



**THE CANADIAN REFORMED SCHOOL
SOCIETY OF OWEN SOUND AND DISTRICT**

ALSO OPERATING AS

HARVEST CANADIAN REFORMED CHRISTIAN SCHOOL

GENERAL OPERATING BY-LAW NO. 1

Revision approved at the Annual Society Meeting held on
November 19, 2015

The Canadian Reformed School Society of Owen Sound and District

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THE CANADIAN REFORMED SCHOOL SOCIETY OF OWEN SOUND AND DISTRICT

Extracts from the incorporation documents:

The objects for which the corporation is incorporated are:

- a) to establish, maintain and conduct in the Counties of Grey and Bruce, a school for the general instruction and education of children, at the elementary level, in accordance with the infallible Word of God as confessed in the Three Forms of Unity, the Belgic Confession, the Heidelberg Catechism and the Canons of Dordt;
- b) to accumulate from time to time part of the fund or funds of the corporation and income there from subject to any statutes or laws from time to time applicable;
- c) to invest and re-invest funds of the corporation in such a manner as determined by the directors, and in making such investments, the directors shall not be limited to investments authorized by law for trustees, provided such investments are reasonable, prudent and sagacious under the circumstance

and do not constitute, either directly or indirectly, a conflict of interest;

d) to solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto;

e) to acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable.

f) to acquire by purchase, lease, devise, gift, or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on its charitable undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof.

g) to employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary, provided that the corporation shall not pay any remuneration to a director in any capacity whatsoever;

h) to co-operate, liaise, and contract with other charitable organizations, institutions or agencies which carry on similar objects to that of the corporation;

i) to draw, make, accept, endorse, execute and issue cheques or other negotiable or transferable instruments;

j) the corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects;

k) the directors shall serve as such without remuneration and no director shall directly or indirectly receive any profits from his/her position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties

THE HEAD OFFICE of the Corporation to be situate in the said Counties of Grey and Bruce; and

AND IT IS HEREBY ORDAINED AND DECLARED that the Corporation shall be carried on without the purpose of gain for its members and any profit or other accretions to the Corporation shall be used in promoting its objects;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that, in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of liabilities, shall be transferred to the Deacons of The Canadian Reformed Church of Chatsworth;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that no person shall be a member, or director, of the Corporation unless he is a communicant member in good standing of a Canadian Reformed Church;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the directors of the corporation shall be elected and retire in rotation in the following manner, that is to say, at the first meeting of members for the election of directors two (2) directors shall be elected to hold office for a term of three (3) years from the date of their election or until the third annual meeting of members after such date, whichever first occurs, two (2) for a term of two (2) years from the date of their election or until the second annual meeting of members after such date, whichever first occurs, and one (1) for a term of one (1) year from the date of their election or until the next annual meeting of members after such date, whichever first occurs, and thereafter at each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired, and each director so elected shall hold office for a term of three (3) years or until the third annual meeting of members after his election, whichever first occurs.

BY-LAW NO.1

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

CANADIAN REFORMED SCHOOL SOCIETY OF OWEN SOUND AND DISTRICT

BE IT ENACTED as a by-law of the

CANADIAN REFORMED SCHOOL SOCIETY OF OWEN SOUND AND DISTRICT

SECTION ONE: INTERPRETATION

1.01 **Definitions:** In this by-law and all other by-laws and special resolutions of the Society, unless the context otherwise requires;

"Act" means The Corporation Act (Ontario), and any Act that may be substituted therefore, as from time to time amended;

"board" means the board of directors of the Society;

"by-laws" means this by-law and all other by-laws of the Society from time to time in force and effect;

"(Dutch) Christian Reformed Church" means Canadian Reformed Church or churches with whom we have ecclesiastical fellowship.

"letters patent" means the letters patent of incorporation of the Society dated May 19, 1993, as from time to time supplemented;

"non-business day" means Saturday, Sunday, and any other day that is a holiday as defined in **The Interpretation Act** (Ontario);

"meeting of members" includes an annual or other general meeting of members and a special meeting of members;

"members in good standing of a Canadian Reformed Church" means members in good standing of a Canadian Reformed Church or churches with whom we have ecclesiastical fellowship.

