



Ontario Catholic School
Trustees' Association

Amended and Restated

By-law Number 2019-01

**A By-law Relating Generally to
the Conduct of Its Affairs**

ONTARIO CATHOLIC SCHOOL TRUSTEES' ASSOCIATION

AMENDED AND RESTATED BY-LAW NUMBER 2019- 1

A By-law relating generally
to the conduct of the affairs of the
ONTARIO CATHOLIC SCHOOL TRUSTEES' ASSOCIATION

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By-law 2019-1 Relating Generally to the Conduct of the Affairs of the

ONTARIO CATHOLIC SCHOOL TRUSTEES' ASSOCIATION

WHEREAS the Ontario Catholic School Trustees' Association (hereinafter the "**Corporation**") was incorporated by Letters Patent issued under the Ontario *Corporations Act* and dated July 30, 1969 as amended by Supplementary Letters Patent dated July 11, 1979; June 18, 1997; and January 24, 2002;

AND WHEREAS it is considered expedient to enact a new General By-law relating generally to the conduct of the affairs of the Corporation, which complies with the requirements of the Ontario *Corporations Act* and will comply with the *Not-for-Profit Corporations Act* when the latter comes into force, and repeals all former By-laws of the Corporation;

BE IT THEREFORE ENACTED and Amended as By-law 2019-1 of the Corporation as follows:

0. INTRODUCTION

0.1 PREAMBLE

The wisdom, sacrifices and strivings of dedicated Canadians have created and preserved for us a school system that offers a God-centred vision of life, shaped by Jesus and his gospel, and open to the signs of the times under the guidance of the Holy Spirit.

The Corporation dedicates itself to the preservation of a school system in this province conceived in this belief and dedicated to this truth. To achieve these ends, the following shall be the objectives of the Corporation.

0.2 OBJECTS

Whereas the Objects of the Corporation are:

1. TO maintain the constitutional rights of Roman Catholic School Boards and their supporters;
2. TO recommend improvements in the legislation and regulations affecting the Roman Catholic Schools of Ontario;
3. TO assist Catholic boards in attaining the highest standards in the operation of such schools by offering a medium for the exchange of information and the development of consensus among them;
4. TO promote knowledge of and appreciation for the aims and objectives of Catholic schools through conferences, meetings, exhibitions, research, publication of studies and the presentation of statements;
5. TO participate with organizations and authorities, including the Catholic Bishops of Ontario, in elaborating and advancing mutually agreeable policies in favour of Catholic education;
6. TO cooperate in other relationships established to pursue progress in education;

7. TO encourage local, regional, diocesan, provincial and national initiatives and support and/or sponsor programs apt to strengthen the competence and commitment of Catholic school trustees;
8. TO accept donations, gifts, legacies, bequests and grants in support of the aforesaid objects;
9. TO engage or participate in provincial labour negotiations on behalf of its Member Boards, or pursuant to legislation.

1. INTERPRETATION

1.1 Meaning of Words

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

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 “**Act**”, unless qualified by the word “Education”, means the *Corporations Act*, R.S.O. 1990, c.C.38, as amended from time to time;
- 1.1.4 “**Annual Meeting**” shall mean a meeting of the Members, as defined in Section 5.1 herein;
- 1.1.5 “**Articles**” means any document or instrument that modifies the letters patent of the Corporation, including supplementary letters patent, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, or articles of revival;
- 1.1.6 “**Board**” shall mean the Board of Directors for the Corporation;
- 1.1.7 “**CCSTA**” means the Canadian Catholic School Trustees’ Association;
- 1.1.8 “**CDSB**” means a Catholic District School Board in the Province of Ontario;
- 1.1.9 “**Committee**” means any committee of the Board established pursuant to this By-law but does not include the First Nation Trustees’ Advisory Council;
- 1.1.10 “**Corporation**” means Ontario Catholic School Trustees’ Association;
- 1.1.11 “**Director**” includes Elected and Regional Directors;
- 1.1.12 “**FTE**” means full time equivalent number of students calculated in accordance with Ontario Ministry of Education formulae;

- 1.1.13 “**Government Regulations**” means the regulations made under the Act or the ONCA, as applicable, as amended, as restated or in effect from time to time;
- 1.1.14 “**Member**” means an individual who is a Member of the Corporation, as defined in Section 4.1 of this By-law;
- 1.1.15 “**ONCA**” means the *Not-for-Profit Corporations Act*, S.O. 2010, c.15, as amended from time to time;
- 1.1.16 “**Ordinary Resolution**” means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members;
- 1.1.17 “**Past President**” means the person who is qualified as a Director, whose term of office as President has most recently expired, and who is willing to serve as such;
- 1.1.18 “**President**”, following the coming into force of the ONCA, means the Chair of the Board within the meaning of the ONCA;
- 1.1.19 “**Poll**” includes a vote in any written form;
- 1.1.20 “**Record Date**” means the date as of which the current membership of the Corporation is determined, which shall be fifty (50) days prior to the event or action to which the Record Date relates¹;
- 1.1.21 “**Region**” means a CDSB or group of CDSBs so designated for the purpose of selecting Regional Directors;
- 1.1.22 “**Regional Director**” means a Regional Director described in Section 6.1;
- 1.1.23 “**Resolution**” shall mean an Ordinary Resolution unless this By-law or the *Act* specifies otherwise;
- 1.1.24 “**Special Meeting**” shall mean a meeting of the Members as defined by Section 5.12 herein;
- 1.1.25 “**Special Resolution**” means:
- 1.1.25.1 while the Act is in force, a resolution approved by the Board and confirmed, with or without variation, by two-thirds (2/3) of the vote cast at a meeting of Members called to consider the Special Resolution, or by the consent in writing of all of the Members; and
- 1.1.25.2 following the coming into force of the ONCA, a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or

¹ Under S.54(1) of the ONCA, the record date must be less than 50 days prior to the event or action to which it relates.

without amendment, by at least two-thirds (2/3) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Members' attorney.

