

ORANGEVILLE CHRISTIAN SCHOOL SOCIETY



GENERAL OPERATING BY-LAW NO. 2

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

ORANGEVILLE CHRISTIAN SCHOOL SOCIETY
(the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 2

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

ORANGEVILLE CHRISTIAN SCHOOL SOCIETY (the “Corporation”)

WHEREAS the Corporation was granted Letters Patent by the Ontario Government under the *Corporations Act* (Ontario) on the 7th day of November, 1978;

WHEREAS the Corporation believes it is its duty and privilege to provide Christian day school education for children;

AND WHEREAS the Corporation resolves we the undersigned resolve to work diligently toward the building and maintenance of such a school;

AND WHEREAS the Corporation believes that such education is grounded in the Lordship of Jesus’ rule in both creation and redemption and that only through such education can children receive the proper preparation to carry out the mandate given to man in the beginning to exercise dominion over all the earth, and to show forth the greatness of God and the redeeming power of Christ to all mankind;

AND WHEREAS the current Constitution and General Operating By-law No. 1 was enacted on the 10th day of June, 1981, and was revised over the years, most recently in 2009;

AND WHEREAS it is determined necessary to replace the Constitution and General Operating By-law No. 1 with General Operating By-law No. 2 herein;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of Orangeville Christian School Society as follows:

SECTION I **DEFINITIONS**

1.01 Definitions

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

- (a) “Act” means the *Corporations Act* (Ontario), R.S.O. 1990, Ch. C.38, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.
- (b) “Board” means the board of directors of the Corporation.
- (c) “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.
- (d) “Corporation” means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 7th day of November, 1978 and named “Orangeville Christian School Society”.
- (e) “Director” means a member of the Board.

- (f) “Letters Patent” means the letters patent of the Corporation as amended from time to time including any articles of amendment in the event of subsequent substitution of the Act.
- (g) “Member” means a member of the Corporation.
- (h) “Members” or “Membership” means the collective membership of the Corporation.
- (i) “Officer” means an officer of the Corporation.

1.02 Interpretation

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

- (j) 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;
- (k) words importing the singular number only shall include the plural and vice versa;
- (l) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his/her capacity as trustee, executor, administrator, or other legal representative;
- (m) words importing the masculine gender include the feminine and neuter genders;
- (n) 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;
- (o) the By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the objects contained in the Letters Patent of the Corporation, which objects for purposes of this By-law are incorporated by reference and made a part hereof, and the Principle Educational Guidelines in this By-law; and
- (p) if any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

**SECTION II
GENERAL**

2.01 Registered Office

The head office of the Corporation shall be in the Town of Orangeville, in the Province of Ontario.

2.02 Corporate Seal

Until changed in accordance with the Act, the seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

2.03 Fiscal Year

Unless otherwise changed by resolution of the Board, the fiscal year end of the Corporation shall be the 31st day of August in each year.

2.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed 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 by-laws or the board. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

2.05 Banking

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 by resolution. The banking business or any part thereof shall be transacted by any two (2) Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.06 Auditors

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to Members to hold office until the next following annual meeting provided, however, the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor may not be a Director, Officer or employee of the Corporation, unless the consent of all Members has been obtained.

2.07 Borrowing

(a) Borrowing Authority

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

- (i) borrow money on the credit of the Corporation;
- (ii) issue, sell or pledge securities of the Corporation; or
- (iii) 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.

(a) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as

the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION III **DIRECTORS**

3.01 Powers

Subject to the Act and the Letters Patent, the Board shall manage or supervise the management of the activities and affairs of the Corporation. Without in any way limiting the generality of the foregoing, the Directors are charged with the following specific duties:

- (a) to determine school policies in harmony with the principles and purposes of the society;
- (b) to engage a principal and teaching staff who are qualified to carry out the educational programme and policies of the school;
- (c) to devise ways and means of obtaining the necessary funds for operating the school and determine how these funds shall be distributed;
- (d) to harmonize the curriculum of the school as much as possible with the regulations set forth by the Ontario Ministry of Education, provided such regulations do not conflict with the principles and purposes of the Society;
- (e) to propagate the cause of Christian education in the district by means of public meetings, distribution of literature, and to promote this cause in general through the Ontario Alliance of Christian Schools and Christian Schools International;
- (f) to appoint the committees annually as provided in the By-laws and such other committees as the Board may deem necessary.