"permanent staff" means all permanent and regular part-time staff members;

"recorded address" means, in the case of a member, his address as recorded in the register of members and, in the case of a director, officer, auditor or member of a committee of the board, his address as recorded in the records of the Society;

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Society by section 9.03 or 9.05 of this by-law or by resolution passed pursuant thereto;

"Society" means Canadian Reformed School Society of Owen Sound and District incorporated by letters patent under the Act; also operating under the name Harvest Canadian Reformed Christian School

save as aforesaid, words and expressions defined in the Act have the same meanings when used therein, words importing the singular number include the plural and vice versa, words importing the masculine gender include the feminine and neuter genders, and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION TWO: GENERAL PROVISIONS

2.01 **Head Office:** Until changed in accordance with the Act, the head office of the Society shall be in the Counties of Grey-Bruce, in the Province of Ontario and at such location therein as the board may from time to time determine by resolution.

2.02 **Corporate Seal:** Until changed by resolution of the board, the corporate seal of the Society shall be in the form impressed here on.

SECTION THREE: DIRECTORS

3.01 **Number of Directors and Quorum:** Until changed in accordance with the Act, the board shall consist of five (5) directors of whom three (3) shall constitute a quorum for the transaction of business.

3.02 **Qualifications:** No person shall be qualified for election or appointment as director if he is not a communicant member in good standing of a Canadian Reformed Church, if he is an un-discharged bankrupt, if he is mentally incompetent or incapable of managing his affairs, if he has not attained 18 years of age, or is an employee of the Society. A director shall be a member of the Society throughout his term of office. A person shall automatically cease to be a director if he ceases to be a communicant member in good standing of a Canadian Reformed Church.

- 3.03 **Consent:** No election or appointment of a person as a director shall be effective unless (a) he consents in writing to act as a director, before his election, or appointment, or within 10 days thereafter, or (b) he was present at the meeting in which he was elected or appointed and did not refuse at that meeting to act as a director.
- 3.04 **Nomination:** The board shall, prior to each annual meeting, or other members' meeting at which directors are to be elected, present a slate of members for election at such meeting in a number double the number of vacancies on the board and shall give four (4) weeks notice thereof. The members may add further nominations to such slate by submitting the same to the board in writing at least two (2) weeks in advance of such meeting. Each further nomination shall be made by two (2) members and shall be supported by the written consent of the nominee.
- 3.05 **Election and Term:** The directors of the Society shall be elected and retire in rotation in the following manner, that is to say, at the first meeting of members for the election of directors two (2) directors shall be elected to hold office for a term of three (3) years from the date of their election or until the third annual meeting of members after such date, whichever first occurs, two (2) for a term of two (2) years from the date of their election or until the second annual meeting of members after such date, whichever first occurs, and one (1) for a term of one (1) year from the date of their election or until the next annual meeting of members after such date, whichever first occurs, and thereafter at each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired, and each director so elected shall hold office for a term of three (3) years or until the third annual meeting of members after his election, whichever first occurs
- 3.06 **Removal of Directors:** The members of the Society may, by resolution passed by at least two-thirds (2/3) of the votes cast there on at a meeting of members called for that purpose, remove any director before the expiration of his term of office. The resulting vacancy may be filled in accordance with the procedure specified in 3.04
- 3.07 **Vacation of Office:** The office of a director shall be vacated upon the occurrence of any of the following events:
- a) if he ceases to be a communicant member in good standing of a Canadian Reformed Church.
 - b) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act.
 - c) if he is mentally incompetent or incapable of managing his affairs.
 - d) if he shall be removed from office by a resolution of members as specified in section 3.05, or
 - e) if by notice in writing to the Society he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.
- 3.08 **Vacancies:** If a vacancy shall occur in the board, the remaining directors shall forthwith call a meeting of members to fill the vacancy. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall be deemed to have

occurred, which may be filled in the manner provided.

