

AMENDED AND RESTATED BY-LAW NO. 1

St. Bonaventure's College Inc.

A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF THE CORPORATION

BE IT ENACTED and it is hereby enacted as a by-law of

St. Bonaventure's College Inc.

(hereinafter the "School") as follows:

PREAMBLE

St. Bonaventure's College is incorporated pursuant to the laws of the Province of Newfoundland and Labrador. The purpose of the School is to establish and conduct a private, not for profit, Roman Catholic school in the Jesuit tradition. Among its objects the School provides for the delivery and holding of classes, lectures and other activities including religious observances for children in grades kindergarten through 12 and advances the cause of Roman Catholic education and schools in all of its phases. The School is governed by its Articles of Incorporation and its By-laws.

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SECTION 1 – DEFINITIONS AND INTERPRETATION

1.1 In these By-laws, unless the context otherwise requires:

- (a) "Articles" means the Articles of Incorporation of the School;
- (b) "Ballot" means registering a secret vote on paper, and includes Mailed Ballots;
- (c) "Board" means the Board of Governors of the School;
- (d) "By-law(s)" means any by-law of the School from time to time in force and effect;
- (e) "Chair" means the chair of the Board;
- (f) "Committee" means a committee of the Board as approved and appointed in accordance with section 12;
- (g) "*Corporations Act*" means the *Corporations Act*, RSNL 1990, chapter C-36, as amended from time to time;
- (h) "Faculty" means part time or full time members of the teaching staff of the School;
- (i) "General Meetings" means meetings of the School at a time and place, in accordance with the By-laws, that the Board determines. Every General Meeting, other than an annual general meeting, is a special general meeting;
- (j) "Governor" means a member of the Board as defined by section 5;
- (k) "Instruments for the Mailed Ballot" are those documents adopted by the Nominations Committee, including e-mail, for election of candidates to the Board;
- (l) "Mailed Ballot" means voting by e-mail and mail using the instruments of voting and guidelines as stipulated in *Robert's Rules of Order*;
- (m) "Mailing Date" means the date stipulated on the face of the Nominations Papers as the date of mailing;

- (n) "Majority" is 50% plus one (1) or more votes;
- (o) "Member" means a person who is a member of the School after qualifying for membership pursuant to sections 2.1, 2.2 and 2.3;
- (p) "Member in Good Standing" means a Voting Member who is in compliance with the Articles, By-laws, Policies and Directives of the School including the payment of tuition fees or other monies properly owing by the Voting Member on behalf of a student enrolled in the School;
- (q) "Nominations Committee" means the nominations committee established by the Board in accordance with these By-laws;
- (r) "Nomination Papers" are those documents created by the Nominations Committee requesting nominations for the Board;
- (s) "Notice" means notice of a meeting of the School and is to be given to all Members of the School by either of the following means:
 - (i) personally; or
 - (ii) by e-mail or regular mail or facsimile to the Member's Registered Address; and Notice is deemed to have been given on the third (3rd) day following that on which the Notice is e-mailed or posted in a mail box or sent by fax or delivered and in proving that such Notice has been given it is sufficient to prove that the Notice was properly addressed, and sent by e-mail or FAX or put in a Canada Post Office receptacle;
 - (t) "President and Head of School" means the person hired by the Board, as an employee of the School, to manage the School and provide administrative leadership;
 - ~~(u) "Principal" means the person hired by the President and in consultation with the Board, as employee of the School, to provide educational leadership to the School;~~
- (u) "Registered Address" means the Member's address as recorded in the Register of Members maintained by the School;
- (v) "Registered Address of the School" is, 2A Bonaventure Avenue, St. John's, NL, A1C 6B3;
- (w) "School" means St. Bonaventure's College Inc., a private school created and existing pursuant to the *Schools Act, 1997*, SNL 1997, Chapter S-12.2;
- (x) "Secretary" means the Secretary of the Board;

- (y) "Special Levies" mean those levies imposed from time to time by the Board;
- (z) "Special Resolution" means a special resolution as defined under the *Corporations Act*;
- (aa) "Student" means a child currently enrolled in the School;
- (bb) "Vice-Chair" means the vice-chair of the Board;
- (cc) "Voting" means voting by a show of hands, e-mail, Proxy, Ballot or as otherwise stipulated in these By-laws;
- (dd) "Voting Member" means a member of the School as defined in section 2.2 (a); and
- (ee) "Voting by Proxy" means Voting as and where specified in these By-laws including e-mail using the form provided below with the proviso that:
- (i) no Member shall act as proxy for more than one (1) other Member;
 - (ii) only a Member may act as a proxy holder; and
 - (iii) the instrument of appointing a proxy may be in the following form, or in any other form that the Board shall approve:

I,, of in the City/Town of,
Province of hereby appoint of
..... who is a Member of the School, as my proxy to vote on
my behalf, at the annual/special general meeting of the School, to be
held on the of, 20....., and at any
adjournment thereof.