1.2 Severability

Each of the provisions of this By-law shall be independent and severable, and the invalidity or unenforceability in whole or in part of any one or more of such provisions shall not be deemed to impair or affect in any manner the validity, enforceability or affect the remainder of the By-law, and in such event all the other provisions of this By-law shall continue in full force and effect as if such invalid provision had never been included herein.

2. HEAD OFFICE

2.1 Location of Head Office

The head office of the Corporation shall be in the City of Toronto in the Province of Ontario, and at such place therein as the Board may from time to time determine.

2.2 Establishment of Provincial Office by Directors

The Board shall provide for a provincial office and staff to be named, remunerated, and in all things, supervised by the duly elected Officers of the Corporation and in accordance with the requirements of this By-law.

3. COAT OF ARMS AND CORPORATE SEAL

3.1 Coat of Arms

The official Coat of Arms of the Corporation shall be that approved by the Executive in 1955 - a facsimile whereof is appended hereto, and the motto of the Corporation shall be "Primo Prima" - "First Things First".

3.2 Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

4. MEMBERSHIP

4.1 Class of Membership

The Corporation shall have one class of Members.

4.2 Membership Eligibility

Subject to Section 0 of this By-law, all individuals who are currently elected Trustees of a CDSB shall be *ex officio* Members of the Corporation.²

4.3 Membership Fee

The Board shall, from time to time, fix the annual membership fee and any additional assessment fees, which shall be payable by the CDSBs of which the Members are, respectively, Trustees.

Termination of Membership

A membership ceases to exist when:

4.3.1 the Member ceases to be eligible under a provision of the Act or this By-law;

4.3.2 the CDSB for which the Member is a Trustee fails to submit the annual membership fee and any assessment fees within ninety (90) days of receiving notice of the amount due;

4.3.2.1 provided that the Board in its discretion may by resolution extend such time limit;

4.3.3 the Corporation is liquidated or dissolved.³

4.4.4 The termination of a membership for any reason does not affect the responsibility or the liability of their CDSB for payment on the Trustee's behalf of any membership fees or other assessment outstanding at the time of termination.

4.4.5 The rights of a Member, including any rights in the property of the Corporation, cease to exist on termination of the membership.⁴

4.4 Reinstatement of Membership

Any Member whose membership has been terminated due to the non-payment of a fee or assessment shall be reinstated without further formality upon receipt by the Corporation of the amount due.

4.5 Transferral of Membership

Membership is not transferrable.

² Allowable under S.48(2) of ONCA

³ These subsections are included to make applicable the operation of S.50(1) of the ONCA.

⁴ This sentence is included to make applicable the operation of S.50(2) of the ONCA.

5. MEETINGS OF MEMBERS

5.1 Minimum Requirement

The Corporation will hold at least one (1) meeting per year of the Members, and that shall be the Annual Meeting. Special Meetings shall be held as provided in Section 5.12 of this By-law.

5.2 Date, Time and Place of Meetings

The Annual and any Special Meetings of the Members shall be held at such time and on such day as the Board shall appoint, at the Head Office of the Corporation or elsewhere in Ontario as the Board may determine.

5.3 Admission to Meetings

Meetings of the Members shall be open only to:

5.3.1 Members eligible to vote, as defined by Section 5.4 herein;

5.3.2 Directors;

5.3.3 The auditor, if an Annual Meeting;

5.3.4 such other persons who are entitled or required under any provision of the *Corporations Act* or the ONCA (as applicable), the Articles, and/or By-Laws of the Corporation;

5.3.5 CDSB Directors of Education; and

5.3.6 CDSB Student Trustees and other Persons, if admitted at the invitation of the Chair or by Resolution of the Members.

5.4 Member Eligibility to Vote

Only those Members who are Trustees of CDSBs which have paid the annual membership and any outstanding assessment fees as of the Record Date, will be eligible to vote at a meeting of the Members.

5.5 Voting by Members

5.5.1 The method of voting at any meeting of Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise required by the By-Law, the Corporations Act or the ONCA (as applicable). In the case of an equality of votes, the vote shall be deemed to have been lost.

5.5.2 Notwithstanding registration at a meeting, no Member shall be entitled to vote at meetings of the Corporation unless present at such meeting in person or by proxy; for the purposes of this Section 5.5, a person is not present at the meeting unless the person (or the proxy) is physically

present in the room or other space (including overflow space) in which the meeting is conducted;

5.5.3 At all meetings of Members every question shall be decided by a show of hands unless otherwise required by the By-Law, the *Corporations Act* or the ONCA (as applicable), or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5.6 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

5.7 Proxy Voting

Every Member entitled to vote at a meeting of the Members may by means of proxy appoint a proxyholder, or one or more alternate proxyholders, 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, the ONCA, and the Government Regulations.

A proxy must be:

5.7.1 in writing;

5.7.2 signed by the Member or the Member's Attorney,

5.7.3 be deposited with the Secretary of the Corporation no later than forty-eight (48) hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members;

5.7.4 in such form as the Board prescribes; and

5.7.5 meet any additional requirements of the *Corporations Act* or regulations or the ONCA or regulations (as applicable).

A proxy shall only be valid at the meeting in respect of which it is given, or if that meeting is adjourned, at the meeting that continues the adjourned meeting.

A proxy may be revoked by a Member by depositing a written and signed revocation which must be received at the registered head office of the Corporation at any time up to and including the last business day before the

meeting at which the proxy is to be used, or by depositing same with the chair of the meeting on the day of the meeting.