3.09 **Action by the Board:** The board shall manage or supervise the management of the affairs of the Society. The powers of the board may be exercised by a meeting at which a quorum of directors is present or by a by-law or resolution consented to in accordance with the Act by signature of all directors then in office if constituting a quorum. Where there is a vacancy or vacancies in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

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

- a) to determine school policies in harmony with the principles and purposes of the Society
- b) to engage 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, and
- d) to appoint some of its members to visit the school at least twice a year to assure themselves of the faithful carrying out of the school's educational programme and policies.

3.10 **Place of Meetings:** Meetings of the board shall be held at the head office of the Society, or if the board determines, at any place elsewhere in Ontario.

3.11 **Calling of Meetings:** Meetings of the board shall be held from time to time at such place (subject to section 3.09) at such time and on such day as the board, the president, the vice-president, or any two directors may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in section twelve (12) to each director (a) not less than 72 hours before the time when the meeting is to be held if the notice is mailed, or (b) not less than 24 hours before the time when the meeting is to be held. If the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication; provided that no notice of a meeting shall be necessary if all directors in office are present or if those absent waive notice of or otherwise consent to such meeting being held.

3.12 **No Notice required in certain cases:** No formal notice of any meeting of the board is required if all directors are present or if those absent have signified their consent to the meeting being held in their absence. Provided a quorum of directors is present the board may also without notice hold a meeting immediately following the meeting of members at which directors were elected.

3.13 **Regular Meeting:** The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.14 **Order of Procedure of Meetings:** The following matters shall

normally be dealt with at each board meeting:

- a) Prayer and Scripture reading
- b) Roll call
- c) Reading of the minutes of the previous meeting
- d) Reading of papers and correspondence (all correspondence must be acknowledged in writing)
- e) Report of the principal
- f) Report of any committees
- g) Consideration of unfinished business
- h) Consideration of new business
- i) Question period
- j) Adjournment and closing prayer

3.15 **Chairman:** Subject to section 5.02, the president, or in his absence the vice-president shall be chairman of any meeting of the board. If no such officer is present, the directors present shall choose one of their number to be chairman.

3.16 **Votes to Govern:** At all meetings of the board every question shall be decided by a majority of the votes cast on the question. All votes of all meetings of the board shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by show of hands. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facia proof of the fact without proof of the number of, or proportion of the votes recorded in favour of or against such resolution.

3.17 **No Remuneration of Directors**
The Directors shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from his or her position as such, nor shall any Director receive any direct or indirect remuneration from the Corporation, except where specifically permitted by law and approved by a Resolution of the Board, provided that Directors may be reimbursed for Reasonable Expenses incurred by them in the performance of their duties.

3.18 **Conflict 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 Section 3.18(a), 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 Section 3.18 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 3.18, save and except where permitted by law and approved by a Resolution of the Board, 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.

SECTION FOUR: COMMITTEES

4.01 **Special Committees:** The board may from time to time elect or appoint such special committees as it may deem advisable, but the functions of any such special committees shall be advisory only.

4.02 **Ex-Officio Members:** The president, or his delegated representative, is an ex-officio advisory member of all committees and is entitled to receive notice of and to attend all meetings of such committees.

4.03 **Procedure:** Unless otherwise ordered by the board, each committee shall have power to fix its quorum at not less than the majority of its members and to regulate its procedure

SECTION FIVE: OFFICERS

5.01 **Election or Appointment:** There shall be a president, a vice-president, a treasurer, a secretary and such other officers as the board may determine from time to time. The president and vice-president 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 the default of such election the then incumbents, being members of the board shall hold office until their successors are elected. The other officers of the Society need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

5.02 **President:** the president shall be the chief executive officer of

the Society and subject to the authority of the board, shall have general supervision of the affairs of the Society. The president shall be responsible for the enforcement of the provisions of the Societies by-laws, particularly as they relate to the principles and purposes of the Society as defined in section 7.01 "Conditions of Membership".