Signed at, this day of, 20.....

Signature
 - (iv) the instrument appointing a proxy holder shall be deposited at a place specified for that purpose in the Notice convening the Meeting, not less than forty-eight (48) hours before the time for holding the Meeting at which the proxy holder proposes to vote.
- (ff) **"Immediate Past Chair" means the Immediate Past Chair of the Board for one (1) year immediately following their term as Chair, in a voting capacity.**

- 1.2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person. The word "mail" when used herein includes "e-

mail".

- 1.3 Except where otherwise provided, the definitions in the *Corporations Act* apply to these By-laws.
- 1.4 Notwithstanding anything contained in these By-laws, no error or omission in giving Notice for a General Meeting of the School or meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.

SECTION 2 - MEMBERSHIP

ELIGIBILITY FOR MEMBERSHIP

- 2.1 The Members of the School are those persons who have become Members in accordance with these By-laws and who have not ceased to be Members.
- 2.2 The following persons shall be Members of the School:
 - (a) Voting Member(s) - Each parent or legal guardian of a student currently enrolled in the School provided that the number of Voting Members per family shall not exceed two (2); and
 - (b) Non-Voting Member(s) - Any other person who is invited to become a Member by the Board for good and sufficient reason;
- 2.3 Membership in the School shall commence as follows:
 - (a) Voting Member(s) – upon enrolment of a child in the School.
 - (b) Non-Voting Member(s) – on the date designated by Resolution of the Board.

CESSATION OF MEMBERSHIP

- 2.4 A person shall cease to be a Member:
 - (a) on delivering a resignation in writing to the Registered Address of the School;
 - (b) upon a student ceasing to be enrolled in the School and that person is a parent or legal guardian of the student;
 - (c) on ceasing to be the legal guardian of a student enrolled in the School; or
 - (d) upon death, or in the case of a corporation, upon dissolution.

REMOVAL

- 2.5 Every Member shall abide by the Articles, By-laws, Policies and Directives of the School.
- 2.6 A Member may be removed only by a Special Resolution. The Notice of Special Resolution for removal shall be accompanied by a brief statement of the reason or reasons for the proposed removal. The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

SECTION 3 - MEETING OF MEMBERS

FREQUENCY

- 3.1 Subject to the provisions of the *Corporations Act*, and section 3.7, General Meetings of the School shall be held at the time and place as the Board may from time to time determine.

NOTICE

- 3.2 Notice of a General Meeting shall specify the place, day and hour of the General Meeting, and shall contain an agenda of the matters to be discussed and any special business to be transacted.

PROXY VOTING

- 3.3 The instruments for Voting by Proxy shall be circulated to the Voting Members concurrently with the Notice.
- 3.4 Not less than fourteen (14) days written Notice of a General Meeting shall be given to every Member.
- 3.5 The Board may, when it sees fit, convene a special general meeting.
- 3.6 The Board shall, on written requisition of fifteen percent (15%) or more of the Voting Members of the School, convene a special general meeting.

ANNUAL GENERAL MEETING

- 3.7 The annual general meeting of the School shall be held in the month of May in each year, or as near to that date as practicable.
- 3.8 Voting Members and Non-Voting Members are entitled to notice of and to attend at the annual general meeting of the School.

SECTION 4 - PROCEEDINGS AT GENERAL MEETINGS

AGENDA

- 4.1 The business transacted at an annual general meeting shall include:
- (i) the adoption of the rules of order;
 - (ii) considering and approving the minutes of the previous annual general meeting and any special general meeting that may have been held since the last annual meeting;
 - (iii) the report of the Chair and any other report required to be placed before the Members;
 - (iv) review and consideration of financial statements;
 - (v) the retirement of Governors and the taking of office of Governors elected pursuant to section 5;
 - (vi) appointment of auditors; and
 - (vii) the other business that under these By-laws ought to be transacted at an annual general meeting.
- 4.2 Special business is:
- (a) all business conducted at an annual general meeting other than the business described in section 4.1; and
 - (b) all business at a special general meeting except the adoption of the rules of order.