The Corporation shall send, or otherwise make available, the form of proxy to each Member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting.⁵

5.8 Business at Annual Meetings

Annual Meetings shall be called by the Board and shall be held no later than fifteen (15) months after the preceding Annual Meeting on such a day and place as the Board shall determine.⁶

The agenda for the Annual Meeting shall include the following matters of business:

- 5.8.1 consideration of the minutes of the previous Annual Meeting;
- 5.8.2 consideration of any proposed By-law amendments;
- 5.8.3 consideration of Resolutions submitted by CDSBs in accordance with Section 5.9;
- 5.8.4 consideration of the financial statements of the Corporation;
- 5.8.5 appointment of the auditor;
- 5.8.6 approval of the auditor's report;
- 5.8.7 election of the President, Vice President, and CCSTA Representative, if an even-numbered year;
- 5.8.8 introduction of Regional Directors present; and
- 5.8.9 any Members' proposals, received in accordance with Section 5.9 herein.

5.9 Resolutions from CDSBs

Any CDSB may submit a Resolution for consideration at an Annual Meeting to address any challenge or opportunity which affects Catholic education in Ontario, subject to the following:

- 5.9.1 each such Resolution shall have been received at the Head Office of the Corporation not less than sixty (60) days prior to the date of the Annual Meeting;
- 5.9.2 each such Resolution shall have been considered and reported upon by a Committee of the Board, or by the Board of Directors;

⁵ Required under Part VI of the ONCA

⁶ Required under S.52(1) of the ONCA

- 5.9.3 each such Resolution shall be circulated among all CDSBs not less than thirty (30) days prior to the Annual Meeting;
- 5.9.4 each such Resolution shall be included in the notice of the Annual Meeting; and
- 5.9.5 no such Resolution shall be acted upon unless approved by a majority of the votes cast at an Annual Meeting.

5.10 Members' Proposal Right

Through their CDSB, any Member entitled to vote at an Annual Meeting may give the Corporation notice of a proposal which the Member would like to have considered at the meeting.⁷

Provided that the proposal is received at least sixty (60) days prior to the date of the meeting, the Corporation shall refer it to a Committee of the Board or as determined by the Board of Directors, for review and consideration, and shall include it with the notice of the meeting sent to all Members. If the Member so requests, the Corporation shall also include a statement by the Member in support of the proposal, not to exceed 500 words, and/or the Member's name and address. The proposal, along with the Committee's report, if any, will be tabled at the Annual Meeting, at which the Member making the proposal may read aloud the resolution proposed.

Notwithstanding the above, the Corporation may refuse to send the proposal to the Members if:

- 5.10.1 it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;
- 5.10.2 it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation, as outlined in the corporate Objects; [see Article 0.2]
- 5.10.3 not more than two years before the receipt of the proposal, the Member failed to present in person or by proxy, if authorized by the By-law, at a meeting of the Members, a proposal that had been included in a notice of meeting at the Member's request;
- 5.10.4 substantially the same proposal was submitted to Members in a notice of a meeting of the Members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- 5.10.5 the right conferred by this section is being abused to secure publicity.

⁷ Required by S.56 of the ONCA

5.11 Members' Discussion Right

Any Member entitled to vote at an Annual Meeting is entitled to raise for discussion at that meeting any matter with respect to which the Member would have been entitled to submit a proposal, subject to the conditions outlined in Sections 5.10.1 to 5.10.5.⁸

5.11.1 Provided however that if such Member continues such discussion for three minutes or more, the Chair of the meeting may interrupt the Member and permit others to speak and/or make any subsidiary motion related thereto.

5.12 Special Meetings

The Board, the President or the Vice President may call a Special Meeting of the Members at any time, the nature of which must be specified in the notice to call the meeting.

The President shall call a Special Meeting upon the written request of the Members of the Corporation who hold at least ten (10) per cent of the votes that may be cast at a meeting of the Members sought to be held, within twenty-one (21) days after receiving such a request, failing which any Member who signed the request may call a Special Meeting, provided that the business of the meeting as stated in the requisition does not include a matter described in Subsections 5.10.1 through 5.10.5.⁹

No other business other than that which is specified in the notice shall be transacted.¹⁰

5.13 Adjournments

Members' meetings may be adjourned to any time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, and an adjournment may be made notwithstanding that no quorum is present.

5.14 Quorum

Quorum for the transaction of business at any meeting of the Members shall require the presence in person or by proxy of not less than a total of forty (40) current Members.

5.15 Effect of Loss of Quorum

In the event that a quorum is lost at any meeting of Members,

⁸ S.56(1)(b) of the ONCA

⁹ S.60(1)

¹⁰ S.55(8)

- 5.15.1 if, in the opinion of the chair of the meeting, such loss of quorum is temporary and likely to be short-lived, the chair of the meeting shall have the authority to forthwith declare a recess for any period of time not exceeding one hour;
- 5.15.2 if, in the opinion of chair of the meeting, such loss of quorum is not temporary and likely to be short-lived, or having declared a recess, a quorum is not present at the end of the recess, the meeting shall stand adjourned, to be reconvened at the call of the President.

5.16 Notice of Meetings

Written notice of the time and place of a meeting, stating the nature of the business to be transacted in sufficient detail to permit a Member to form a reasoned judgement on the business, and stating the text of any Resolution to be submitted to the meeting, shall be sent to all Members entitled to receive notice, all Directors, and if an Annual Meeting then to any person appointed to conduct an audit or review engagement of the Corporation, not less than ten (10) and not more than fifty (50) days before the date on which the meeting is to take place.

No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat. Any Member may waive notice of a meeting at any time and may ratify, approve and confirm any or all proceedings taken thereat.

5.17 Appointment of Returning Officer

Prior to every meeting of Members, the Board shall appoint a Returning Officer, and may appoint one or more Deputy Returning Officers, to supervise any vote by ballot which takes place at the meeting. The appointment of the Returning Officer (and Deputy Returning Officers, if any) may be challenged by motion prior to the first call by the chair for a vote on any question at the meeting, and if such motion is successful, an appropriate replacement shall be selected by the meeting forthwith.

