# Committee of the Whole Meeting

**Date:** March 3rd, 2014  
**Time:** 6:00 p.m.  
*Committee of the Whole In Camera, if necessary, will precede or follow the Board Meeting, as appropriate.

**Location:** Our Lady of Fatima CES, 55 Hammet Street, Cambridge

### Attendees:

**Board of Trustees:**  

**Student Representatives:**  
Alexandru Gheorghe, Carlos Valero

**Senior Administration:**  
Larry Clifford, Gerry Clifford, David DeSantis, Derek Haime, Maria Ivankovic, Shesh Maharaj, Laura Shoemaker

**Special Resource:**  
Fr. Fred Scinto, CR; John Shewchuk.

**Recording Secretary:**  
Barb Pilsner

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(eg: operational matters from the Ministry of Education that the Board is required to do; update on the system)

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<td>Board of Trustees</td>
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**CLOSING PRAYER**

O Risen Lord, you have entrusted us with the responsibility to help form a new generation of disciples and apostles through the gift of our Catholic schools.

As disciples of Christ, may we educate and nurture hope in all learners to realize their full potential to transform God’s world.

May our Catholic schools truly be at the heart of the community, fostering success for each by providing a place for all.

May we and all whom we lead be discerning believers formed in the Catholic faith community; effective communicators; reflective and creative thinkers; self-directed, responsible, life-long learners; collaborative contributors; caring family members; and responsible citizens.

Grant us the wisdom of your Spirit so that we might always be faithful to our responsibilities. We make this prayer through Christ our Lord.

Amen

Rev. Charlie Fedy, CR and the Board of Trustees, 2010
A public meeting of the Committee of the Whole was held Monday, February 10, 2014 at St. Teresa CES, 270 Edwin Street, Kitchener.

**Trustees Present:**
Joyce Anderson; Manuel da Silva; Janek Jagiellowicz; Frank Johnson; Anthony Piscitelli; Wendy Price; Peter Reitmeier; Greg Reitzel
*attended electronically*

**Student Trustees Present:**

**Administrative Officials Present:**
Larry Clifford; Gerry Clifford; David DeSantis; Derek Haime; Shesh Maharaj

**Special Resources For The Meeting:**

**Regrets:**
Wayne Buchholtz; Alexandru Gheorghe; Carlos Valero; Maria Ivankovic; Laura Shoemaker; John Shewchuk; Fr. Fred Scinto

**Absent:**

**Recorder:**
Barb Pilsner, Executive Administrative Assistant

**NOTE ON VOTING:** Under Board by-law 5.7 all Board decisions made by consensus are deemed the equivalent of a unanimous vote. A consensus decision is therefore deemed to be a vote of 9-0. Under Board by-law 5.11 every Trustee “shall vote on all questions on which the Trustee is entitled to vote” and abstentions are not permitted.

## 1. Call to Order:

P. Reitmeier chaired the meeting. The meeting was called to order at 6:01 p.m.

### 1.1 Opening Prayer & Memorials

The opening prayer was led by J. Jagiellowicz. Intentions were offered for a friend of M. da Silva’s nephew who is ill, congratulations to Marion Thomson Howell on the birth of a grandchild and to M. da Silva who celebrated his daughter and son-in-law’s wedding. There is a memorial ceremony for Kayla Baker. Prayers were requested for the family of a student at St. Teresa Elmira who passed away and for the family of student at St. Benedict who lost her life.

### 1.2 Approval of Agenda

**2014-22** -- It was moved by M. da Silva and seconded by F. Johnson:

*THAT the agenda for February 10, 2014 be now approved. --- Carried by consensus.*

### 1.3 Declaration of Pecuniary Interest

1.3.1 From the current meeting – NIL
1.3.2 From a previous public or in-camera meeting – NIL

## 2. Consent Agenda: Director of Education (e.g. day-to-day operational matters from the Ministry of Education that the board is required to do)
3. Consent Agenda: Board of Trustees (Minutes of meetings)

3.1 Approval of Minutes of Regular and Special Meetings

3.1.1 Minutes of meeting of January 13, 2014

2014-23 -- It was moved by F. Johnson and seconded by G. Reitzel:

THAT the Consent Agenda Board of Trustees and the recommendations contained therein be now approved. ---

Carried by consensus

4 Delegations

4.1 VIP Awards

4.1.1 P. Reitmeier presented the VIP award to Ema Giovannazzo, a student at St. Bernadette

4.1.2 G. Reitzel presented the VIP award to Marianna Sokolowski, a student at St. Teresa K

The meeting recessed at 6:12 p.m.
The meeting resumed at 6:14 p.m.

4.2 West Waterloo ARC Delegation

Jennifer Rothfischer has two sons who attend St. Clement’s and is an active member of the school and parish. Her concern is with the proposed change in the terms of the ARC to include the possibility of closing St. Clement's that trustees were asked to consider at the January Board meeting. Discussions to this point have been about the possible closure of St. Agatha. She feels if St. Clement’s were to be included, the current review should be stopped and re-evaluated rather than changed midstream.

4.3 West Waterloo ARC Delegation

Lindsey Dietrich, chair of the parent council for St. Clement school said including the possible closure of St. Clement would not meet the goals of the accommodation review committee. She was also concerned with the high cost to renovate and the concern the community is currently not projected to grow much.

4.4 West Waterloo ARC Update From Jan 27/14 Board

S. Maharaj stated at the January board meeting there was discussion on the report presented by staff and he was requested to approach the Ministry of Education to see if the terms of reference could be changed. The Ministry advised it would be the decision of the board of trustees but notice would need to be circulated. Trustees were asked whether they wished to pursue a change to the terms of reference. They were in agreement to continue with the original terms of reference and report back to the accommodation review committee. It will not be placed on the February 24th agenda.

4.5 Capped Schools

L. Ford advised the cap on Our Lady of Fatima will be removed and a cap on out of boundary students will be added to St. Augustine.

4.6 Charity Republic

D. DeSantis advised WCDSB together with Charity Republic are rolling out Hour Republic which will enable students to find volunteer opportunities in the community and securely record and verify their volunteer and co-op activities online.