QUORUM

- 4.3 A quorum at any General Meeting shall be twenty (20) Voting Members present in person.

- 4.4 No business other than the choosing of a chair of the General Meeting, as provided in section 4.6, and the adjournment or termination of a General Meeting shall be conducted at a General Meeting when a quorum is not present.
- 4.5 The Chair, or Vice-Chair, or in the absence of both, one of the other Governors present and chosen by the Governors present, shall preside as chair of a General Meeting.
- 4.6 If at a General Meeting:
- (a) the Chair, Vice-Chair or any other Governor is not present within fifteen (15) minutes after the time appointed for holding the Meeting; or
 - (b) the Chair, Vice-Chair, or any other Governor present is not willing to act as chair,

The Voting Members present shall choose one of their number to be chair.

ADJOURNMENT

- 4.7 A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned General Meeting's recommencement other than the business left unfinished at the General Meeting from which the adjournment took place.
- 4.8 When a General Meeting is adjourned for fourteen (14) days or more, Notice of the adjourned General Meeting's recommencement shall be given in the manner required for the original General Meeting.
- 4.9 Except as provided in section 4.8, it is not necessary to give Notice of an adjournment or of the business to be transacted at an adjourned General Meeting's recommencement.

RESOLUTIONS

- 4.10 A written copy of any resolution proposed by a Voting Member for consideration at a General Meeting shall be deposited with the Chair not less than ten (10) days prior to the date set for such General Meeting.
- 4.11 A resolution proposed by a Voting Member at a General Meeting must be seconded by a Voting Member and the chair of a General Meeting may not move or propose a resolution.
- 4.12 A Voting Member shall not be permitted to propose a resolution at a General Meeting nor second any such resolution unless that Voting Member is a Voting Member in Good Standing.

VOTING

- 4.13 A Voting Member is entitled to only one (1) vote at a General Meeting, either in person, or by proxy, as provided for in accordance with section 1.1 (ff).
- 4.14 Voting on any resolution at a General Meeting, whether annual or special, shall be decided by a show of hands unless a Ballot is requested by the Board or by ten (10) percent of the Voting Members present. In either case, Voting by Proxy shall be permitted.
- 4.15 A Voting Member shall not be permitted to vote on any resolution at a General Meeting nor second any such resolution unless that Voting Member is a Voting Member in Good Standing.

MAJORITY

- 4.16 An ordinary resolution receiving a Majority of votes from Voting Members shall be deemed to have been carried.
- 4.17 In the event of an equality of votes from Voting Members on an ordinary resolution, the resolution is defeated.
- 4.18 In the event that a Ballot is necessary for deciding a resolution, the arrangements for appointment of three (3) scrutineers selected from the Voting Members shall be the responsibility of the chair of the General Meeting.

MINUTES

- 4.19 Proper records shall be kept of all proceedings of General Meetings, and such minutes, having been duly accepted by the School, shall be filed in a master document of the minutes of the School, to be the responsibility of the Secretary of the Board.

SECTION 5 - COMPOSITION OF THE BOARD AND ELECTION OF GOVERNORS

COMPOSITION

- 5.1 Subject to the Articles of the School, the Board shall consist of not more than nine (9) elected voting Governors, two (2) appointed voting Governors, two (2) ex-officio voting Governors, and one (1) ex-officio non-voting Governor, for a total of not more than fourteen (14) Governors.
- 5.2 The nine (9) elected voting Governors shall be elected by the Voting Members of the School. Of the nine elected voting Governors, at least two (2) shall be parents or legal

guardians of students in grades K-6 and at least two shall be parents or legal guardians of students in grades 7-12.

5.3 The appointed voting Governors shall consist of up to two (2) Jesuit Fathers appointed from time to time by the Provincial of the English Province of the Society of Jesus (or its successor), provided such individuals are not employees of the School

5.4 The **three (3)** ex-officio voting Governors shall consist of:

(a) the Archbishop of the Roman Catholic Archdiocese of St. John's, NL or his designate;

(b) the Superior of the local Jesuit community, **and**

(c) **the Immediate Past Chair of the Board of Governors for a one (1) year term.**

provided such individuals are not employees of the School. Where the Superior of the local Jesuit community is an employee of the School, the Society of Jesus shall appoint a third Jesuit Father in accordance with section 5.3 of these By-laws.