5.18 Authority of Returning Officer

The Returning Officer shall have full and final authority on any question as to:

- 5.18.1 the qualifications of any person to cast a ballot;
- 5.18.2 the validity of proxies;
- 5.18.3 whether any ballot is to be counted or declared spoiled;
- 5.18.4 the counting of ballots;
- 5.18.5 the results of the balloting and announcement thereof to the meeting;
- 5.18.6 and generally over the supervision of balloting subject to any specific authority vested by this By-law in the Chairperson of the meeting;

provided that where any duty is performed by the Deputy Returning Officer, the absence or inability of the Returning Officer shall be presumed with reference thereto.

6. REGIONS

6.1 Criteria for Determining Regions and Representation

The criteria for determining the boundaries of and the representation by Regions shall be as follows:

- 6.1.1 CDSBs with a student enrolment of less than 35,000 FTE shall be grouped with other similarly sized CDSBs in a contiguous geographic area to form a Region, and such Region shall be entitled to select one (1) Regional Director if the combined student enrolment is less than 75,000 FTE, and shall be entitled to select two (2) regional Directors if the combined student enrolment is greater than 75,000 FTE;
- 6.1.2 CDSBs with a student enrolment in excess of 35,000 FTE but less than 75,000 FTE shall constitute a Region, and such Region shall be entitled to select one (1) Regional Director; and
- 6.1.3 CDSBs with a student enrolment in excess of 75,000 FTE shall constitute a Region, and such Regions shall be entitled to select two (2) Regional Directors to the Board.

6.2 Division into Regions

The Province of Ontario shall be divided into twelve (12) Regions for the purpose of selecting Regional Directors, and the number of Regional Directors respectively for such Region shall be as follows:

Region	Catholic District School Board	Number of Directors
1.	Huron-Superior Catholic District School Board Nipissing-Parry Sound Catholic District School Board Northeastern Catholic District School Board Sudbury Catholic District School Board	1
2.	Kenora Catholic District School Board Northwest Catholic District School Board Superior North Catholic District School Board Thunder Bay Catholic District School Board	1
3.	Northern Regions No. 1 & 2 (at large)	1
4.	Bruce-Grey Catholic District School Board Huron-Perth Catholic District School Board Waterloo Catholic District School Board Wellington Catholic District School Board	1

Region	Catholic District School Board	Number of Directors
5.	London District Catholic School Board St. Clair Catholic District School Board Windsor-Essex Catholic District School Board	1
6.	Toronto Catholic District School Board	2
7.	Dufferin-Peel Catholic District School Board	2
8.	York Catholic District School Board	1
9.	Durham Catholic District School Board Peterborough, Victoria, Northumberland & Clarington Catholic District School Board Simcoe-Muskoka Catholic District School Board	1
10.	Algonquin & Lakeshore Catholic District School Board Catholic District School Board of Eastern Ontario Renfrew County Catholic District School Board	1
11.	Brant Haldimand-Norfolk Catholic District School Board Halton Catholic District School Board Hamilton-Wentworth Catholic District School Board Niagara Catholic District School Board	2
12.	Ottawa Catholic School Board	1
	TOTAL	15

6.3 Regions to Create Offices

Each Region shall create and maintain the offices corresponding to and named, respectively, the offices listed in Subsection 7.1.4.

6.4 Amendment

If and whenever the criteria set out in this Article 6 so requires, the Members shall, by Special Resolution, alter the boundaries of the Regions and the number of Regional Directors accordingly, so as to take effect at the selection of Directors next following the confirmation of such Special Resolution by the Members.

6.5 Alteration of Regional Boundaries for Other Reasons

In addition to Article 6.4 above, Region boundaries may also be altered, by Special Resolution, for reasons other than those necessitated by Article 6.1, provided that:

- (a) The change in Regions shall not result in any Board with an excess of 35,000 FTEs being in the same Region as any other Board, and
- (b) The change in Regions shall not alter the number of Regional Directors to which any one Region is entitled.

7. BOARD OF DIRECTORS

7.1 Board Composition

The affairs of the Corporation shall be managed by a Board composed of eighteen (18) Directors, as follows:

7.1.1 The President, who shall be elected by the Members; and

7.1.2 The Vice President, who shall be elected by the Members.

7.1.3 The Past President;

7.1.4 Fifteen (15) Directors being the incumbents for the time being of the following offices:

7.1.4.1 Regional Director for Region One;

7.1.4.2 Regional Director for Region Two;

7.1.4.3 Regional Director for Region Three;

7.1.4.4 Regional Director for Region Four;

7.1.4.5 Regional Director for Region Five;

7.1.4.6 Regional Director A for Region Six;

7.1.4.7 Regional Director B for Region Six;

7.1.4.8 Regional Director A for Region Seven;

7.1.4.9 Regional Director B for Region Seven;

7.1.4.10 Regional Director for Region Eight;

7.1.4.11 Regional Director for Region Nine;

7.1.4.12 Regional Director for Region Ten;

7.1.4.13 Regional Director A for Region Eleven;

7.1.4.14 Regional Director B for Region Eleven;

7.1.4.15 Regional Director for Region Twelve.

7.2 Director Eligibility

The following persons are disqualified from being a Director:

7.2.1 A person who is not an individual;

7.2.2 A person who is under eighteen (18) years of age;

7.2.3 A person who has been found under the *Substitute Decisions Act*, S.O. 1992, c. 30 or under the *Mental Health Act* R.S.O. 1990 c. M.7 to be incapable of managing property;

7.2.4 A person who has been found to be incapable in any court in Canada or elsewhere;

7.2.5 A person who has the status of bankrupt¹¹;and

7.2.6 A person who is not a Member.

7.3 Election of President and Vice President

The President and Vice President shall be elected at Annual Meetings held in even-numbered years.

Where there are more candidates nominated than there are positions to be filled by election, there shall be an election conducted by ballot, and for this purpose, there shall be a separate ballot for the election of each of the President and the Vice President.

The Returning Officer shall report to the Members the number of ballots cast for each candidate, the total number of ballots cast, the number of spoiled ballots, and the number of ineligible ballots.