4.7 St. Teresa Tour

L. Clifford welcomed Bryan Cinti, principal of St. Teresa (K).

B Cynti spoke about the school community and the needs of the families. Our EQAO scores continue to trend upwards. He said when students are cared for and engaged and learning is relevant and fun they will meet with success. Successes are celebrated weekly with Sunny Salute Recognition Program recognizing many students every Friday. We intentionally message great kids play here, hands are for helping not hurting, and there is always room for one more. We gather for monthly spirit assemblies and host Thursday’s with Father Tom. Trustees were given a tour of the school facilities.

5. Ownership Linkage (Communication with the External Environment)

6. Actions From Board Committees/Task Forces
7. Board Education (at the request of the Board)

8. Policy Discussion

9. Assurance of Successful Board Performance

10. Assurance of Successful Director of Education Performance

10.1 Monitoring Reports & Vote on Compliance

10.2 Advice from the CEO

10.2.1 St. Gabriel Update
G. Clifford advised Fr. Freitas has offered space at St. Mary of the Visitation in Cambridge for Cheryl Casselman, principal and her assistant to prepare for the opening of St. Gabriel. Information will be on the billboards advising families how to register.

10.2.2 Areas of Priority (Strategic Alignment)
L. Clifford reported:
Heart of the Community (Nurturing Our Catholic Community)
- International Student Recruitment Trip
- Corporate Services award for budget presentation from OASBO International
- Partnership with Rachel Halligan, MD to bring Your Health Matters for CEC and administrators.
- OCSTA Conference April 24-26
- Meeting St. Benedict school council regarding the impact of bell times on their community.

A Place for All (Building Capacity to Lead & Learn)
- Bishop Miehm booked for Inaugural mass December 8/14
- 2014 Diocesan mass hosted by French Catholic School Board.
- Trustees/superintendents and their families celebrating mass on Sunday of Education week
- Budget advisory Committee to meet the end of the month.

Success for Each (Student Achievement & Well Being)
- The Museum’s offer to host Secondary student exhibit
- JK/K Registration advertisements
- Principal and vice-principal interviews held.
- Secondary students attending Culture of Life /Workshop Feb 13/14.
- Finance Minister meeting re: 21st Century Learning, mental health and special education funding.
- WCDSB and WRDSB Early Years Learning meeting.

10.2.3 Staff Survey
L. Clifford and trustees discussed the external staff climate surveys completed in 2009 and 2011. Senior staff are currently constructing an instrument for surveying internally. Trustees suggested the use of appreciative inquiry model and addressing staff concerns.

11. Potential Agenda Items
- Draft Terms of Reference for the Code of Conduct Task Force for Feb 24th Board meeting.

12. Announcements

12.1 The following reports are posted on the Board web page: www.wcdsb.ca
   a) Minutes of SEAC Meetings
   b) Minutes of Parent Involvement Committee Meetings

13. Items for the Next Meeting Agenda/Pending Items

13.1 Items for the Next Meeting Agenda
13.2 Pending Items:


The Recording Secretary confirmed the meeting decisions.

15. Motion to Adjourn

2014-24- It was moved by M. da Silva and seconded by F. Johnson:
THAT the meeting be now adjourned.
The meeting was adjourned by consensus at 8:18 p.m.

Vice-Chair of the Board
Secretary
Ontario Catholic School Trustees' Association

Amended and Restated
By-law Number 2014-01

A By-law Relating Generally to the Conduct of Its Affairs
ONTARIO CATHOLIC SCHOOL TRUSTEES’ ASSOCIATION

AMENDED AND RESTATED BY-LAW NUMBER 2014-1

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

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By-law 2014-1 Relating Generally to the Conduct of the Affairs of

**ONTARIO CATHOLIC SCHOOL TRUSTEES’ ASSOCIATION**

WHEREAS the Ontario Catholic School Trustees' Association (hereinafter the "Corporation")
was incorporated by Letters Patent issued under the Act and dated the 30th day of July, 1969, as
amended by Supplementary Letters Patent dated July 11, 1979, June 16, 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** as By-law 2014-1 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 5.6 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, 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 4.2 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 relates;

1.1.21 "Region" means a CDSB or group of CDSB's 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 without amendment, by at least two-thirds (2/3rds) 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 Member's attorney;

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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.
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 **Directors Establish Provincial Office**

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 4.4 of this By-law, all individuals who are currently elected Trustees of a CDSB shall be *Ex Officio* Members of the Corporation\(^2\).

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\(^2\) Allowable under S.48(2) of ONCA.
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 CDSB's of which the Members are, respectively, Trustees.

4.4 Termination of Membership

A membership ceases to exist when:

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

4.4.2 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;

4.4.2.1 Provided that the Board in its discretion may by resolution extend such time limit;

4.4.3 the Corporation is liquidated or dissolved.\(^3\)

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.

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

4.5 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.

4.6 Transferral of Membership

Membership is not transferrable.

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.

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\(^3\) 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.
5.2 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 Act or the ONCA, as applicable, the Articles or By-Laws of the Corporation to be present at the meeting;

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 CDSB's 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-Laws, the 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-Laws, the 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 Act or its Regulations;

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 determine6.

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

5 Required under Part VI of the ONCA.
6 Required under S.52(1) of the ONCA.
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 CDSB's 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 CDSB's

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;

5.9.3 each such Resolution shall be circulated among all CDSB's 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.

7 Required by S.56 of the ONCA.
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 art. 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 rights conferred by this section are being abused to secure publicity.

5.11 Members’ Discussion Rights

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\(^10\).