- 5.03 **Vice-President:** During the absence or disability of the resident his duties shall be performed and his powers exercised by the vice-president. The vice-president shall have such other powers and duties as the board or the president may prescribe.
- 5.04 **Secretary:** The secretary shall attend and be the secretary of all meetings of members, of the board, as well as of committees of the board (unless such committees are directed by the board to supply their own secretaries) and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. He shall give or cause to be given, as and when instructed, all notices to directors, members, auditors and members of committees of the board. He shall be the custodian of the stamp (or mechanical device generally used for affixing the corporate seal of the Society), all books, papers, records, documents and instruments belonging to the Society, except when some other officer or agent has been appointed for that purpose. He shall also have such other duties as the board or the president may prescribe.
- 5.05 **Treasurer:** The treasurer shall keep proper accounting records in compliance with the Act, and under the direction of the board shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society. He shall render to the board whenever required, an account of all his transactions as treasurer and of the financial position of the Society. He shall also have such other duties as the board or the president may prescribe.
- 5.06 **Duties of Assistants and Other Officers:** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the president otherwise directs.
- 5.07 **Variation of Duties:** From time to time the board may vary, add to or limit the powers and duties of any officer.
- 5.08 **Term of Office:** The board may remove at its pleasure any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed by the board shall hold office until his successor is elected or appointed.
- 5.09 **Terms of Employment and Remuneration:** The terms of employment and the remuneration of officers elected or appointed by the board shall be settled by it from time to time.
- 5.10 **Agents and Attorneys:** The board shall have power from time to time to appoint agents or attorneys for the Society in or out of Canada with such power of management or otherwise (including the power to sub-delegate) as may be thought fit.

5.11 **Fidelity Bonds:** The board may require such officers, employees and agents of the Society as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

SECTION SIX: PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 **Limitation of liability:** No director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.

6.02 **Indemnity:** Every director and every officer of the Society and every other person who has undertaken or is about to undertake any liability on behalf of the Society and his heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Society from and against:

- a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office, and
- b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Society.

SECTION SEVEN: MEMBERSHIP

7.01 **Conditions of Membership:** The membership shall consist of the applicants for the incorporation of the Society and such other individuals as are admitted as members to the class of membership defined in section 7.02 by the board. Prior to admission as a member each applicant for membership shall acknowledge to the board or to such member or members of the board as are designated for that purpose, that he subscribes to the principles and purposes of the Society, expressed in the following words to be known as "Conditions of Membership":

**Conditions of Membership in
THE CANADIAN REFORMED SCHOOL SOCIETY OF OWEN SOUND AND DISTRICT** (hereinafter called the "Society")

The members of the Society hereby subscribe to the following principles:

- a) We believe that it is both privilege and duty that the children of the

Covenant be educated in accordance with Holy Scripture and to the honour and glory of the Covenant of God and are convinced that this can be best accomplished in parentally controlled independent schools.

- b) We hereby acknowledge that the basis of the Society is Holy Scripture, as confessed in the Three Forms of Unity; the Belgic Confession, the Heidelberg Catechism and the Canons of Dordt
- c) The principle purpose of the Society is to maintain a school for the daily instruction of the children of the members in accordance with the basis of the Society set out in clause(b)
- d) All parents and guardians and single persons (including widows and widowers) of 18 years and older are eligible for membership in the Society provided they are communicant members in good standing of a Canadian Reformed Church. The annual dues and other assessments and tuition fees will be determined by the board of directors of the Society and must be approved by the membership. Membership confers the privilege of voting at the meetings of the Society as provided in the by-laws, and implies as well a readiness to participate in activities entered into by the Society.
- e) Enrolment in the school is open to children of parents and guardians who are members of the Society. Any other enrolment is by way of exception, subject to the discretion of the Board and the following conditions:
 - a) 80% of the board must be in favour of the "other enrolment".
 - b) Parents or guardians of the "other enrolment" must express agreement with the Three Forms of Unity and state their willingness to support the instruction given at the school in accordance with its basis. In addition, they must have an understanding of the principle of unity between church, home, and school and actively promote the unity of faith as described in Article 28 of the Belgic Confession.
 - c) An interview is to be held with the parents or guardians of "other enrolment" on a yearly basis to review this enrolment.
 - d) Parents or guardians of "other enrolment" cannot be members and therefore are not permitted to vote or serve on the School Board or Ed-Com. Parents or guardians of "other enrolment" may serve on committees or as volunteers at the Board's discretion.
- f) Members may resign by giving notice in writing to the board of directors of the Society.
- g) A member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Society prior to his resignation.
- h) Subject to the by-laws of the Society each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.
- i) In the event of dissolution or winding-up of the Society all its remaining assets after payment of liabilities, shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.
- j) The foregoing conditions of membership, with the exception of clauses (b), (c) and this clause, shall be amended only by special resolution of the board of directors of the Society confirmed and ratified at a special meeting of the members of the Society at which at least two-thirds (2/3) of the members are present and at which two-thirds (2/3) of the members present vote in favour of the resolution. If at such a meeting the required number of members are not present, a second special meeting of members shall be called at which the proposed amendments may be accepted, if at least two-thirds (2/3) of the members present vote in