3.02 Number

There shall be six (6) Directors unless changed in accordance with the Act.

3.03 Qualifications

Each Director shall be an individual who is not less than 18 years of age and have the power under law to contract. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a Director. A Director must be in full agreement with the governing documents of the Corporation. A Director shall at the time of his or her election (or within 10 days thereafter) and during the term of office as a Director be a Member of the Corporation in good standing, and is not an ineligible individual as defined in the *Income Tax Act* (Canada).

3.04 Election and Term

- (a) Subject to the provisions of this By-law, Directors shall be elected by the Members at an annual meeting.
- (b) As much as possible, the Directors shall be elected and shall retire in rotation in the following manner: Two (2) Directors shall be elected to hold office until the third annual meeting of Members next following, two (2) Directors shall be elected to hold office until the second annual meeting of Members next following, and two (2) Directors shall be elected to hold office until the

first annual meeting of Members next following, and subsequently at each annual meeting of Members thereafter, members of the Board shall be elected to fill the position of those members of the Board whose term of office has expired.

- (c) There is no maximum term of office for a Director and as such, a Director will be eligible for re-election to the Board at the end of his or her term on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director.

3.05 Consent

A Director who is elected or appointed must consent to hold office as a Director by:

- (a) not refusing to hold office if such person is present at the meeting when the election or appointment takes place,
- (b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting, or
- (c) by acting as a Director pursuant to such person's election or appointment.

3.06 Vacation of office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, becomes disqualified to serve as a Director, acquires the status of a bankrupt, or becomes mentally incompetent. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances.

3.07 Resignation

A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

3.08 Removal

Subject to the Act, the Members may, by resolution passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director shall be automatically removed from his or her office if he or she no longer fulfils all of the qualifications to be a Director in Section 3.03 as determined in the sole discretion of the Board.

3.09 Filling Vacancies

Subject to Section 3.08 above and to the provisions of the Act, a vacancy on the Board may be filled for the remainder of its term by a qualified individual by resolution of a quorum of the Board. If there is not a quorum of Directors, the Directors then in office shall forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

3.10 Remuneration of Directors

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

SECTION IV **MEETINGS OF DIRECTORS**

4.01 Place of Meetings

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

4.02 Calling of Meetings

Meetings of the Board may be called by the president, the vice-president or any two (2) Directors at any time.

4.03 Notice of Meeting

Unless sent by mail, twenty-four (24) hours notice of a meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 10.01 of this By-law not less than seventy-two (72) hours. Notwithstanding the foregoing, 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 of 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.

4.04 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

4.05 Regular Meetings

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

4.06 Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors then in office, provided that vacancies on the Board shall not be included when establishing the requisite quorum; but in no case shall the quorum be less than 2/5 of the Board taking into account vacancies on the Board. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

4.07 Participation at Meeting by Telephone or Electronic Means

If a majority of the Directors consent, either at a Board meeting by resolution or by consents signed individually by a majority of the Directors, a meeting of the Board of Directors may be held using telephonic, electronic or other means permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the Board of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
- (b) each Director has equal access to the specific means of communication to be used.

A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A written consent pursuant to this Section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the Board and/or committees of the Board.

4.08 Chairperson of the Meeting

The chairperson of Board meetings shall be the president, or the vice-president if the president is absent or unable to act. In the event that the president and the vice-president are absent, the Directors who are present shall choose one of their number to chair the meeting.