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\(^8\) S.56(1)(b) of the ONCA.
\(^9\) S.60(1).
\(^10\) S.55(8).
5.13 Adjournments

Members' meetings may be adjourned at 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 any meeting of the Members shall require the presence in person, 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,

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,

5.15.2.1 in the opinion of chair of the meeting, such loss of quorum is not temporary and likely to be short-lived, or

5.15.2.2 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 CDSB’s with a student enrolment of less than 35,000 FTE shall be grouped with other similarly sized CDSB’s 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 CDSB’s 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 CDSB’s 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:

<table>
<thead>
<tr>
<th>Region</th>
<th>Catholic District School Board</th>
<th>Number of Directors</th>
</tr>
</thead>
</table>
| 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.     | Brant Haldimand-Norfolk Catholic District School Board  
        Bruce-Grey Catholic District School Board  
        Huron-Perth Catholic District School Board  
        Waterloo Catholic District School Board  
        Wellington Catholic District School Board | 1                   |
| 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.    | 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.

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 bankrupt\(^{11}\);

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 CDSB's 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 CDSB's 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.

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\(^{11}\) 7.1.1 to 7.1.5 correspond to Sections 23(1)1 to 5 of the ONCA.
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:

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.

CCSTA Representative

The Corporation's CCSTA Representative(s) shall be elected by the Board, in even numbered years, for a two year term. Any vacancy shall be similarly filled by Board election.

Termination

A Director ceases to hold office when he or she:

7.7.1 submits their 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 7;

7.7.4 is terminated as a Member, in accordance with Section 4.4 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

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 there is a person 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.

7.9 **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 commencing at the adjournment of the Annual Meeting at which they are elected, and

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

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 one successive term 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 CDSB's 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.

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.

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

8.  **BOARD MEETINGS**

8.1  **Confidentiality**

All information pertaining to the affairs of the Corporation which are 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

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12 ONCA Section 56(5).
13 ONCA Section 43(1).
14 ONCA Section 43(2).
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 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 transacted at any meeting unless the requisite quorum is present at the commencement of such business.

8.6 Meetings by Electronic Conference 15

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.

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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.
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 Act, 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,

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 INTEREST**

9.1 **Disclosure Required**

As required by the Act or the ONCA, 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:

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16 Adapted from ONCA Section 41.
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:

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 and 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 fulfill a particular obligation of the office, such officer may delegate responsibility for the task to another Director. Where a 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 officers 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 Association of
Catholic Bishops of Ontario;

10.9.2 invoke Divine Guidance on all meetings of the Corporation and of the Directors;
and

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 Act or the ONCA as applicable, the Articles, and the By-Laws, the Board may, by
Board Regulation, 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 Committees**

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;\(^\text{18}\);

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;

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;

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\(^{17}\) Required by Section 36(2) of the ONCA.

\(^{18}\) Note that quorum is defined in section 11.10.8 as requiring at least three Directors, but could be changed to a majority or two-thirds of committee members if greater flexibility is preferred.
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 RECORDS\(^\text{19}\)

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;
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.

\(^{19}\) In accordance with Part X of the ONCA.
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  Execution of Documents

Documents requiring execution by the Corporation may be signed by any two (2) of the President, Vice-President, the 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  Board of Directors Designate 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 Financial Year Determined

Until otherwise determined by resolution of the Board, the fiscal year end of the Corporation shall terminate on the 31st day of August in 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,
anual, 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 ROBERTS 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 Act, 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, and

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 ______ day of ______________________, 2014.

President  
Secretary

**CONFIRMED** by the Members in accordance with the *Not-For-Profit Corporations Act (Ontario)* on the ______ day of ______________________, 2014.

President  
Secretary
Ontario Catholic School Trustees’ Association

Amended and Restated
By-Law Number 2011-01

A By-Law Relating Generally to
the Conduct of Its Affairs
ONTARIO CATHOLIC SCHOOL TRUSTEES’ ASSOCIATION

AMENDED AND RESTATED BY-LAW NUMBER 2011-1

A By-Law relating generally
to the conduct of the affairs of
the
ONTARIO CATHOLIC SCHOOL TRUSTEES’ ASSOCIATION

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AMENDED AND RESTATED BY-LAW NUMBER 2011-1

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

ONTARIO CATHOLIC SCHOOL TRUSTEES’ ASSOCIATION

WHEREAS the Corporation was incorporated by Letters Patent issued under the Act and dated the 30th day of July, 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, and which repeals all former By-Laws of the Corporation;

BE IT THEREFORE ENACTED as a By-Law of the Corporation as follows:

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 Association 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 this Association.

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*, RSO 1990, c.C.38, as amended from time to time;

1.1.4 “Committee” means any committee established pursuant to Article 11 but does not include the First National Trustees’ Advisory Council;

1.1.5 “Corporation” means Ontario Catholic School Trustees’ Association;

1.1.6 “Director” includes Elected Directors and *Ex Officio* Directors, and “Board of Directors” has a corresponding meaning;

1.1.7 “Director Member” means a Member described in section 4.5;

1.1.8 “Honourary Member” means a Member described in section 4.4;

1.1.9 “Member Board” means a Member described in section 4.2;

1.1.10 “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;

1.1.11 “poll” includes a vote in any written form;

1.1.12 “Regional Director” means a Director elected to represent one of the Regions into which the Province is divided for the purposes of the election of Directors;

1.1.13 “Trustee Member” means any trustee of a Member Board *ex officio*.

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 AND PROVINCIAL 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 of Directors may from time to time determine.
2.2 Directors Establish Provincial Office

The Directors 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 the By-laws.

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 Classes of Membership

4.1.1 Member Board;

4.1.2 Trustee Member;

4.1.3 Honourary Member; and

4.1.4 Director Member.

4.2 Admission as a Member Board

A Roman Catholic board as defined in the Education Act may be admitted as a Member Board, upon application to and approval by the Board of Directors, and upon payment of the requisite fees.

4.2.1 PROVIDED however that the Board of Directors shall by resolution determine the Region to which any new Member Board or readmitted Member Board (and the Trustee Members of such Board accordingly) shall belong. Any Member Board, which by law continues under a substituted name in order to offer secondary Roman Catholic education, shall remain a Member of the Corporation.

4.3 Admission as a Trustee Member

A person who is elected or appointed as a member of a Member Board while holding that office shall be, ex officio, a Trustee Member.