7.4 Selection Process for Regional Directors

No particular manner or method is prescribed for how each Region selects its Regional Director. The CDSBs comprising each Region, therefore, shall devise and adopt a fair, equitable and democratic process by which their Regional Director is selected in accordance with Board guidelines, provided however, that:

7.4.1 Regional Directors from CDSBs described in Section 6.1.1 shall be selected in odd-numbered years, and Regional Directors described in Sections 6.1.2 and 6.1.3 shall be selected in even-numbered years; and

7.4.2 the selection process once adopted may not be altered more frequently than every second year, and in any event not later than one hundred and eighty (180) days prior to the second Annual Meeting following the previous use of the process.

7.5 Failure to Agree upon Regional Director Selection Process

In the event that the CDSBs comprising a Region are unable to reach a consensus as to the process to be adopted for that Region for the selection of its Regional Director, any CDSB within that Region may refer the selection process to the Board; and upon referral:

¹¹ 7.1.1 to 7.1.5 correspond to Sections 23(1)1 to 5 of the ONCA.

- 7.5.1 the Board shall give notice to the other CDSBs within that Region, requesting each to make representations to the Board within thirty (30) days after the notice, as to the selection process to be adopted;
- 7.5.2 within a further thirty (30) days, the Board shall consider all representations received from the CDSBs within that Region, and determine the process by which such Regional Director is selected;
- 7.5.3 such determination by the Board shall be final and binding for such Region and from which there is no right of appeal, but without prejudice to the right to adopt a new selection process subject to the limitations described in clause 7.4.2.

7.6 CCSTA Representative

The following shall determine the selection of the CCSTA Representatives:

- 7.6.1 in the event that the Corporation shall have the right to select only one (1) person to serve on the CCSTA Board of Directors, the Past President of the Corporation shall be the CCSTA representative;
- 7.6.2 for as long as the Corporation shall have the right to select two (2) persons to serve on the CCSTA Board of Directors, the second CCSTA Representative (in addition to the Past President of the Corporation) shall be elected in even-numbered years by the Members at the Annual Meeting;
- 7.6.3 in the event that one of the CCSTA Representatives is selected by CCSTA to serve as its president, the President of the Corporation shall appoint a Director of the Corporation in the place and stead of the person so selected to serve as a CCSTA Representative.

7.7 Termination

A Director ceases to hold office when he or she:

- 7.7.1 submits his/her written resignation to the President, specifying the date upon which it shall become effective;
 - 7.7.2 becomes deceased;
 - 7.7.3 ceases to be eligible to be a Director, as prescribed in this Article 6.5; or
 - 7.7.4 is terminated as a Member, in accordance with Section 0 herein;
- and an elected Director further ceases to hold office when he or she:
- 7.7.5 is removed by Ordinary Resolution of the Members at a Special Meeting of which notice of the intention to pass such a resolution has been given.

7.8 Vacancies

If, for any reason, there is a vacancy in the office of:

- 7.8.1 **President**, then the Vice President shall automatically assume the office of President for the balance of the unexpired term of office;
- 7.8.2 **Vice President**, then the Directors shall appoint a Regional *ex-officio* Director to assume the office of Vice President for the balance of the unexpired term of office;
- 7.8.3 **President and Vice President**, then the Directors shall appoint one of their number to assume each of the offices of President and Vice President for the balance of the respective unexpired terms of office;
- 7.8.4 **Past President**, the person who is the next most recent former President who is willing to assume the office shall automatically assume the office of Past President for the balance of the unexpired term of office; and if none, the office shall remain vacant until a person is eligible and willing to assume the office; and if none, the office shall remain vacant until the next Annual Meeting at which a new President is to be elected;
- 7.8.5 **Regional Director**, then the Members of the Region from which the vacancy occurred shall elect a person who is qualified to assume the office for the balance of the unexpired term, provided however that, where there is still a quorum of the Board in office and a vacancy occurs during the six months prior to a scheduled annual meeting, the election to fill such vacancy shall be deferred to such Annual Meeting.
- 7.8.6 **CCSTA Representative**, then the President of the Corporation shall appoint a Director of the Corporation in the place and stead of the vacated CCSTA Representative to serve for the remainder of the term.

7.9 Remuneration of Directors

The Directors shall receive no remuneration for acting as such provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

7.10 Term

The term of office shall be for two years,

7.10.1 in the case of the President, Vice President and CCSTA Representative(s) commencing at the adjournment of the Annual Meeting at which they are elected;

7.10.2 in the case of a Regional Director, commencing at the adjournment of the first Annual Meeting following such Regional Director's selection; and

ending at the adjournment of the second Annual Meeting thereafter and when the successor in office is chosen.

7.11 Limit on Term of Office

A person is not qualified to serve, and shall not serve, for more than two (2) successive terms in any one of the positions of President, Vice President or

CCSTA Representative, and for the purpose of calculating the limit on the term of office:

- 7.11.1 service in office by appointment to fill a vacancy of eighteen (18) months or longer shall be deemed to be service for one term of office; and
- 7.11.2 service in office by appointment to fill a vacancy of less than eighteen (18) months shall be deemed not to be service in office.

7.12 Nomination for President and Vice President

A nomination for the election of President and Vice President shall conform to the following requirements:

- 7.12.1 such nomination shall be in writing in a form approved from time to time by the Board and circulated among CDSBs with the notice of the Annual Meeting at which the election is to take place;
- 7.12.2 such nomination shall include the consent of the nominee, and shall identify the name of and be signed by each of the mover, seconder and nominee, each of whom shall be qualified to hold the office for which the nomination is made, and in each case identifying by name the CDSB of which such Member is a Trustee;
- 7.12.3 such nomination shall be received at the Corporation Head Office not later than twenty-one (21) days prior to the time fixed in the notice of meeting for the call to order of the first plenary session at the Annual Meeting, provided however that if no nominations within the time so limited, nominations shall remain open until but not later than two hours and fifteen minutes prior to the time fixed in the notice for the call to order of the first plenary session at the Annual Meeting;

Notwithstanding the above, a Member may nevertheless propose a nomination at the Annual Meeting, and if such a nominee consents, that nomination will be added to the slate of nominees presented to the Members for election.¹²

No member may accept the nomination for more than one office in the same election.