5.5 The ex-officio non-voting Governor shall consist of the President and **Head of School.**

5.6 Every Governor shall:

(a) be at least eighteen (18) years of age;

(b) not be an undischarged bankrupt; and

(c) not have been convicted of an indictable offence.

NOMINATIONS COMMITTEE

5.7 The Board shall, in accordance with these By-laws and the Governing Policies of the Board, appoint annually, a Nominations Committee to compile a list of candidates for election to the Board. The Nominations Committee shall strive to ensure that the Board is representative of the Voting Members of the School and that all candidates for election to the Board are individuals who will act with a view to the best interests of the School as a whole having regard to factors such as multi-disciplinary backgrounds, gender, grade representation and the purpose and objects of the School.

5.8 The Nominations Committee shall be comprised of at least three members of the Board, one of whom the Board shall appoint as chair of the committee.

5.9 Nominations of candidates for election as Governors, pursuant to section 5.2 shall be either:

(a) from the Nominations Committee; or

(b) from the Voting Members.

5.10 The Nominations Committee shall stipulate the Mailing Date on the face of the Nomination Papers and shall mail the Nomination Papers to the Voting Members no later than sixty (60) days and no earlier than one hundred and twenty (120) days prior to the date of the annual general meeting.

NOMINATION ELIGIBILITY

5.11 Any Voting Member of the School who is a Member in Good Standing may be nominated (a "Nominee") for the position of Governor unless they are employed by the School or otherwise excluded by these By-laws, provided that:

- (a) the appropriate Nomination Papers have been duly signed by a nominator and one seconder, both of whom are Members in Good Standing, and consented to by the Nominee in writing who shall also have provided a detailed biography and resume of experience together with a statement of interest; and
- (b) where a nomination is from the Voting Members and not the Nominations Committee such nomination shall be accompanied by the signatures of at least fifteen (15) Voting Members in Good Standing (exclusive of the nominator and seconder) supporting the nomination; and
- (c) the Nomination Papers duly completed are received by the chair of the Nominations Committee no later than twenty-one (21) days following the Mailing Date of the Nominations Papers pursuant to section 5.10.

5.12 Resumes and brief statements of interest of all Nominees shall be mailed by the Nominations Committee to each Voting Member no later than fifty (50) days following the Mailing Date of the Nomination Papers to Members pursuant to section 5.10 together with:

- (a) a list of the continuing Governors of the Board;
- (b) instruments for the Mailed Ballot specifying the date and manner of return of the Mailed Ballot for counting, or
- (c) notice of acclamation if the number of nominations did not exceed the vacant Governors positions.

5.13 Nominations from the floor at an annual general meeting shall not be allowed for the election of Governors.

5.14 Election of Governors shall be:

- (a) by Mailed Ballot; or
- (b) by acclamation; and
- (c) there shall be a single Ballot for all vacant seats on the Board and each Voting Member shall vote for no more than the number of candidates necessary to fill the vacant seats

ELECTIONS

- 5.15 The Voting Members shall elect for a term of three (3) years, or as otherwise specified in these By-laws, sufficient Governors to fill any vacant Board positions, to take office at the conclusion of the annual general meeting following their election. At any election of Governors, or as otherwise specified in these By-laws, Governors shall be elected such that a minimum three (3) Governors are elected annually for terms of three (3) years in order to provide continuity on the Board. The position of Chair can be renewed by election of the Governors annually ~~twice for a maximum of three years~~. No one shall serve as Chair for more than **three** ~~four~~ years.
- 5.16 At the election of Governors, if there are positions of differing lengths of terms, the candidate receiving the most votes shall receive the longest term with the lesser terms of office being awarded in decreasing order in accordance with the numerical count of votes until all vacant Governor positions have been filled.
- 5.17 Wherever a Governor vacancy has been filled between annual general meetings due to a vacancy occurring between annual general meetings, that position shall come up for re-election as specified in section 5.24, but only for the balance of the term remaining on that seat.