4.09 Votes to Govern

Each Director is authorized to 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. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

4.10 Order of Procedure of Meeting

The following order of procedure shall be adhered to at all board meetings:

- (a) Prayer and Scripture reading
- (b) Roll Call
- (c) Approval of the minutes of the previous meeting
- (d) Reading of papers and correspondence

- (e) Report of the chief operating officer
- (f) Report of the standing committee
- (g) Report of the special committees
- (h) Consideration of unfinished business
- (i) Consideration of new business
- (j) Adjournment and closing prayer

4.11 Disclosure of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation in which the Director or any of his or her family members has any direct or indirect personal interest, gain or benefit.

(b) Disclosure

Any Director who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation as described in (a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

Notwithstanding the provisions in this Section herein, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Corporation unless the direct or indirect personal interest, gain or benefit of the Director in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase “material nature” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of “material nature” in such circumstances to be determined by the Board from time to time, subject to the overriding compliance with the common law concerning conflict of interest of Directors as fiduciaries and the provisions of the Act.

(d) Procedure Where Disclosure

The chair of Board meetings shall request any Director who has declared a direct or indirect (i.e. through his or her family members) personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Corporation, to absent himself during the discussion of and vote upon the matter, with

such action being recorded in the minutes.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section herein, save and except where permitted by law and approved by a resolution of a majority of the votes cast at a Board meeting, such Director shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

4.12 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, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

4.13 Delegation

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors and delegate to the managing director or committee any of the powers of the Board.

4.14 Committees

The Board may from time to time appoint 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 such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors of the Corporation. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

4.15 Remuneration of Officers, Agents, Employees

The remuneration of Officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the Board by resolution provided that the Board may delegate this function to an Officer or Officers of the Corporation.

SECTION V
OFFICERS

5.01 Appointment

The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. The president, vice-president, and secretary 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. A Director may be appointed to any office of the Corporation. Except in the case of the president, 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.

5.02 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:

- (a) **President** - 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 By-laws.
- (b) **Vice-President** - The vice-chairperson of the Board, if one is to be appointed, shall be a Director. If the chairperson of the Board is absent or is unable or refuses to act, the vice-chairperson of the Board, if any, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.
- (c) **Secretary** - The secretary, when in attendance, shall be the secretary of all meetings of the Board, Members and committees of the Board and, whether or not the secretary attends, 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 auditor and members of committees; the secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** - The treasurer shall be responsible for 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.
- (e) **Chief Operating Officer** – The chief operating officer shall be the principal of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The chief operating officer shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The chief operating officer shall be entitled to receive notice of and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the chief operating officer.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

5.03 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 expiry of the then current term of office;
- (b) the Officer's successor being appointed;
- (c) the Officer's resignation;
- (d) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (e) such Officer's death,

whichever shall first occur. If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

5.04 Remuneration of Officers

The remuneration of all Officers appointed by the Board shall be determined from time to time by resolution of the Board except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

5.05 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

5.06 Disclosure (Conflict of Interest)

An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws.

SECTION VI STAFF

6.01 The Staff

- (a) The chief operating officer 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.
- (b) All members of the teaching staff must be in complete agreement and subscribe to the objects of the Corporation as set out in the Letters Patent and the Principle Educational Guidelines as set out in the By-law. They must be members of a church whose doctrine is

in agreement with these objects of the Corporation, must be scripturally sound in their teaching and must lead exemplary Christian lives in the sole determination of the Board.

- (c) The chief operating officer and the teachers, as well as the Board, shall abide by the terms of the contract entered into by both parties.

6.02 Course of Study

A course of study outlining the work for each grade shall be prepared by the chief operating officer so designated by the Board in consultation with the teaching staff; after approval by the Board, this course of study shall govern all instruction in the Corporation.