favour of the resolution, provided that quorum is met as per 8.09 of the bylaws and one-third (1/3) of the members are present at such meeting. Clauses (b), (c) shall may only be amended by a unanimous (100%) Resolution of the Board at a meeting called for that purpose and sanctioned by an affirmative ninety percent (90%) Resolution of the Members at a Meeting of Members duly called for the purpose of considering the said amendment.

7.02 **Class of Membership**

There shall be one (1) class of Members in the Corporation, as more particularly described herein.

7.03 **Membership Fees**

The Directors shall require Members to pay annual Membership fees and may determine the manner in which the fees are to be paid in accordance with the Membership fee schedule to be included in the annual budget to be approved by the Members each year. The Board may waive or reduce the Membership fees in extraordinary circumstances, as determined in the Board's sole discretion. Members shall be notified in writing of the Membership fees, if any, at any time payable by them and, if any are not paid in accordance with the Board Policy on Membership Fee Arrears, as the case may be, the Members in default shall thereupon cease to be Members of the Corporation.

7.03.01

Parents and guardians of school age children shall be members of an approved Society for 2 years prior to children being enrolled in school, or pay an entrance fee set by the board at such time.

7.04 **Post-dated cheques:** Members are required to provide the board treasurer with 12 post dated cheques to cover their membership dues for the school's fiscal year. The cheques shall be dated no later than the 15th of each month. The cheques shall be presented to the treasurer no later than 15 days prior to the commencement of each fiscal year of the school (June 15th). Members shall be responsible for any and all charges arising from an NSF cheque

7.05 **Termination of Membership:** A person ceases to be a member in the following cases:

- a) upon his death,
- b) by giving notice in writing of his resignation to the board,
- c) when he ceases to be a member in good standing of a Canadian Reformed Church, or
- d) if he fails to pay his arrears of dues or fees within 30 days after notice to him of such arrears by the board.

SECTION EIGHT: MEETINGS OF MEMBERS

8.01 **Annual Meetings:** The annual meeting of members shall be held at such time and on such day in the fall of each year as the board, the president, or vice-president may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

- 8.02 **General and Special Meetings:** The board, the president or the vice-president, shall have the power to call a general or special meeting of members at any time.
- 8.03 **Place of Meetings:** Meetings of members shall be held at the head office of the Society or elsewhere in the counties in which the head office is situated, or if the board shall so determine, at any place elsewhere in Ontario.
- 8.04 **Notice of Meetings:** Notice of the time and place of each meeting of members shall be given in the manner provided in section twelve (12) not less than ten (10) days before the date of the meeting to each member. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Society are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.
- 8.05 **Record Date for Notice:** The record date for notice shall be the day on which the notice is given, and only those persons who are entered in the register of members at that date shall be entitled to notice of any meeting of members.
- 8.06 **Meetings without Notice:** A meeting of members may be held without notice at any time and at any place permitted by the Act or the letters patent or by-laws, if all members entitled to vote thereat are present in person or represented by proxy, waive notice of or otherwise consent to such meeting being held. At such meeting any business may be transacted which the Society at a meeting of members may transact.
- 8.07 **Chairman, Secretary and Scrutineers:** The president, or, in his absence the vice-president shall be chairman of any meeting of members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote may choose one of their number to be chairman. If the secretary and the assistant secretary of the Society are both absent, the chairman will appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.
- 8.08 **Person Entitled to be Present:** The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Society and others, who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any person may be admitted only on the invitation of the chairman of the meeting or with consent of the meeting.
- 8.09 **Quorum:** A quorum for the transaction of business at any meeting of members shall be not less than one-third of the members present in person or represented by proxy and entitled to vote at the meeting, provided that in no case shall any meeting be held unless there are at least five members present in person who are entitled to vote at the

meeting.