TRANSITION

- 5.18 To further provide for continuity on the Board and notwithstanding anything contained in these By-laws, upon adoption of these By-laws:
- (a) the Chair, Vice-Chair and Secretary existing immediately prior to adoption of these By-laws, shall each continue in office for a term of three (3) years;
 - (b) at the first Annual General Meeting following adoption of these By-laws three (3) Governors shall be elected for a term of four (4) years each and a sufficient number of Governors shall retire such that the total number of Governors equals nine (9) exclusive of those designated/appointed pursuant to sections 5.3, 5.4 and 5.5 of these By-laws;
 - (c) at the second Annual General Meeting following adoption of these By-laws a further three (3) Governors shall be elected for a term of three (3) years each and a sufficient number of Governors shall retire such that the total number of Governors

equals nine (9) exclusive of those designated/appointed pursuant to sections 5.3, 5.4 and 5.5 of these By-laws;

(d) at the third Annual General Meeting following the adoption of these By-laws a further three (3) Governors shall be elected for a term of four (4) years each and the Chair, Vice-Chair and Secretary referred to in section 5.18 (a) above, or their successors, shall retire such that the total number of Governors equals nine (9) exclusive of those designated/appointed pursuant to sections 5.3, 5.4 and 5.5 of these By-laws; and

(e) for purposes of this section 5.18, Governors other than those listed in sub-section 5.18(a) above, shall retire in the order of longest service.

SCRUTINEERS

- 5.19 The arrangement for appointment of scrutineers and the counting of Ballots for the election of Governors shall be the responsibility of the Nominations Committee.
- 5.20 The scrutineers at an election of Governors shall include two (2) Board Members including the Vice-Chair and the Secretary unless they are running for re-election and two (2) other School Members.
- 5.21 Governors elected pursuant to section 5.15 shall take office at the conclusion of that annual general meeting following their election.

RE-ELECTION

- 5.22 Each elected Governor shall be eligible for re-election, however, any Governor who has served two consecutive three (3) year terms of office is not eligible for re-election to the Board until a period of at least one (1) year has elapsed since the end of his or her second consecutive term.
- 5.23 All Governors shall hold their position for the term stated in these By-laws or in any instrument of appointment unless:
- (a) as elected Governors they cease to be Members;
 - (b) as appointed Governors they cease to be Jesuit Fathers;
 - (c) any Governor appointed by resolution of the Board may be removed by resolution of the Board;
 - (d) their resignations have been tendered in writing;
 - (e) they are removed by Special Resolution of the Members; or

- (f) they are absent without permission of the Chair for three (3) consecutive Board meetings, and the Board, at a meeting of the Board, expels the absent Governor from his/her position by way of a resolution of the Board.

VACANCIES

- 5.24 If vacancies occur on the Board between annual general meetings, the Governors may appoint additional Governors selected from the Voting Members, who shall hold office until the next annual general meeting.

SECTION 6 - POWERS AND RESPONSIBILITIES OF THE BOARD

POWERS

- 6.1 The Board may exercise all the powers and do all the acts and perform all the functions that the School may exercise, which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the School in a General Meeting, but such Board powers are subject nevertheless to;
- (a) all laws affecting the School;
 - (b) the School's Articles and By-laws; and
 - (c) the Carver Policy Governance Model as adopted by the Board from time to time and set out in the Governing Policies of the Board.
- 6.2 In particular the Board shall have powers and responsibilities which include, but are not limited to;
- (a) hiring the President and **Head of School** ;
 - (b) appointing and delegating responsibilities to the officers of the Board and to any committees of the Board; and
 - (c) determining generally the contractual arrangements with the School.

RESPONSIBILITIES

- 6.3 The Board shall:
- (a) be responsible for the general stewardship over all financial resources of the School; and
 - (b) approve and administer any activities of the School.

FUNDS

- 6.4 The Board shall authorize the investment of any funds of the School which are not required for immediate use or to meet accruing liabilities, in investments which the Board is from time to time authorized by law to invest.

FINANCIAL REPORTING

- 6.5 The annual **audited** financial statements are to be presented to the Board within ninety (90) days of the fiscal year end of the School or such other date as the Board may from time to time determine.

SECTION 7 - MEETINGS OF THE BOARD

- 7.1 The Board may dispatch business, adjourn and otherwise regulate their meetings and procedures as they see fit.

FREQUENCY

- 7.2 The Board shall hold at least four (4) regular meetings in every school year at a place, date and time specified by Board resolution. No further notice of such regular meetings need be given. A special meeting of the Board shall be held at the call of the Chair or if any four (4) Governors so request.