4.4 Admission as an Honourary Member

A person who, in the opinion of the Directors, has made a distinctive contribution to Catholic Education, shall be admitted as an Honourary Member.
4.4.1 Provided however that effective as of the 5th day of February 2011, no further or additional Honourary Members shall be admitted.

4.5 Admission as a Director Member

A Trustee Member who has been elected as a Director of the Corporation shall be *ex officio* a Director Member.

4.6 Notification of Admission

Each Member shall be promptly informed by the Executive Director of such Member's admission as a Member.

4.7 Voting Rights of Classes

The only class of membership carrying the right to move and second motions, and to vote at meetings of members, is the Trustee Member class.

4.8 Voting for Regional Director

Notwithstanding the generality of section 4.7, only those Trustee Members who are members of the Member Board(s) of the respective Regions are entitled to vote at the election of the Regional Director for such Region.

4.9 Member Board Remains Liable for Membership Fee

A Member Board shall remain liable for payment of any assessment or other sum levied or which may become payable to the Corporation by the Member Board prior to ceasing to be a Member.

4.10 Classes Liable for Fees

There shall be no fees or dues payable for the following classes:

4.10.1 Trustee Member;

4.10.2 Honourary Member; and

4.10.3 Director Member.

4.11 Dues/Fees Payable by Member Boards

The Board of Directors shall, from time to time, fix the dues or fees payable by each Member Board, and the Executive Director shall notify the Member Boards of the dues or fees payable by them.

4.12 Effect of Non-payment of Dues/Fees

If any dues or fees are not paid within 90 days of the effective date of notice given by the Executive Director pursuant to section 4.11, all of the following shall cease to be a Member of the Corporation:

4.12.1 the Member Board in default;

4.12.2 each Trustee Member and

4.12.3 any Director Member

who is an elected or appointed member of such Member Board.
5. REGIONS & REGIONAL DIRECTORS

5.1 Criteria for Determination

The criteria to determine regional boundaries and representation on the Board of Directors will be as follows:

5.1.1 any Member Board with a student enrolment in excess of 35,000 FTE shall be identified as a Region entitled to one (1) representative on the Board of Directors; and

5.1.2 any Member Board or Region with a student enrolment in excess of 75,000 FTE students shall be identified as a region entitled to two representatives on the Board of Directors. (As amended by By-Law 2008-01, April 25, 2008.)

5.1.3 if and whenever the criteria set out in this section 5.1 so requires, the Corporations shall, by Special Resolution, alter the regional boundaries and the number of Directors accordingly so as to take effect at the election of Directors next following the confirmation of such Special Resolution by the Members.

5.2 Division into Regions

Until altered in compliance with the criteria and requirements set out in section 5.1, the Province of Ontario shall be divided into Regions, and for the purpose of the election of Regional Directors, such division and the number of Regional Directors to be elected shall be as follows:

<table>
<thead>
<tr>
<th>Region Number</th>
<th>Catholic District School Board</th>
<th>Number of Regional Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Huron-Superior Catholic District School Board, Nipissing-Parry Sound Catholic District School Board, Northeastern Catholic District School Board, Sudbury Catholic District School Board</td>
<td>1</td>
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<tr>
<td>2.</td>
<td>Kenora Catholic District School Board, Northwest Catholic District School Board, Superior North Catholic District School Board, Thunder Bay Catholic District School Board</td>
<td>1</td>
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<td>3.</td>
<td>Northern Regions No. 1 &amp; 2 (at large)</td>
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<td>4.</td>
<td>Brant Haldimand-Norfolk Catholic District School Board, Bruce-Grey Catholic District School Board, Huron-Perth Catholic District School Board, Waterloo Catholic District School Board, Wellington Catholic District School Board</td>
<td>1</td>
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<tr>
<td>5.</td>
<td>London District Catholic School Board, St. Clair Catholic District School Board, Windsor-Essex Catholic District School Board</td>
<td>1</td>
</tr>
<tr>
<td>6.</td>
<td>Toronto Catholic District School Board</td>
<td>2</td>
</tr>
<tr>
<td>Region Number</td>
<td>Catholic District School Board</td>
<td>Number of Regional Directors</td>
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<tr>
<td>---------------</td>
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<tr>
<td>7.</td>
<td>Dufferin-Peel Catholic District School Board</td>
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<td>York Catholic District School Board</td>
<td>1</td>
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<td>Durham Catholic District School Board</td>
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<td></td>
<td>Peterborough, Victoria, Northumberland &amp; Clarington Catholic</td>
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<td>Simcoe-Muskoka Catholic District School Board</td>
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<td>10.</td>
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<td></td>
<td>Hamilton-Wentworth Catholic District School Board</td>
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<td>Niagara Catholic District School Board</td>
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<td>12.</td>
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### 6. ANNUAL AND OTHER MEETINGS OF MEMBERS

#### 6.1 Location of Annual Meeting

The annual or any other general meeting of the Members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

#### 6.2 Business at Annual Meeting

At every annual meeting, in addition to other business that may be transacted, there shall be presented:

- **6.2.1** the report of the Directors;
- **6.2.2** the financial statements;
- **6.2.3** the report of the auditors;
- **6.2.4** subject to the limitations set out in section 6.3, such other business as may properly come before the meeting,

#### 6.3 Resolutions At Annual Meeting

No resolution shall be made at any annual meeting of the Members unless either:

- **6.3.1** subject to subsection 6.3.2, it has first been considered and reported upon by the Conference Committee or the Board of Directors, and circulated among Member Boards not less than thirty (30) days prior to the annual meeting; or
6.3.2 in the case of a resolution presented from the floor, its consideration has been deferred until after the completion of the consideration of resolutions referred to in subsection 6.3.1, and until after its consideration has been approved following the circulation of the complete written text in advance of its introduction, among all members present at the meeting at which presented, and a motion permitting its presentation and consideration has been duly made, seconded and passed by not less than two-thirds of the votes cast;

and no such resolution shall be acted upon unless approved by a majority of the votes cast at such annual meeting.

6.4 Special General Meeting

The Board of Directors, or the President or Vice-President, may at any time call a special general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of members may also be called by the members as provided in the Act.