6.03 School Term

- (a) 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.
- (b) The chief operating officer, as expert in all school matters, shall be consulted by the executive committee, and standing committees, whenever feasible.
- (c) The substance of this section shall, whenever feasible, be made a part of all contracts entered into between the teaching staff and the Society

SECTION VII PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Limitation of Liability

Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee 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 or 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 or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person 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 or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or default.

7.02 Indemnity of Directors and Officers

Subject to the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in

respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (d) he acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (e) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

7.03 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.

7.04 Advances

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to this By-law, the Corporation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

SECTION VIII MEMBERS

8.01 Qualifications

- (a) There shall be one (1) class of Members in the Corporation.
- (b) Membership is available to persons or married couples that are at least 18 years of age or older and meets all of the following qualification requirements:
 - (i) He or she has accurately and truthfully completed a membership application, in such form, in such manner, and according to such procedures as the Board may from time to time determine, in order to apply for membership in the Corporation to evidence:
 - (1) His or her commitment to furthering the objects of the Corporation as contained in the Letters Patent; and
 - (2) Indicating their agreement with the Principle Educational Guidelines in this By-law.

- (ii) He or she has paid the membership fee as determined by the board from time to time.

For all purposes of the By-laws, a Membership held by a husband and wife shall be regarded as a single membership

8.02 Admission to be a Member

- (a) Applications for Membership in the Corporation shall be made in such form, in such manner, and according to such procedures as the Board may from time to time determine. An application to become a Member shall be signed and submitted to the Board.
- (b) The interview committee as established by the Board from time to time, or members of the Board, shall meet with the applicant for Membership to review rights and duties of Members of the Corporation.
- (c) If the Board is satisfied that the applicant satisfies all of the qualification requirements as set out in Section 8.02(b), the Board may, in its sole discretion, admit the applicant to be a Member of the Corporation. All applicants shall be advised in writing by the Secretary of the Board whether the application has been accepted or rejected. Applicant who are not admitted may appeal the decision of the Board by appealing in writing to secretary not less than two (2) weeks prior to the next regular Board meeting. The Board may in its sole discretion refer the decision to a meeting of Members provided that thirty (30) days written notice is provided. A decision of the Membership concerning admission of the applicant is final.

8.03 Duties and Rights of Members

Each Member shall have the following duties and rights:

- (a) the privilege to serve on the Board as a Director or Officer;
- (b) the right to receive notice of meetings of Members;
- (c) the right to attend, speak, participate and vote at meetings of Members;
- (d) the right to receive regular communication from the Corporation in the form of the weekly newsletter and other periodicals; and
- (e) such additional rights and privileges as determined by the Board from time to time.

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 in excess of fees paid by Members.

8.04 Membership Dues and Assessments

Annual membership dues for Members will be set by the Board from time to time. Members shall be notified in writing of the membership dues and the time the membership dues will be payable. Membership dues shall be determined as follows:

- (a) Membership dues are due on such date as determined by the Board, which shall not be later than the 31st day of October in each year.

- (b) After October 31st, a Member whose membership due has not been paid will have his or her membership terminated for failure to pay the membership dues and must reapply for membership in accordance with Section 8.02 together with full payment of all outstanding membership dues and assessments in full.
- (c) Payment of membership dues shall be deemed to have been paid upon the delivery, prepaid post-marked mailing, or the sending of a facsimile transfer of cash, cheque, money order, certified cheque, credit card payment, or electronic transfer of monies if then in effect, or other electronic means as may be implemented, for the full amount addressed to the head office of the Corporation by no later than 11:59 p.m. on the applicable due date, provided that the original payment sent by mail, facsimile transfer or electronic means is received at the head office of the Corporation by no later than 4:59 p.m. fifteen (15) days later.