NOTICE

- 7.3 Except as hereinafter provided, seven (7) days notice shall be given to all Governors of any, special meeting of the Board, by e-mail, phone, FAX or mail.
- 7.4 Notice is deemed to have been given to all Governors on the third (3rd) day following that on which the notice is posted, and on the day it is sent by e-mail, fax or delivered and in proving that such notice has been given it is sufficient to prove that the notice was properly addressed, and sent by FAX, delivered, sent by e-mail, or put in a Canadian post office receptacle.
- 7.5 Any Governor may waive notice of a special meeting of the Board.
- 7.6 At any special meeting of the Board for which full notice was not given and not waived, no business shall be conducted, except as provided for in section 7.7.

- 7.7 Special meetings of the Board may be held without seven (7) days notice if all the Governors are present or if a quorum is present and those Governors who are absent signify in writing their consent to the holding of a meeting in their absence. Any resolution passed or action taken at such meeting shall be as valid as if it had been passed or taken at a meeting for which full notice was given.
- 7.8 A Board member may participate in a meeting of the Board or a committee, by means of such telephone, teleconference, or other communication facilities as permit all persons participating in the meeting to hear or to see each other. A Board member participating in such meeting by such means is deemed to be present at the meeting.
- 7.9 A resolution in writing signed by all the Governors, is as valid as if passed at a regular or special meeting of the Board.

CHAIR

- 7.10 The Chair shall be chair of all meetings of the Board but if at a meeting the Chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting, the Vice-Chair shall act as chair, but if neither is present the Governors present, shall choose one of their number to be chair of the meeting.
- 7.11 No act or proceeding of the Board is invalid only by reason of there being less than a prescribed number of Governors on the Board or any defects in appointment of any member of the Board.

QUORUM

- 7.12 The quorum at any Board meeting, excepting as set out by section 10.3, shall be a Majority of the Governors.

VOTING

- 7.13 At meetings of the Board each Governor shall be entitled to one (1) vote.
- 7.14 There is no proxy voting at meetings of the Board.
- 7.15 At meetings of the Board every motion shall be decided by show of hands unless any one (1) Governor demands a Ballot.
- 7.16 A resolution receiving a Majority of votes shall be deemed to have been carried.
- 7.17 In case of an equality of votes the Chair may cast a deciding vote.
- 7.18 Proper records shall be kept of all meetings of the Board and the complete record of these minutes shall be the responsibility of the Secretary.

SECTION 8 – CODE OF CONDUCT AND OATH OF OFFICE

- 8.1 Members of the Board shall at their first meeting following their election, re-election or appointment, sign a copy of the Board's Code of Conduct together with a copy of the Board's Oath of Office respecting confidentiality and conflict of interest.

DEFINITION

- 8.2 The form of Oath of Office shall be determined by the Board from time to time but the form cannot be altered until after the next annual general meeting.
- 8.3 The Oath of Office shall:
- (a) be updated and signed annually, by the first meeting of the Board following the annual general meeting;
 - (b) be updated and signed immediately upon any conflict of interest arising for any member of the Board; and
 - (c) be filed with the Secretary of the Board.
- 8.4 Any Governor having a conflict of interest on any matter before the Board shall declare such conflict of interest and abstain from voting on such matter.

SECTION 9 - REMUNERATION OF THE BOARD

- 9.1 No member of the Board shall be remunerated for acting as a member of the Board.

EXPENSES

- 9.2 Board members shall be reimbursed for all reasonable expenses provided that such expenses are:
- (a) incurred while engaged in the affairs of the School;
 - (b) necessary and reasonable; and
 - (c) prior approval in writing from the Board is obtained.

SECTION 10 - OFFICERS

10.1 The Board shall have the following officers:

- (a) Chair;
- (b) Vice-Chair; and
- (c) Secretary.

ELECTION ELIGIBILITY

10.2 Officers shall be elected annually from and by the Governors, and only those Governors elected in accordance with section 5.2 are eligible to be officers.

QUORUM

10.3 A quorum for an election of officers, shall be seventy-five percent (75%) of the Governors eligible to vote, being those described in section 5.2, 5.3 and 5.4.

10.4 Eligibility to be Chair is two (2) year's service on the Board, except where the current Chair resigns, in which case any eligible Governor **with one (1) year's service** can be elected to be Chair.

TERM

10.5 The term of office for all officers shall commence and expire at the conclusion of successive annual general meetings.