7.13 Standard of Care of Directors

Every Director in exercising his or her powers and discharging his or her duties to the corporation shall:

- 7.13.1 act honestly and in good faith with a view to the best interests of the corporation; and
- 7.13.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.¹³

¹² ONCA Section 56(5)

Every Director will comply with the Act and its Regulations, and the Corporation's Articles, By-laws, policies and Code of Conduct.¹⁴

8. BOARD MEETINGS

8.1 Confidentiality

All information pertaining to the affairs of the Corporation which is brought before the Board, including but not limited to agenda items for Board decision, background materials relating to those decision items, staff reports, and the content of debate and discussion which takes place at Board and Board committee meetings, shall be treated by Directors as strictly confidential unless declared to be otherwise by Board resolution, pursuant to the Standard of Care owed to the Corporation.

8.2 Calling of Meetings

At least three meetings of the Board of Directors shall be held between Annual Meetings of the Members. In addition, meetings of Board of Directors

8.2.1 may be called by the President, and

8.2.2 shall be convened by the Executive Director upon direction in writing of five (5) Directors.

8.3 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a set place and time. 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 as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the *Corporations Act* or the ONCA (as applicable).

The Board shall hold a meeting within seven (7) days following the Annual Meeting of the Members of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

8.4 Place of Meetings

Meetings of the Board and of the Committees of the Board may be held at any place within Ontario, as designated in the notice calling the meeting.

8.5 Quorum for Meeting of Directors

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than a majority of the number of Directors, and, subject to the proviso set out in subsection 9.3.1, no business shall be

¹³ ONCA Section 43(1)

¹⁴ ONCA Section 43(2)

transacted at any meeting unless the requisite quorum is present at the commencement of such business.

8.6 Meetings by Electronic Conference¹⁵

A Director may participate in a meeting of the Board or a committee of the Board by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

8.7 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided in the usual way by assent or dissent unless a poll on the question is required by the Chair or requested by any Director.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

8.8 Written Resolutions

Subject to the *Corporations Act* or ONCA (as applicable) a resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board or Committee meeting, is as valid as if it had been passed at a meeting of the Board or Committee called, constituted and held for that purpose.

8.9 Notice of Meetings of Directors

Notice of meetings other than regularly scheduled meetings of the Board shall be given to each Director by one of the following methods:

8.9.1 by telephone, facsimile, email or other electronic method not less than twenty-four (24) hours before the meeting is to take place; or

8.9.2 by prepaid letter post not less than fifteen (15) days before the meeting is to take place,

¹⁵ Section 34(6) of ONCA allows the By-law to specify either that there may be no electronic participation, or electronic participation upon the unanimous consent of Directors, or as is provided here, that there is the right to participate electronically unless the Chair identifies a security or confidentiality concern.

provided however that a meeting of Directors shall be held without notice immediately following the annual meeting of the Corporation.

The statutory declaration of the Executive Director or the President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

9. CONFLICT OF INTEREST¹⁶

9.1 Disclosure Required

As required by the *Corporations Act* or the ONCA (as applicable), a Director or officer of the Corporation who:

9.1.1 is a party to a material contract or transaction, or a proposed material contract or transaction with the Corporation; or

9.1.2 is a Director, officer, or has an immediate material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

shall disclose to the Board, or request to have entered in the minutes of Board meetings, the nature and extent of such interest.

9.2 Timing of Disclosure

This disclosure shall be made, in the case of a Director:

9.2.1 at the meeting at which a proposed contract or transaction is first considered;

9.2.2 if the Director was not then interested in a proposed contract or transaction, at the first meeting after which the Director becomes so interested;

9.2.3 if the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after which they become so interested; or

9.2.4 if a person who is interested in a contractor transaction later becomes a Director, at the first meeting after which they become a Director,

and the disclosure shall be made in the case of an officer:

¹⁶ Adapted from ONCA Section 41

9.2.5 forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;

9.2.6 if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes an officer;

9.2.7 if a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer.

9.3 Duty After Disclosure

A Director who has an interest as defined herein shall not attend any part of a Board or Committee meeting during which the contract or transaction is being discussed, and shall not vote on any Resolution to approve the contract or transaction.

9.3.1 Provided that if quorum does not exist for the purpose of voting on a Resolution to approve a contract or transaction only because a Director is not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purpose of voting on that resolution.

10. OFFICERS OF THE CORPORATION

10.1 Officers

The officers of the Corporation shall be:

10.1.1 the President,

10.1.2 the Vice President,

10.1.3 the Past President,

each of whom shall be a Member;

10.1.4 an Executive Director who shall also be the Secretary, but shall not be a person who is a Member;

10.1.5 a Chaplain, who may but need not be a Member.

10.2 Standard of Care of Officers

The provisions of Section 7.13 apply with necessary variations to the officers of the Corporation.

10.3 Duties of the President

The President:

10.3.1 shall when present, preside as Chair at all meetings of Members of the Corporation, and at all meetings of the Board;

10.3.1.1 provided however that the President may delegate any part or parts of such duty to preside over the Annual Meeting to any person;

10.3.2 shall be a member of every Committee;

10.3.3 shall have the other powers and duties from time to time prescribed by the Board or incident to the office.

10.4 Duties of the Vice President

During the absence or inability to act of the President, the duties and powers of the office may be exercised by the Vice President. Without limiting the generality of the foregoing, when delegated by and in the absence of the President, the Vice President shall have the right to attend and to vote at all Committee meetings at which the President has the right to attend and vote. If a Vice President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice President shall also perform the other duties from time to time prescribed by the Board of Directors or incident to the office.