8.05 Resignation and Termination of Members

- (a) The interest of a Member in the Corporation is non-transferable.
- (b) Members may resign at any time from membership in the Corporation by delivering a written notification of their resignation to the president, vice-president or secretary of the Corporation. A resignation shall be effective the latter of the date specified in the resignation or the date when the notification is received by the Corporation.
- (c) A Member’s membership shall automatically terminate upon occurrence of any of the following:
 - (i) the effective date of the written resignation 8.05(b);
 - (ii) a Member failing to pay in full the membership dues in accordance with Section 8.04;
 - (iii) a Member failing to maintain all of the applicable qualifications of Membership set out in Section 8.01(b) as determined in the sole discretion of the Board; or
 - (iv) on dissolution of the Corporation.

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

**SECTION IX
MEETINGS OF MEMBERS**

9.01 Meeting of Members

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

9.02 Annual Meetings

Subject to the By-laws, the Board shall call, at such date and time as it determines, an annual meeting of Members for the purpose of considering the financial statements and reports of the Corporation pursuant to the Act, electing Directors, appointing the auditor and transacting such other business as may properly be brought before the meeting, provided that the annual meeting of Members shall be held within fifteen (15) months from the holding of the last annual meeting of Members.

9.03 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special general meeting of Members on written requisition of Members carrying not less than 10% of the Members of the Corporation entitled to vote.

9.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Board may determine.

9.05 Special Business

All business transacted at a special meeting or an annual meeting of Members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of Directors and reappointment of the incumbent auditor, constitutes special business.

9.06 Notice of Meetings

Notice of the time and place of a meeting of Members shall be provided in the manner provided in Section 10.01 of this By-law by mail sent to each Member to the address shown on the books of the Corporation not less than ten (10) days before the meeting of Members is to take place

Notice of a 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 provide the text of any resolution or By-law to be submitted to the meeting. Notice of a meeting of Members must remind Members that they have the right to vote by proxy.

9.07 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.

9.08 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, the Letters Patent or By-laws of the

Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

9.09 Chairperson of the Meeting

The chairperson of Members' meetings shall be the president or the vice-president if the president is absent or unable to act. In the event that the president or the vice-president are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

9.10 Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a simple majority of the Members of the Corporation. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person or by proxy.

9.11 Adjournment

The chairperson of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.12 Absentee Voting

Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by appointing in writing a proxyholder or one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy;
- (b) except where the Act requires a meeting of Members with respect to the matter to be voted on by the Members, by using a mailed-in ballot in the form provided by the Corporation;
- (c) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation

9.13 Votes to Govern

At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

9.14 Show of Hands

Subject to the Act and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

9.15 Ballots

For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

9.16 Resolution in Lieu of Meeting

Except where the Act requires a meeting of Members with respect to the matter to be voted on by the Members, a resolution in writing, signed by Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members. A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

9.17 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

**SECTION X
NOTICES**

10.01 Method of Giving Notices

Any notice, communication or other document required to be given by the Corporation to a Member, Director, Officer, or auditor of the Corporation pursuant to the Act, the Letters Patent or By-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or
- (d) delivered to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary.

10.02 Computation of Time

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

10.03 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 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, provided that no Member objects in writing to the chairperson of the Board of such omission or irregularity within thirty (30) days after the date of such meeting.

10.04 Waiver of Notice

Any Member, proxyholder, 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
POLICIES**

11.01 Board Policies

The Board may adopt, amend, or repeal by resolution such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

11.02 By-law Policies

The Board may, from time to time, prescribe, amend or repeal By-law policies which deal with matters that the Members or the Board considers necessary to require the approval of Members. By-law policies may be prescribed, amended or repealed by resolution of the Board, but any such by-law policy, amendment thereto or repeal thereof, shall have force and effect only after it has been confirmed by two-thirds (2/3rds) of the votes cast by the Members present and voting at a meeting called for that purpose.

SECTION XII
PRINCIPLE EDUCATIONAL GUIDELINES

The basis of the Corporation is the Bible, which is the Word of God. The Corporation believes that the Lord God, by graciously giving us the Scriptures, has revealed to Christians ordering principles intensely relevant to education, and mandates Christians to bring the whole Word of God to bear in all its power upon education. Therefore we confess:

12.01 Life

That human life in its entirety is religion, for God created humanity to serve Him everywhere. He requires us to educate our children for this purpose.