VOTING

10.6 Election of officers shall be by Ballot unless determined by acclamation.

10.7 There is no proxy voting in elections for officers.

10.8 In the event there are more than two candidates for the position of any officer, the election process shall proceed with the candidate receiving the lowest number of votes being eliminated as a candidate on each successive vote, until one candidate receives a majority of votes.

VACANCIES

10.9 If the position of any officer becomes vacant, the Governors shall elect an eligible Governor from their number to fill such a vacancy until the next annual general meeting.

SECTION 11 - DUTIES OF OFFICERS

11.1 The Chair shall:

- (a) coordinate the discharge of the Board's responsibilities in all the affairs of the School;
- (b) preside at all General Meetings of the School and meetings of the Board; and
- (c) execute all instruments which require signature of the Chair and perform all duties incidental to the office.

11.2 The Vice-Chair shall carry out duties of the Chair during any absence or incapacity of the Chair.

11.3 The Secretary shall:

- (a) ensure that all reporting duties as outlined in policy statements are fulfilled;
- (b) conduct or cause to be conducted the distribution of the Mailed Ballots and the form for Voting by Proxy, in accordance with sections 1.1(m) and 1.1(ff);
- (c) issue or cause to be issued Notice under section 3 and notice under section 7.
- (d) keep or cause to be kept a record of the minutes of all General Meetings of the School, and meetings of the Board, in accordance with sections 4.19 and 7.18;
- (e) assume responsibility for completion of the **signed** Oaths of Office **and submitted Vulnerability Sector Screening** by every Governor and ensure their safe custody in accordance with section 8.3;
- (f) ensure any By-law changes and other necessary filings are filed and registered with the Registrar of Companies, in accordance with the *Corporations Act* of Newfoundland and Labrador;
- (g) perform all other duties as normally fall to such an office.

11.4 Each officer shall perform such other tasks or assume such other responsibilities as directed by the Board.

SECTION 12 – COMMITTEES OF THE BOARD

- 12.1 At a meeting of the Board, as soon as is considered reasonable after the annual general meeting, the Board shall approve of any Committees that the Board deems necessary and shall appoint the membership of those Committees.
- 12.2 The Board may also approve ad hoc Committees as the Board deems necessary during the School year and shall appoint the membership of those Committees.
- 12.3 The Board shall have the authority to determine the chair and membership of any Committee.
- 12.4 The Board shall determine terms of reference for, and delegate responsibilities to Committees as the Board sees fit.
- 12.5 Committees so delegated may use the name of the School and shall follow any rules imposed upon them by the Board.
- 12.6 Any Governor may attend any Committee meeting in a non-voting capacity.
- 12.7 The members of any Committee may meet and adjourn as they think proper.
- 12.8 Unless otherwise determined by the Board, two members of a Committee shall constitute a quorum of any Committee meeting.
- 12.9 Resolutions arising at a meeting of a Committee shall be determined by a majority of votes.
- 12.10 There is no proxy voting at Committee meetings.
- 12.11 Committees shall keep minutes and shall report their activities to the Board when requested by the Board
- 12.12 Any recommendation or report of Committees shall be subject to review, and if necessary modification by the Board before approval.

SECTION 13 – MANAGEMENT

- 13.1 The President and- **Head of School** is an employee of the School and shall be employed by the Board to manage the School and provide administrative leadership. The President and-**Head of School** acts in the capacity of General Manager and is the single point of delegation of the Board and is accountable for meeting Board expectations and organizational performance.
- 13.2 The duties of the President and. **Head of School** under the direct supervision of the Board include: (a) attendance at all general meetings of the School;

- (b) attendance at all meetings of the Board;
- (c) conducting the day to day business affairs of the School;
- (d) supervising and directing the day to day operations of the School;
- (e) hiring and supervising staff;
- (f) conducting staff performance evaluations;
- (g) keeping or causing to be kept accounts of receipts and disbursements in books belonging to the School; and
- (h) performing such other duties as may from time to time be assigned to the President and- **Head of School** by the Board.

SECTION 14 - COMMUNICATIONS

FREQUENCY

- 14.1 The Board shall communicate, at least annually, its activities to Members, in such form and content that the Board may decide.
- 14.2 Members shall be given ready access to the Articles and By-laws of the School.
- 14.3 Members shall receive notice of all amendments to the Articles and By-laws.