10.5 Absence of President and Vice President

In the event that either the President or the Vice President is unable to fulfil a particular obligation of the office, such officer may delegate responsibility for the task to another Director. Where the President or Vice President is unable to fulfill the duties and powers of the office, the Board may from time to time appoint another Director for that purpose. Where such other Director exercises any such duty or power, the absence or inability of the President and the Vice President shall be presumed with reference thereto.

10.6 Duties of Executive Director

The Executive Director shall:

10.6.1 be the non-voting *ex officio* clerk of the Board and of every committee established by or under the By-laws of the Corporation;

10.6.2 attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose;

10.6.3 give all notices required to be given to Members and to Directors;

10.6.4 shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation and as are required by the Act and this By-law, the same being delivered up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution; and

10.6.5 shall perform such other duties as may from time to time be determined by the Board.

10.7 Other Officers

The Board of Directors may appoint other officers, including without limitation, Honourary Officers and agents (and with such titles as the Board of Directors may prescribe from time to time) as it considers necessary and all such officers and agents shall have the authority and perform the duties from time to time prescribed by the Board of Directors. The Board of Directors may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board of Directors shall be such as the terms of their engagement call for or the Board of Directors prescribes.

10.8 Bonding of Officers

The Executive Director and any other officer, agent or employee of the Corporation who may be designated by the Directors shall furnish a bond in such amount and with such sureties as the Directors may approve. The cost of the said bonds shall be paid by the Corporation and they shall be deposited and kept as the Directors may direct.

10.9 Appointment and Duties of Chaplain

The Chaplain of the Corporation shall:

- 10.9.1 be appointed annually by the Board on the nomination of the Assembly of Catholic Bishops of Ontario;
- 10.9.2 invoke Divine Guidance on all meetings of the Corporation and of the Directors; and
- 10.9.3 encourage the Directors to bring a gospel perspective and the riches of the Catholic Tradition to current issues and decision-making.

11. COMMITTEES OF THE BOARD

11.1 Executive Committee

There shall be an Executive Committee composed of the President, Vice President and Past President with authority to act on behalf of the Board with regard to urgent matters which may arise between Board meetings, provided that all decisions taken in the absence of the Board shall be reported at the next Board meeting.

11.2 Committees Generally

Subject to the *Corporations Act* or the ONCA (as applicable), the Articles, and the By-Laws, the Board may, by Board resolution, appoint such standing and ad hoc committees as it deems appropriate from time to time and set the rules governing such committees.

11.3 Limits on Authority of Committees¹⁷

No committee, including the Executive Committee (if any), has authority to:

- 11.3.1 submit to the Members any question or matter requiring approval of the Members;
- 11.3.2 fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- 11.3.3 appoint additional Directors;
- 11.3.4 issue debt obligations except as authorized by the Board;
- 11.3.5 approve any financial statements;
- 11.3.6 adopt, amend or repeal any By-Law; or
- 11.3.7 establish contributions to be made, or dues to be paid, by Members.

11.4 Rules Governing Committees

Except where otherwise provided in the By-laws of the Corporation, all Committees, excluding the Committee of the Whole Board and the Executive Committee, are subject to the following:

- 11.4.1 a Committee shall be composed of not less than three (3) Directors;¹⁸
- 11.4.2 the committee members shall be appointed by the Board of Directors, on the nomination of the President, from among the Members of the Corporation;
- 11.4.3 the members of the Committee shall select the Committee chairperson;
- 11.4.4 a member of a Committee shall serve for a term ending at the annual meeting of Members following appointment, and is eligible for reappointment for one or more additional terms;
- 11.4.5 each Committee shall meet at least annually, and more frequently at the will of its Chairperson or as required by its terms of reference;
- 11.4.6 a Committee shall carry out such additional or amended duties or tasks as may be determined by the Board from time to time, regardless of its Terms of Reference or the Terms of Reference of any other Committee;
- 11.4.7 each Committee shall be responsible to, and shall report regularly to, the Board;

¹⁷ Required by Section 36(2) of the ONCA

¹⁸ Note that quorum is defined in section 11.4.8 as requiring at least three Directors, but could be changed to a majority or two-thirds of committee members if greater flexibility is preferred.

11.4.8 subject to any rules established by the Board, a quorum for the holding of a Committee meeting consists of the lesser of

11.4.8.1 a majority of a Committee, and

11.4.8.2 three (3) members of a Committee,

and otherwise each Committee may establish its own rules of procedure and may appoint subcommittees;

11.4.9 if and whenever a vacancy exists on a Committee, the remaining Committee members may exercise all of the Committee's powers so long as a quorum remains on the Committee, but the Board shall in any event appoint a replacement to fill any vacancy as soon as practicable.

12. PROTECTION OF DIRECTORS AND OFFICERS

12.1 Directors' and Officers' Liability Exclusion

Absent the failure to act in accordance with the Standard of Care as outlined in Section 7.13 or Section 10.2 in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or officer of the Corporation shall be personally liable for any loss or damage or defaults of such Director or officer or of any other Director or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

12.1.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;

12.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;

12.1.3 loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;

12.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;

12.1.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto; and

12.1.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

12.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided herein, or purchasing insurance as provided herein, the Board of Directors shall consider:

- 12.2.1 the degree of risk to which the Director or officer is or may be exposed;
- 12.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 12.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 12.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 12.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

12.3 Indemnification of Directors and Officers

Every person, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

- 12.3.1 is a Director; or,
- 12.3.2 is an officer of the Corporation; or
- 12.3.3 is a member of a Committee; or
- 12.3.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person's personal capacity or as a director or officer or employee or volunteer of such corporation;

shall, upon approval of the Board from time to time, be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) out of the funds of the Corporation, from and against all costs, charges and expenses which such person sustains or incurs:

- 12.3.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

- 12.3.6 in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure to such person to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by any legislation or law.