6.5 Adjournment

Any meeting of the Members may be adjourned to any time and from time to 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.

6.6 Quorum of Meetings of All Members

A quorum for the transaction of business at any general meeting of Members shall consist of not fewer than forty (40) members entitled to vote, all of whom must be present in person or by proxy.

6.7 Quorum for Meetings of Regional Members

A quorum for a meeting of members of a Region to elect one or more Regional Directors shall consist of not fewer than seven (7) Trustee Members of Member Boards constituting such Region, comprising not less than one (1) Trustee Member from each Member Board of the Region, each of whom must be present in person or by proxy.

Provided however that the President shall designate the location of the Member Board that the President, acting reasonably, considers most appropriate as the venue for any such meeting.

6.8 Effect of Loss of Quorum

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

6.8.1 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;

6.8.2 if,

6.8.2.1 in the opinion of chair of the meeting, such loss of quorum is not temporary and likely to be short-lived, or

6.8.2.2 having declared a recess as provided in subsection 6.8.1, 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.
6.9 Personal Presence Required

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 6.9, 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.

6.10 Calculation of Votes

At all meetings of the members, every question shall be decided by a majority of votes cast, unless otherwise required or permitted by the By-laws of the Corporation, or by law.

6.11 Special Provisions for Member Votes

The following shall only be made upon the approval of two-thirds (2/3) of the votes of the Members cast at a general or special meeting called for the purpose:

- 6.11.1 the removal of a Director before the expiration of the Director’s term of office;
- 6.11.2 the removal of the auditor before the expiration of the auditor’s term of office;
- 6.11.3 any change in the location of the Head Office of the Corporation;
- 6.11.4 any change in the number of Directors;
- 6.11.5 any change in the composition, or manner of elections;
- 6.11.6 any change in the provisions herein respecting Regions and Regional Directors;
- 6.11.7 any application for Supplementary Letters Patent to vary the objects or any provision in the Letters Patent or Supplementary Letters Patent.

6.12 Show of Hands

Unless a poll or ballot be demanded,

- 6.12.1 every question shall be decided in the first instance by a show of hands unless a poll be demanded by any person entitled to vote.
- 6.12.2 a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.13 Vote by Poll

If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

6.14 Equality of Votes

At any meeting of Members, any motion on which there is an equality of votes is lost;
6.14.1 Provided however that in the case of an equality in the highest number of votes for the election of a Director or Officer, the candidates so receiving the equal number of votes shall draw lots to fill the position.

6.15 Appointment of Returning Officers

Prior to every meeting of Members, the Board of Directors 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, appropriate replacements shall be selected by the meeting forthwith.

6.16 Authority of Returning Officer

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

6.16.1 the qualifications of any person to cast a ballot;
6.16.2 the validity of proxies;
6.16.3 whether any ballot is to be counted or declared spoiled;
6.16.4 the counting of ballots;
6.16.5 the results of the balloting and announcement thereof to the meeting;

and generally over the supervision of balloting subject to any specific authority vested by this By-law in the Chairperson of the Meeting or the Nominations Committee or its Chairperson.

6.16.6 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.

6.17 Proxies

Every member entitled to vote at meetings of members may by means of a proxy appoint another person as nominee for the member, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy; Provided however that a proxy:

6.17.1 shall be in writing;
6.17.2 shall be executed by the member entitled to vote or the attorney of the member authorized in writing;
6.17.3 ceases to be valid one (1) year from its date;
6.17.4 subject to the requirements of the Act, may be in such form as the Board of Directors from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient;
6.17.5 shall be delivered to the Head Office of the Corporation no later than 48 hours (excluding Saturdays and holidays) before the meeting of Members is scheduled to commence.

6.18 Use of Robert’s Rules

Subject to all requirements of law, and subject to any specific provision set out in the By-laws, the annual and any other general meeting of Members 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.

7. **BOARD OF DIRECTORS**

7.1 **Composition**

Subject to the provisions of any Special Resolution changing the number of Directors, the affairs of the Corporation shall be managed by a Board of Directors composed of one (1) *ex officio* Director, and seventeen (17) elected Directors.

7.2 **Ex Officio Directors**

Subject to the provisions of any by-law creating, or any Special Resolution changing the number or identification of offices of *ex officio* Directors, the person (if any) holding the office of Past President shall be *ex officio* a Director of the Corporation.

7.3 **Elected Directors**

The elected Directors shall consist of the following persons:

7.3.1 the Trustee Member elected as the President;

7.3.2 the Trustee Member elected as the Vice-President;

7.3.3 the number of Trustee Members elected as Regional Directors as set out in the appropriate column of section 5.2, representing the geographical Regions into which the Province of Ontario is divided,

all of whom shall be elected in the manner set out in section 8.13.

7.4 **Removal of Director from Office**

The members entitled to vote for the subject office:

7.4.1 may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the term of office; and

7.4.2 may, except in the case of the Past President, by a majority of the votes cast by such members at that meeting, elect any eligible person in the place and stead of the person removed for the remainder of term of the removed Director.

7.5 **Requisition for Removal of Director**

In addition to any other right to convene a special meeting, upon the requisition for a meeting to remove a Director received from not less than the greater of

7.5.1 five (5) Trustee Members, and

7.5.2 one tenth (1/10th) of all Trustee Members,

each of whom shall be eligible to hold the subject office, the Board of Directors shall forthwith call a general meeting of the Members eligible to vote upon such resolution.
Provided that in the case of the requisition to remove a Regional Director, the requisitionists shall include not less than one (1) Trustee Member from each Member Board of the Region.

7.6 **Deemed Resignation as Regional Director**

Upon appointment pursuant to subsection 7.8.2 to fill the vacancy in the office of Vice-President, the Regional Director so appointed shall be deemed to have concurrently resigned as Regional Director, and the vacancy so created shall be filled in accordance with subsection 7.8.5.

7.7 **Disqualification of a Regional Director**

If a Director

7.7.1 ceases to be a Trustee Member, or

7.7.2 is absent without being authorized by resolution entered in the minutes from two consecutive regular meetings of the Board of Directors,

such person thereupon ceases to be a Director, and the vacancy so created shall be filled in the manner otherwise prescribed in this By-law.