8.10 **Voting Rights of Members**

All Members in good standing shall be entitled to one (1) vote on each question put to the Members at any Meeting of Members, unless the Member's spouse is also a Member of the Corporation. Where a Member and his or her spouse are both Members of the Corporation, the Member and his or her spouse shall together be entitled to only one (1) vote on each question put to the Members at any Meeting of Members, with either spouse but not both spouses voting.

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

8.12 **Husband and Wife:** In all cases where a husband and wife are members, either of them present in person or represented by proxy at a meeting of members may, in the absence of the other, vote thereon; but if both of them shall be present in person or represented by proxy, they shall vote together as one on all questions.

8.13 **Votes to Govern:** At any meeting of members every question shall, unless otherwise required by the letters patent by-laws or by-law, be determined by the majority of the votes cast on the question.

8.14 **Show of Hands:** Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a poll thereon (by ballot or otherwise) is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

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

upon the said question.

- 8.16 **Adjournment:** The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

SECTION NINE: FINANCIAL AND BUSINESS MATTERS OF THE SOCIETY

- 9.01 **Finances:** The funds necessary for the operation of the Society and the school maintained by the Society shall be obtained primarily from the dues and other assessments paid by the members, from donations, and from tuition fees paid by the parents of children attending the school. Other funds shall be raised by special donations, church offerings, fund drives, gifts from persons and other organizations and by other means consistent with the purposes and the character of the Society.

- 9.02 **Financial Year:** Until changed by resolution of the board the financial year of the Society shall end on the last day of June in each year.

- 9.03 **Execution of Instruments:** By-laws, membership certificates, deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Society 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. In addition, the board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

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

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

verification slips.

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

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

SECTION TEN: BORROWING POWER

10.01 **Borrowing Power:** The board may from time to time, in such amount (to a maximum of \$1000.00) and on such terms as it deems expedient borrow money on the credit of the Society. The board shall inform the Society of any debts incurred.

SECTION ELEVEN: THE STAFF

11.01 **Appointment:** The principal and the teachers shall be appointed by the board after careful consideration of their spiritual, academic and physical qualifications. They shall be appointed for such terms, with such salary and upon such conditions (except as herein expressly provided) as the board may determine.

11.02 **Conditions of Appointment:** All permanent members of the teaching staff must be members of the Society. They must be communicant members of a Canadian Reformed Church, spiritually sound in their teaching and lead exemplary Christian lives.

11.03 **Dismissal of Teachers:** The board has the authority to dismiss a teacher who proves to be unfit for the work because such teacher's instruction or personal life conflicts with the basis and purpose of the organization.

11.04. **Course of Study:** A course of study outlining the work for each grade shall be prepared by the principal in collaboration with the teaching staff; after approval by the board, this course of study shall govern all instruction in the school.

11.05 **School Term:** 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.

SECTION TWELVE: NOTICES

12.01 **Method of giving Notices:** Any notice (which term includes any communication or document) to be given, sent delivered or served pursuant to the Act, the letters patent, the bylaws or otherwise to a member, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication, or if posted up on the bulletin boards of the Canadian Reformed Church of Chatsworth, or published in the bulletin of the said Church or in the bulletin of the Society. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letterbox. A notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. A notice so posted up shall be deemed to have been given when it is posted up on such bulletin board. A notice so published shall be deemed to have been given when it is published in the said bulletin. The secretary may change or cause to be changed the recorded address of any member, director or auditor in accordance with any information believed by him to be reliable.

12.02 **Computation of Time:** In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or any event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.03 **Omissions and Errors:** The accidental omission to give any notice to any member, director, officer, auditor, or member of a committee of the board, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.04 **Waiver of Notice:** Any member (or his duly appointed proxy), director, auditor, or member of a committee of the board may waive any notice required to be given to him under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.