. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer. An instrument appointing a proxy shall be acted upon only if it has been received by the secretary of the Corporation or by the chairperson of the meeting or any adjournment thereof prior to the time of voting.

**Votes to Govern**      **8.10** At any meeting of members every question shall, unless otherwise required by the Letters Patent or bylaws, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

**Show of Hands**      **8.11** Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the

number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

**Polls** **8.12** On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairperson may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chairperson shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present in person or by proxy shall be entitled to vote, and the result of the poll so taken shall be the decision of the members upon the said question.

**Adjournment** **8.13** The chairperson at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. No notice shall be required of any such adjournment. Such adjournment may be made although a quorum may not be present.

## SECTION NINE

### FINANCIAL AND BUSINESS MATTERS OF THE CORPORATION

**Finances** **9.01** The funds necessary for the operation of the Corporation and the school maintained by the Corporation shall be obtained primarily from the dues and other assessments paid by the members, from donations, and from fees paid by the parents of children attending the school. To the extent that the annual dues and fees are insufficient to meet the budget in any year, the deficit shall be raised by special assessments from members, donations, church offerings, fund drives, gifts from persons and other organizations and by other means consistent with the purpose and character of the Corporation.

**Financial Year** **9.02** Until changed by resolution of the Board, the financial year of the Corporation shall end on the 31<sup>st</sup> of July in each year.

**Execution of Instruments** **9.03** Bylaws, membership certificates, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of president, vice-president, general manager or director and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office created by bylaws or the Board. In addition, the Board may from time to time direct by resolution the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

**Banking Arrangements** 9.04 The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

**Cheques and Bills of Exchange** 9.05 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. Any one of such officers or agents may alone endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers. These officers may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.

**Deposit of Securities for Safekeeping** 9.06 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents, of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**Voting Rights in Other Bodies Corporate** 9.07 The signing officers of the Corporation may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers signing or arranging for them. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

SECTION TEN

**BORROWING AND SECURITIES**

- Borrowing Power**     **10.01** The Board may from time to time, in such amounts and on such terms as it deems expedient:
- (a) borrow money on the credit of the Corporation;
  - (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations secured or unsecured) of the Corporation;
  - (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.
- Delegation**     **10.02** The Board may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board by section 10.01 to such extent and in such manner as the Board shall determine at the time of each such delegation.

SECTION ELEVEN

**THE STAFF**

- Principal and Teachers**     **11.01** The principal and the teachers shall be appointed by the Board after careful consideration of their spiritual, academic, and physical qualifications. They shall be appointed for such terms and with such conditions as the Board may determine to be contained in a written contract.
- Subscription by Staff**     **11.02** All members of the teaching staff must be in complete agreement with and subscribe to a statement expressing the basis and purpose of the Corporation; they must be scripturally sound in their teaching and must lead exemplary Christian lives.
- Grounds for Dismissal**     **11.03** The principals and the teachers as well as the Board shall abide by the terms of the contract entered into by both parties. Subject to the terms of the contract, the Board has the authority to dismiss a principal or a teacher who proves to be unfit for his or her work or whose instruction or personal life conflicts with the principles and purpose of the Corporation.
- Course of Study**     **11.04** A course of study outlining the work for each grade shall be prepared by the principal in collaboration with the teaching staff and be presented to the Board prior to the beginning of the course. Subject to the approval by the Board, this course of study shall govern all instruction in the school.

**School Term** 11.05 The school term shall be determined by the Board and such holidays and vacations shall be allowed as may be decided upon by the Board.

**Principal as Consultant** 11.06 The principal, as an expert in all school matters, shall be consulted by the Board of Directors and the standing committees, whenever feasible.

**Order and Discipline** 11.07 The principal and teachers shall be responsible for maintaining order and discipline among the students while under their care and supervision and shall ensure that the safety and welfare of the students be protected and preserved to the best of their ability. Any student whose conduct is disruptive to the operation of the school and where, in the opinion of the principal, no other disciplinary measure is appropriate, may be suspended temporarily for a period not exceeding two weeks. Any suspension in excess of two weeks or a permanent dismissal requires the approval of the Board. In such cases the Board shall consider the recommendations of the principal and any other teachers, the welfare and best interests of the other students and any other matter relevant to such proceedings.

**Contracts** 11.08 The substance of Section 11 shall, whenever feasible, be made a part of all contracts entered into between the teaching staff and the Corporation.

## SECTION TWELVE

### NOTICES

**Method of Giving Notices** 12.01 Subject to the provision of Section 8 with respect to meetings of members, any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the bylaws or otherwise to a member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to that person's recorded address or if mailed to the person at his or her recorded address by prepaid or ordinary mail, or if sent to the person at his or her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agent or its representative for dispatch. The secretary may change or cause to be changed, the recorded address of any member, director, officer or auditor in accordance with any information believed by the secretary to be reliable.

**Computation of Time** 12.02 In computing the date 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 date of the meeting or other event shall be included.

**Omissions and Errors** 12.03 The accidental omission to give any notice to any member, director, officer, auditor, or member of a committee of the Board, or the non-receipt of any notice by any such person 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.

**Waiver of Notice** 12.04 Any member (or the member's duly appointed proxy), director, officer, auditor, or member of a committee of the Board may waive any notice required to be given to him or her under any provision of the Act, the letters patent, the bylaws or otherwise, 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.

Sections 1-4 inclusive were adopted by the general membership on December 8, 1983.

Revisions to Section 3 were adopted by the general membership on January 20, 2005 and May 11, 2006.

Revisions to Section 4 were adopted by the general membership on May 12, 2005 and May 11, 2006.

Sections 5-10 inclusive were adopted by the general membership on May 24, 1984.

Revisions to Section 5 were adopted by the general membership on May 12, 2005.

Revisions to Section 6 were adopted by the general membership on May 11, 2006.

Revisions to Section 7 were adopted by the general membership on January 20, 2005.

Revisions to Section 8 were adopted by the general membership on January 20, 2005 and May 11, 2006.

Revisions to Section 9 were adopted by the general membership on May 11, 2006.

Sections 11-12 were adopted by the general membership on December 6, 1984.

Revisions to Section 11 were adopted by the general membership on May 11, 2006.

Executed by the undersigned on the \_\_\_\_ day of April, 2010, with effect and affirmation effective the dates of adoption referenced above

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J.D. Alkema, Chairperson and President

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Lynne Elliott, Secretary