7.8 **Filling of Vacancies in Office of Director**

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

7.8.1 President, the Vice-President shall automatically assume the office of President for the balance of the unexpired term of office.

7.8.2 Vice-President, the Directors shall appoint a Regional Director to assume the office of Vice-President for the balance of the unexpired term of office.

7.8.3 President and Vice-President, 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 there is a person 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, the Trustee members of the Region shall elect a person who is qualified to vote for the office to assume the office of Regional Director for the balance of the unexpired term of office.

7.8.5.1 Provided however that, subject to the provisions of section 7.9, in the event that a vacancy occurs in the office of Regional Director during the six months prior to a scheduled Annual Meeting, the election to fill such vacancy shall be deferred to such Annual Meeting when the vacancy shall be filled by election by and from among persons qualified for the vacant office.

7.9 **Vacancies When No Quorum in Office**

Whenever there is not a quorum of Directors in office, the director or directors then in office shall forthwith call a general meeting of the members to fill the vacancies, and such vacancies shall be filled by election in the manner set out in section 8.13 by and from among persons qualified to serve in the vacant offices.
7.10 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.

8. ELECTION OF BOARD OF DIRECTORS

8.1 Time for Nominations

A nomination for the election of a member of the Board of Directors, including the nomination of President and Vice-President, shall conform to the following requirements:

8.1.1 such nomination shall be in writing in a form approved from time to time by the Board of Directors and circulated among Member Boards with the Annual Convention Notice;

8.1.2 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 Trustee Member and the Member Board of which such Trustee Member is a Trustee;

8.1.3 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;

8.1.3.1 Provided however that if no nominations for the position of a Regional Director, or for the position of President or Vice-President, are received at the Corporation Head Office 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 of Meeting for the call to order of the first plenary session at the Annual Meeting;

and for greater certainty, a nomination that does not conform to the foregoing requirements shall be deemed not to be a nomination.

8.2 Election in Even Numbered Years

The President and Vice-President, the Regional Directors described in subsections 5.1.1 and 5.1.2, and, subject to the provisions of section 8.13, one Canadian Catholic School Trustees’ Association Representative (“CCSTA Representative”) shall be elected at the Annual Meeting of Members held in even numbered years.

8.3 Special Provision for the CCSTA Representative

The following shall determine the selection of the CCSTA Representatives:

8.3.1 in the event that the Corporation shall have the right to select only one (1) person to serve on its Board of Directors, the Past President of the Corporation shall be the CCSTA Representative;

8.3.2 for as long as the Corporation shall have the right to select two (2) persons to serve on its Board of Directors, the second CCSTA Representative (in addition to the person mentioned in section 8.13) shall be elected as prescribed in section 8.2;

8.3.3 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.

8.4 Election in Odd Numbered Years

The Regional Directors other than those described in subsections 5.1.1 and 5.1.2 shall be elected at the Annual Meeting of Members held in odd numbered years.

8.5 Term of Office of Elected Director

The term of office of an elected Director shall be two years, commencing at the adjournment of the Annual Meeting at which elected and ending at the adjournment of the second Annual Meeting thereafter and when the successor in office is elected; and, if otherwise qualified but subject to the provisions of sections 8.6 and 8.7, a Director is eligible for re-election at the end of the Director's term of office.

8.6 Limit on Term of President

A person is not qualified to serve, and shall not serve, for two or more successive terms in the office of President.

8.7 Limit on Term of Vice President

A person is not qualified to serve, and shall not serve, for two or more successive terms in the office of Vice-President.

8.8 Limit on Term of Past President

Subject to the provisions of subsection 7.8.4, a person is not qualified to serve, and shall not serve, for two or more successive terms in the office of Past President.

8.9 Calculation of Term Limit

For the purpose of calculating the limit on the terms of office of the President and Vice-President:

8.9.1 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

8.9.2 service in office by appointment to fill a vacancy of less than eighteen (18) months shall be deemed not to be service in office.

8.10 Qualifications for Office of Director

To be qualified to hold the office of Director, a person shall:

8.10.1 not be an undischarged bankrupt;

8.10.2 not be a mentally incompetent person;

8.10.3 be a Trustee Member;

8.10.4 not be a Director ex officio;

8.10.5 not be eligible to be a candidate for, nor hold, more than one office

8.10.5.1 Provided however, that nothing in subsection 8.10.5 shall prevent a person, who is a Director and is otherwise qualified, from election or appointment as, President or Vice-President;
8.10.6 in the case of a Regional Director, be a Trustee Member who is a member of one of the Member Boards of the respective Region.

8.11 Qualifications for Candidacy

To be qualified to be a candidate for the office of elected Director, a person shall:

8.11.1 be qualified to hold the office of Director;

8.11.2 be a person whose name has been reported to the Annual Meeting by the Nominations Committee;

8.11.3 (in order to allow for equitable representation within a Region which consists of more than one Member Board) not, in the case of a candidate for Regional Director, be nominated as a Trustee Member of a Member Board of which a Trustee Member is then the President, Vice-President or Past President;

8.11.4 be nominated and seconded by persons who, with the exception of the requirements of section 8.12 are themselves eligible to hold the office for which the nomination is made,

8.11.5 provided that nothing in subsection 8.11.4 shall restrict the right of the President or Vice-President to nominate or second the nomination of a person for any office.

8.12 Additional Qualifications for Candidacy

Where a Region consists of more than one (1) Member Board, a Trustee Member is not eligible to be a candidate for nor hold the office of Regional Director if:

8.12.1 another Trustee Member of the same Member Board is a candidate for or holds the office of Regional Director; or

8.12.2 the President, Vice President or Past President is a Trustee Member of the same Member Board; or

8.13 Election of Directors

Where there are more candidates for office 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, each Regional Director, and the Canadian Catholic School Trustees Association Representative.

Provided however that the Returning officer shall report 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.