12.02 Bible

That the Bible as the written Word of God is the Truth by which the Holy Spirit enlightens and renews our understanding of God, ourselves, our neighbours, and the world, and is the infallible authority by which He directs and governs all our activities, including the education of our children.

12.03 Creation

That the world in its origin, gracious preservation and ultimate restoration, is the work of the Triune God with the glorification of His name as its purpose. Therefore, the world can only be understood rightly in its relationship to Him.

12.04 Human Kind

That humans, (and therefore also the child), were created in the image of God to enjoy covenant fellowship with their Creator and to reflect Him in their person and works. Humans were commanded to exercise dominion over the world in strict and loving obedience to God, and to interpret all reality in accordance with His norms.

12.05 Sin

That sin is disobedience to God's will and that, in Adam, all people by sinning forsook their office and task, estranged themselves from God and their neighbour, and brought God's curse upon creation. As a result, humanity became corrupt in heart, and blind to the true meaning of life. Consequently, sinful people repress and misuse the knowledge of God which confronts them in creation and Scripture.

12.06 Christ

That Jesus Christ, the living Lord, who is truly God and fully man, of whom the Scriptures testify, is reconciling the world to God and redeems the sinner's life in its entirety by grace through faith in Jesus' substitutionary death on a cross and bodily resurrection, and through the Holy Spirit, our hearts, minds and lives are renewed and enabled to love God and our neighbour, and to know rightly God, ourselves, and the world.

12.07 Kingdom

That the kingdom of God encompasses all of life. Christ as the ruler of this kingdom makes life, including education, possible and meaningful. In obedience to Christ, we reject any attempt to withdraw any area of life from the divine commandment to love the Lord with all our heart and mind.

12.08 Purpose of Education

That the purpose of Christian Education is to develop within the child a discerning mind, and to direct and guide his/her growth in Truth so that he/she may be better equipped to live the Christian life in God's world.

12.09 Parents

That God has given parents the privilege and responsibility to nurture and educate their children. Therefore, Christian parents ought to enrol their children in, and provide for, a school which provides God-centered learning.

12.10 The Child

That the child, entrusted by God to parents, needs guidance, correction, and instruction. Children of believing parents share in the promise of the covenant, and as such, are entitled to Christian Education.

12.11 Teachers

That teachers fulfill a parental responsibility while educating the child in the school with an authority and calling from God. Teachers are accountable to God and to the Christian school community in the exercise of their unique pedagogical responsibility within the classroom.

12.12 The Christian School

That the Christian School is a faithful response of all believers to God's covenant promises and demands addressed to the whole Christian community. In accordance with legitimate standards and provisions, such schools possess the freedom to function in education in complete and voluntary submission to Christ.

SECTION XIII
AMENDMENTS

13.01 Amendment of Letters Patent

Notwithstanding the Act, the Letters Patent of the Corporation may only be amended by seventy-five percent (75%) of the votes cast at a Board meeting called for that purpose and sanctioned by an affirmative seventy-five percent (75%) of the votes cast at a Members' meeting 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.

13.02 Amendment of By-laws

The By-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a two-thirds (2/3) of the votes cast at a meeting of the Board duly called for that purpose and sanctioned by an affirmative two-thirds (2/3) of the votes cast at a meeting of the 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. 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.

**SECTION XIV
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**

14.01 Repeal of Former General Operating By-law

- (e) General Operating By-law No. 1 enacted on June 10, 1981, as amended, is hereby repealed and replaced by General Operating By-law No. 2 herein effective immediately upon the enactment of this By-law at the time of adoption by the Board of the Corporation.
- (f) The said repeal of By-law No. 1 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this _____ day of _____, _____.

President

Secretary

CONFIRMED by the Members of the Corporation this _____ day of _____, _____.

Secretary