SECTION 15 - USE OF SCHOOL'S NAME

- 15.1 The Board has the authority to review and approve the use of the School's name, or a derivative thereof, by affiliated organizations sharing a common interest in the development, operations and well being of the School.

SECTION 16 - ACCESS TO RECORDS

16.1 The School shall keep the following documents and records at the Registered Address of the School:

- (a) a copy of the Articles;
- (b) a copy of these By-laws;
- (c) a copy of any Board policy manual;
- (d) a copy of all registrations and appointments of Governors;
- (e) a copy of all minutes of meetings of the Board;
- (f) a copy of all in camera minutes of meetings of the Board;
- (g) a copy of all minutes of meetings of Committees;
- (h) a copy of all minutes of General Meetings of the Members;
- (i) a copy of all documents filed with the Registrar of Companies for Newfoundland and Labrador;
- (j) a copy of the register of all Members; and
- (k) a copy of the School's annual financial statements.

16.2 All documents and records of the School shall be kept in the administrative offices at the Registered Address of the School.

16.3 Any Member may examine and take extracts from only those records, documents and instruments of the School referred to in section 16.1, excluding those documents described in section 16.1(f).

16.4 No Member may examine the records held by the School pursuant to section 16.1(f), without the express consent of the Governors.

SECTION 17 - INDEMNITY

LIABILITY

- 17.1 The School shall indemnify the members of the Board or their estates, heirs, assigns or successors against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by them in a civil, criminal or administrative action or proceeding to which they are made a party by reason of being members of the Board, including an action brought by the School, if:
- (a) they acted honestly and in good faith with a view to the best interests of the School; and
 - (b) in the case of a criminal or administrative action or proceeding, they had reasonable grounds for believing their conduct was lawful.

SECTION 18 - SEAL

- 18.1 The Governors may provide for a common seal for the School.
- 18.2 The seal of the School shall be affixed in the presence of an officer of the Board.

SECTION 19 - BY-LAWS

- 19.1 Upon adoption, this Amended and Restated By-Law No. 1 shall substitute for and replace the original By-Law No. 1.
- 19.2 By-laws of the School shall not be further repealed, amended or substituted except with the approval of two-thirds of the Governors present at a meeting of the Board of Governors and sanctioned by an affirmative vote of at least two-thirds of the Voting Members present at a meeting of Members duly called for the purpose of considering the said by-law.

SECTION 20 - RULES OF ORDER

Robert's Rules of Order, where not inconsistent with these By-laws, shall apply to all General Meetings, meetings of the Board and meetings of any Committee.

SECTION 21 - OTHER

REGISTERED OFFICE

- 21.1 The Board may from time to time by resolution fix the location of the registered office of the School with the place in Newfoundland and Labrador designated as such by the Articles of the School.

FINANCIAL YEAR

- 21.2 The financial year of the School shall terminate on a date to be determined by the Board and thereafter on the anniversary date thereof in each year, until changed by resolution of the Board.

BANKING ARRANGEMENTS

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

AUDITORS

- 21.4 The members shall, at each annual meeting, appoint an auditor to audit the accounts of the School to hold office until the next annual meeting of members provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. ~~Unless 100 per cent of the members consent in writing,~~ The auditors may not be, nor be associated with, a director, officer or employee of the School or a corporation which is affiliated with the School.

EXECUTION OF INSTRUMENTS

- 21.5 The Chair, Vice-chair or Secretary together with the President and- **Head of School** or Chair of the Finance Committee, shall have authority to sign in the name and on behalf of the School all instruments in writing relating to matters which the Board has approved and any instruments in writing so signed shall be binding upon the School without any further authorization or formality. The Board shall have power from time to time by resolution to

appoint any other officer or officers or any person or persons on behalf of the School either to sign instruments in writing generally or to sign specific instruments in writing. The Secretary shall certify all documents issued by the School and may affix the corporate seal to any instrument requiring the same. The term “instruments in writing” as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities, instruments of proxy and all paper writing.

In particular, without limiting the generality of the forgoing, The Chair, Vice-chair or Secretary together with the President and- **Head of School** or Chair of the Finance Committee of the School are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warranties or other securities owned by or registered in the name of the School and to sign execute (under the corporate seal of the School or otherwise) all assignments, transfer, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

PASSED the day of , 20 .

WITNESSED the corporate seal of the School.

Chair

Secretary