12.4 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, officer or any other capacity at the request of or on behalf of the Corporation, which insurance may include:

12.4.1 property and public liability insurance;

12.4.2 Directors' and officers' insurance; and,

12.4.3 such other insurance as the Board sees fit from time to time;

with coverage limits and with insurers deemed appropriate by the Board from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

13. **CORPORATE RECORDS¹⁹**

13.1 Required Records

The Corporation shall keep and maintain the following records at its registered head office:

13.1.1 the Corporation's Articles and By-laws, and any amendments to them;

13.1.2 the minutes of meetings and any resolutions of the Members;

13.1.3 a register of Directors, Officers, and Members;

13.1.4 the minutes of meetings and resolutions of the Board, and any committees of the Board;

13.1.5 accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis;

13.1.6 a copy of the financial statements;

¹⁹ In accordance with Part X of the ONCA

13.1.7 consent to act as a Director of each individual who is elected as a Director of the Corporation.

13.2 Directors' Access to Records

Any such records shall be open to inspection by the Directors. Copies must be provided upon request at no cost to the Director.

13.3 Members' Access to Records

A Member, a Member's attorney or legal representative, may examine and take extracts from the records referred to in Subsections 13.1.1, 13.1.2 and 13.1.3.

Upon request and without charge, a Member may inspect any "Consent to Act as a Director" and to make a copy of it.

A Member or a Member's attorney or legal representative who wishes to examine the Register of the Members shall first make a request to the Corporation accompanied by a Statutory Declaration that states the name and address of the Member applicant and shall further state that the list of Members or the information contained in the Register of Members thus obtained will only be used for an effort to influence the voting of members, requisitioning a meeting of the Members, or another matter relating to the affairs of the corporation, upon receipt of which the Corporation will as soon as is practical allow the applicant access to the Register and, on payment of a reasonable fee, provide the applicant with an extract from the Register.

14. EXECUTION OF DOCUMENTS

14.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

14.2 Documents

Documents requiring execution by the Corporation may be signed by any two (2) of the President, Vice President, Secretary, or any one (1) of the foregoing together with any one (1) Director, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

14.3 Books & Records

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

15. BANKING ARRANGEMENTS

15.1 Designation of Bankers

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- 15.1.1 operate the Corporation's accounts with the banker;
- 15.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 15.1.3 issue receipts for and orders relating to any property of the Corporation;
- 15.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 15.1.5 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

15.2 Deposit of Securities

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

16. FINANCIAL YEAR

16.1 Determination of Fiscal Year

Until otherwise determined by resolution of the Board, the fiscal year end of the Corporation shall terminate on August 31st of each year.

17. AUDITORS

17.1 Appointment of Auditor

The Members entitled to vote shall at each annual meeting appoint an auditor qualified to conduct an audit pursuant to the requirements of the *Public Accounting Act, 2004* to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The

remuneration of the auditor shall be fixed by the Members entitled to vote, or by the Board if authorized to do so by the Members entitled to vote.

18. NOTICE

18.1 Method of Notice

Except where otherwise provided in this By-law, notice shall be validly given if given by telephone, or if in writing:

- 18.1.1 by prepaid letter post;
- 18.1.2 by facsimile;
- 18.1.3 by e-mail; or
- 18.1.4 by other electronic method;

addressed to the person for whom intended at the last address shown on the Corporation's records. Any such notice shall be deemed given:

- 18.1.5 in the case of telephone, at the time of the telephone call;
- 18.1.6 in the case of letter post, on the third day after mailing; and
- 18.1.7 in all other cases, when transmitted.

18.2 Presumed Address of a Member

Any notice or resolution sent to a Member may be sent to such Member at the address of the CDSB for which the Member is a Trustee, whether or not such Member has provided another address to the Corporation, and so sending shall constitute notice as if the notice or resolution had been sent in an envelope individually addressed to the Member.

18.3 Computation of Time

In computing the date when notice must be given under any provision of the By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

18.4 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or Members, annual, general, regional, special meeting or other, or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

19. USE OF ROBERT'S RULES OF ORDER

Subject to all requirements of law, and subject to any specific provision set out in the By-laws, meetings of the Members, the Board and Committees shall be conducted in accordance with the rules and practice contained in the current edition of *Robert's Rules of Order Newly Revised* as far as applicable.

20. AMENDMENT TO THE BY-LAWS

The Board may pass, amend or repeal this By-law by Ordinary Resolution, except where to do so is contrary to the Corporations Act or ONCA (as applicable), provided that where the Board has approved any such amendments, it shall submit same to the Members at the next Members' meeting, and the Members may confirm, reject, amend or repeal the revised By-law by Ordinary Resolution.

Any amendment to the By-law by the Board shall take effect from the date of the Ordinary Resolution of the Board, but shall cease to be in effect as of the date of the next Members' meeting if not submitted to the Members for a vote at that meeting, or if at that meeting such amendments are rejected by the Members.

Notice of any such changes, including the complete text of the previous and revised version of the By-law, must be given to the Members at least thirty (30) days before the meeting at which the amendment or amendments will be voted upon.

21. REPEAL OF PRIOR BY-LAWS

21.1 Repeal

Subject to the provisions of Section 21.2 and 21.3 hereof, all prior By-laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

21.2 Exception

The provisions of Section 21.1 shall not extend to any By-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

21.3 Proviso

Provided however that the repeal of prior By-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-law, resolution or other enactment.

22. EFFECTIVE DATE

22.1 Coming into force

This By-law shall come into force with no further formality on the later of:

22.1.1 the date approved by Ordinary Resolution, or

22.1.2 the coming into force of the Ontario *Not-for-Profit Corporations Act*.

ENACTED as a By-law of the **Ontario Catholic School Trustees' Association** and sealed with the corporate seal the 9th day of May, 2019.



Beverley Eckensweiler
President



Nick Milanetti
Secretary

CONFIRMED by the Members in accordance with the *Not-For-Profit Corporations Act* (Ontario) on the 26th day of April, 2019.



Beverley Eckensweiler
President



Nick Milanetti
Secretary