9. MEETINGS OF BOARD OF DIRECTORS

9.1 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

9.1.1 may be called by the President, and

9.1.2 shall be convened by the Executive Director upon direction in writing of five (5) Directors
9.2 Regular Meetings

The Board of Directors may appoint one or more days in each year for regular meetings of the Board of Directors at a place and time named; no further notice of the regular meetings need be given. The Board of Directors 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.

9.3 Place of Meetings

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

9.4 Quorum for Meeting of Directors

A quorum for the transaction of business at meetings of the Board of Directors shall be the smallest whole number that is not less than a majority of the number of Directors, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

9.5 Meetings by Electronic Conference

If all Directors present at or participating in the meeting of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board of Directors or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

9.5.1 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.

9.6 Voting at Meetings of Directors

Questions arising at any meeting of the Board of Directors 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 of Directors, 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.

9.7 Written Resolutions

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

9.8 Notice of Meetings of Directors

Subject to the provisions of section 9.2, notice of meetings of the Board of Directors shall be given to each Director by one of the following methods:

9.8.1 by telephone, facsimile, email or other electronic method not less than twenty-four (24) hours before the meeting is to take place; or
9.8.2 by prepaid letter post not less than fifteen (15) days before the meeting is to take place, the giving of which shall be in accordance with section 17.1

9.8.3 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.

10. OFFICERS OF THE CORPORATION

10.1 Officers Identified

There shall be:

10.1.1 a President,

10.1.2 a Past President,

10.1.3 a Vice-President,

each of whom shall be qualified as a Trustee Member;

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

10.1.5 a Chaplain who may but need not be qualified as a Trustee Member.

10.2 Duties of the President

The President:

10.2.1 shall when present, preside at all meetings of Members of the Corporation, and at all meetings of the Board of Directors;

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

10.2.2 shall be a member ex officio of every Committee of the Corporation and every Committee of the Board of Directors;

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

10.3 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.
10.4 Absence of President and Vice-President

In the absence or inability of the President and the Vice-President to act, the Board of Directors may from time to time appoint another Director as for the purpose of fulfilling the duties and powers of the President. 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.

10.5 Duties of Executive Director

The Executive Director shall:

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

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

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

10.5.4 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, the same being delivered up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution; and

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

10.6 Appointment and Duties of Chaplain

The Chaplain of the Corporation shall:

10.6.1 be appointed annually by the Board of Directors on the nomination of the Ontario Conference of Catholic Bishops;

10.6.2 invoke Divine Guidance on all meetings of the Corporation and of the Directors; and

10.6.3 encourage the Directors to bring a gospel perspective and the riches of the Catholic Tradition to current issues and decision-making.

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 officers 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.
11. COMMITTEES OF THE BOARD OF DIRECTORS

11.1 Standing Committees

Until otherwise determined by the Directors, there shall be the following Standing Committees:

11.1.1 Catholic Education Committee;
11.1.2 Communications Committee;
11.1.3 Conference Committee;
11.1.4 Legislation and Finance Committee; and
11.1.5 Office Management Committee.

11.2 Terms of Reference of Catholic Education Committee

The Catholic Education Committee shall:

11.2.1 Re-affirm and strengthen the vision shown by the Catholic community more than a century ago when the separate schools were first established;
11.2.2 Promote and maintain the Catholic character of the schools; that Jesus Christ is the centre and the foundation of the whole educational enterprise and the principles of the Gospel are the educational norm;
11.2.3 Study recent documents of the Roman Catholic Church that relate to Catholic education and inform the Directors of these documents and their implications for curriculum;
11.2.4 Monitor government and other program initiatives that impact Catholic education and write responses, to submit to the Directors, which emphasize and promote the Catholic character of the Catholic schools.
11.2.5 Initiate projects which invite Roman Catholic School Boards from across the province to work in collaborative efforts for the building of God’s kingdom.
11.2.6 Assist in the Catholic school community to maintain the highest quality in teaching Religious Education courses with a view to strengthening the distinctiveness of Catholic schools.
11.2.7 Invite speakers to the Catholic Education Committee meetings for in-service.

11.3 Terms of Reference of Communications Committee

The Communications Committee shall make recommendations to the Directors on the Corporation’s overall communications strategy and policy, including recommendations respecting:

11.3.1 communications with the Member Boards, Trustee Members, the Catholic community and the public at large;
11.3.2 newsletters, electronic communications, written communications, media, trademarks and logos; and
11.3.3 the design and implementation of a comprehensive strategy to build awareness of and support for Catholic education in Ontario.
and generally supervise, if and as necessary, the implementation of the Corporation’s communications strategy and policy.

11.4 Terms of Reference of Conference Committee

The Conference Committee shall make recommendations to the Directors with respect to the Corporation’s conferences and seminars, including:

11.4.1 planning the program and content of conferences and seminars;

11.4.2 selecting the location and facilities of and date for such conferences and seminars;

11.4.3 reviewing and considering, and reporting upon, resolutions, if any, as contemplated in subsection 6.3.1;

and shall

11.4.4 administer the Corporation’s award program.

11.5 Terms of Reference of Legislation and Finance Committee

The Legislation & Finance Committee shall:

11.5.1 make recommendations to the Directors on matters affecting the financing of Roman Catholic School Boards;

11.5.2 provide input on the annual finance brief the Corporation sends to the Minister of Education;

11.5.3 study and provide recommendations to the Directors on proposed and enacted legislation which affects Catholic schools; and

11.5.4 study and provide recommendations to the Directors on matters related to school board collective bargaining and labour relations.

11.6 Office Management Committee

The Office Management Committee shall make recommendations to the Directors with respect to the Corporation’s finances and internal staff matters, including:

11.6.1 the annual budget of the Corporation;

11.6.2 membership fees;

11.6.3 job evaluation process;

11.6.4 salary scales; and

11.6.5 Corporation policies relating to staff.

11.7 First Nation Trustees’ Advisory Council

There shall be a First Nation Trustees’ Advisory Council, composed of all of the First Nation Trustees who serve on Catholic School Boards, who shall be asked to advise the Board of Directors on matters relevant to First Nation students attending schools operated by Catholic School Boards in Ontario. The First Nation Trustees’ Advisory Council shall meet at least annually, and more frequently at their discretion; and, after each meeting, shall report to the Board of Directors through the President or his/her delegate.
11.8 Committee of the Whole Board

Whenever the Board resolves into the Committee of the Whole Board in order to consider any matter or matters, the Terms of Reference of the Committee of the Whole Board shall be deemed to include such matter or matters, notwithstanding Terms of Reference of any other Committee.

11.9 Ad Hoc Committees and Their Functions

There may be such additional Committees and for such purposes as the Board of Directors may determine from time to time by resolution; the existence of each such Committee shall be terminated automatically upon:

11.9.1 the delivery of its report;
11.9.2 the completion of its assigned task;
11.9.3 a change in the membership of the Board of Directors by which it was constituted; or
11.9.4 a resolution to that effect of the Board of Directors by which it was constituted;

whichever first occurs;

11.9.5 Provided however that, in the case of termination pursuant to subsection 11.9.3, the Board of Directors may by resolution continue such Committee.

11.10 Rules Governing Committees

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

11.10.1 a Committee shall be composed of not less than three (3) Directors;
11.10.2 the members shall be appointed by the Board of Directors, on the nomination of the President, from among the members of the Corporation who are qualified to hold office;
11.10.3 the members of the Committee shall select the Committee chairperson;
11.10.4 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;
11.10.5 each Committee shall meet at least annually, and more frequently at the will of its Chairperson or as required by its terms of reference;
11.10.6 a Committee shall carry out such additional or amended duties or tasks as may be determined by the Directors from time to time, regardless of its Terms of Reference or the Terms of Reference of any other Committee;
11.10.7 each Committee shall be responsible to, and report after each meeting to the Board of Directors;
11.10.8 subject to any rules established by the Board of Directors, three (3) members of a Committee constitute a quorum for the holding of a meeting of a Committee, and otherwise, each Committee may establish its own rules of procedure and may appoint subcommittees.
11.10.9 if and whenever a vacancy exists in the Committees, the remaining Committee members may exercise all its powers so long as a quorum remains on the Committee, but the Board of Directors 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 honestly and in good faith 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 in section 12.3 herein, or purchasing insurance provided in section 12.4 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 of Directors 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 of Directors 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 of Directors sees fit from time to time;

with coverage limits and with insurers deemed appropriate by the Board of Directors 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. **EXECUTION OF DOCUMENTS**

13.1 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 of Directors.

13.2 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two (2) of the President, Vice-President, the 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 of Directors 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.

13.3 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.

14. **BANKING ARRANGEMENTS**

14.1 Board of Directors Designate Bankers

The Board of Directors 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 of Directors has designated as the Corporation’s banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

14.1.1 operate the Corporation’s accounts with the banker;

14.1.2 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;

14.1.3 issue receipts for and orders relating to any property of the Corporation;

14.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

14.1.5 authorize any officer of the banker to do any act or thing on the Corporation’s behalf to facilitate the banking business.

14.2 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 of Directors. 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 of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors 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.

15. **FINANCIAL YEAR**

15.1 **Financial Year Determined**

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

16. **AUDITORS**

16.1 **Appointment of Auditor**

The members entitled to vote shall at each annual meeting appoint an auditor to audit the books of the Corporation, 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 of Directors if authorized to do so by the members entitled to vote.

17. **NOTICE**

17.1 **Method of Notice**

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

17.1.1 by prepaid letter post;

17.1.2 by facsimile;

17.1.3 by e-mail; or

17.1.4 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:

17.1.5 in the case of telephone, at the time of the telephone call;

17.1.6 in the case of letter post, on the third day after mailing; and

17.1.7 in all other cases, when transmitted.

17.2 **Presumed Address of Trustee Member**

For the purposes of, and notwithstanding anything set out in section 17.1, any notice or resolution sent to a Trustee Member may be sent to such Trustee Member at the address of the Member Board of which such Trustee Member is a member, whether or not such Trustee Member has provided another address to the Corporation.
17.3 Computation of Time

In computing the date when notice must be given under any provision of the by-laws 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.

17.4 Deemed Notice of Resolutions

Notwithstanding any other provision of the By-Laws, any resolution proposed for consideration at a meeting of Members that is forwarded to a Member Board shall be deemed for all purposes:

17.4.1 to have been sent to a Trustee Member of the Member Board at the last address shown on the Corporation’s records, and

17.4.2 to constitute Notice to all Trustee Members of such resolution,

as if such resolution had been sent in an envelope individually addressed to the Trustee Member.

17.5 Omissions and Errors

The accidental omission to give notice of any meeting of the Board of Directors, 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.

18. AMENDMENT TO BY-LAWS

18.1 Amendment Generally

Any amendment to this By-law shall be made by a simple majority vote of the Board of Directors and approved, subject to the applicable subsections of section 6.11, by a simple majority vote of the Members at the next general meeting or a special meeting called for that purpose.

Provided however that for greater certainty but still subject to the applicable subsections of section 6.11, nothing in this section shall be construed as limiting the authority of the Board of Directors to enact any amendment having effect immediately upon enactment, but subject to the statutory requirement to submit such amendment for approval at the next annual meeting of members thereafter or a special meeting of members in the meantime. [am. Directors 2009.08.19, Members Resolution 12-10]

19. REPEAL OF PRIOR BY-LAWS

19.1 Repeal

Subject to the provisions of sections 19.2 and 19.3 hereof, all prior by-laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

19.2 Exception

The provisions of section 19.1 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.
19.3 **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.

20. **EFFECTIVE DATE**

20.1 **Effective on Passing**

This By-Law shall come into force when enacted by the Board of Directors in accordance with the Act.

**ENACTED** as a By-Law of the **Ontario Catholic School Trustees’ Association** and sealed with the corporate seal the 5th day of February, 2011.

__________________________________________  ______________________________________
President                                                Secretary

**CONFIRMED** by the Members in accordance with the **Corporations Act (Ontario)** on the 29th day of April, 2011.

__________________________________________  ______________________________________
President                                                Secretary